

ARTICLES OF INCORPORATION
OF
Visit Wilkinson County, Inc

ARTICLE ONE

Name

The name of the Corporation shall be: Visit Wilkinson County, Inc.

ARTICLE TWO

Nonprofit Corporation

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE THREE

Registered Office and Registered Agent

The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office in accordance with the requirements of the Georgia Nonprofit Corporation Code. The initial Registered Agent and Office shall be **DONNA ASBELL**, whose address is **113 HIGH HILL STREET, IRWINTON, GEORGIA 31042**.

ARTICLE FOUR

Incorporator

The name and address of the Incorporator is as follows:

Benjamin A. Vaughn **20 W. Main Street, Forth, Georgia 31029.**

ARTICLE FIVE

Principal Office

The mailing address of the initial principal office of the Corporation is **P.O. Box 413, Irwinton, Georgia 31042.**

ARTICLE SIX

Purpose

The Corporation is a nonprofit corporation as described in the Georgia Nonprofit Corporation Code (the "Law"). The property of the Corporation is irrevocably dedicated to charitable and educational purposes in a manner which meets the requirements of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and Section 48-7-25 of the Georgia Public Revenue Code.

Visit Wilkinson County, Inc., is organized exclusively for educational and charitable purposes.

The Corporation is organized and at all times shall be operated, exclusively for public charitable and educational uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 in furtherance of such purposes the Corporation shall have such full power and authority to:

- (a) Make distributions to organizations that are exempt organizations under section 501(c)(3) of the Internal Revenue code;
- (b) Make distributions for other charitable purposes;
- (c) Receive and accept property, whether real, personal or mixed by way of gift, bequest, or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time, and;
- (d) Perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly as determined by the Board of Directors to carry out any purposes of the Corporation as set forth in these Articles of Incorporation, including the exercise of all other powers and authority enjoyed by corporations generally by virtue of the Georgia Nonprofit Corporation Code, within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Seven and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE SEVEN

Tax-exempt Nonprofit Corporation

The Corporation shall be neither organized nor operated for pecuniary gain or profit.

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article Seven.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.
- (c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:
 - (i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code; or
 - (ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE EIGHT

Private Foundation Restrictions

At any time the Corporation is classified as a private foundation under the Internal Revenue Code, the following restrictions shall apply:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.

- (c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.
- (e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE NINE

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the directors to carry out the purposes and functions of the Corporation. The directors shall be elected by a majority vote of the Board of Directors of Visit Wilkinson County, Inc., and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code.

ARTICLE TEN

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of six (6) members, whose names and addresses are set forth below. Each member of the initial Board of Directors shall serve as a director until his successor has been elected and has qualified.

The initial Board of Directors shall consist of:

<u>NAME:</u>	<u>POSITION:</u>	<u>MAILING ADDRESS:</u>
1) <u>Freda Thomas, President</u>		<u>1581 Asbell Road, Irwinton, GA 31042.</u>
2) <u>Brenda Whipple, Vice President</u>		<u>155 Sheppard Street, Toombsboro, GA 31090</u>
3) <u>Beverly Clark, Secretary</u>		<u>154 High Hill Road, Irwinton, GA 31042.</u>
4) <u>Debra Carswell, CFO</u>		<u>109 Bank Street, Irwinton, GA 31042.</u>
5) <u>Donna Asbell, COO</u>		<u>128 E. Main Street, Irwinton, GA 31042</u>
6) <u>Jenn Morris, CMO</u> <u>31031.</u>		<u>1995 Dennard Hardy Road, Gordon, GA</u>

ARTICLE ELEVEN

Dissolution of Corporation

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TWELVE

Definitions

- (a) For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, education, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (b) All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provision.

ARTICLE THIRTEEN

Director Liability

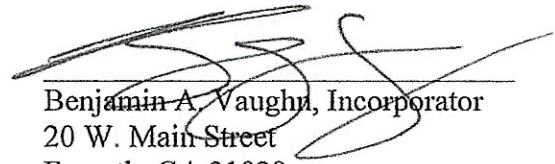
No directors shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or any other duty as a directors, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a directors for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of directors imposed by Sections 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code; or (d) any transaction from which the directors derived an improper personal benefit

ARTICLE FOURTEEN

Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this 22nd day of July, 2024.


Benjamin A. Vaughn, Incorporator
20 W. Main Street
Forsyth, GA 31029