

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

VIRGINIA-HIGHLAND CIVIC ASSOCIATION, INC.
a Domestic Nonprofit Corporation

has amended and filed duly restated articles on 11/12/2020 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **12/03/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
VIRGINIA-HIGHLAND CIVIC ASSOCIATION, INC.**

Pursuant to Section 14-3-1006 of the Georgia Nonprofit Corporation Code, the undersigned, the duly appointed and acting President of Virginia-Highland Civic Association, Inc., a corporation organized and existing under and by virtue of the provisions of the Georgia Nonprofit Corporation Code, hereby submits these Articles of Restatement of the Articles of Incorporation and certifies as follows:

I.

The name of the corporation is Virginia-Highland Civic Association, Inc. (the "Corporation").

II.

The complete text of the Amended and Restated Articles of Incorporation of the Corporation is attached to these Articles of Restatement as Exhibit A.

III.

The Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring approval of the members, and do not contain amendments to the Articles of Incorporation requiring approval of any other person other than the board of directors of the Corporation.

IV.

The Amended and Restated Articles of Incorporation were duly adopted by the members of the Corporation in accordance with the provisions of Sections 14-3-1003 of the Georgia Nonprofit Corporation Code on September 30, 2020.

IV.

The Amended and Restated Articles of Incorporation contain the following amendments to the Articles of Incorporation:

Article Two of the Articles of Incorporation is amended in its entirety to read as follows:

"Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code."

Article Three of the Articles of Incorporation is amended in its entirety to read as follows:

"Purpose and Powers. The Corporation is organized exclusively for the promotion and furtherance of the common good, general welfare and interest of the residents of the

Virginia-Highland neighborhood within the meaning of Section 501(c)(4) of the Internal Revenue code of 1986, as amended (the "Code").

The Corporation is not organized and shall not be operated for pecuniary gain or profit. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. No part of the property or net earnings of the Corporation shall inure to the benefit or be distributable to its directors, officers or other private persons, except that 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 set forth in this Article III.

The Corporation shall not participate in, or intervene in (including publication or distribution or statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

In furtherance of its purposes, the Corporation shall have the following powers, which, unless limited otherwise by the Bylaws, may be exercised by the board of directors:

- (i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Georgia in effect from time to time; and
- (ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, or the Bylaws including but not limited to the power to engage in activities which will actively foster, promote, and advance the common interests of the residents of Virginia-Highland.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article III."

Article Four of the Articles of Incorporation is amended in its entirety to read as follows:

"Membership. The Corporation shall be a membership corporation without certificates or shares of stock."

Article Five of the Articles of Incorporation is amended in its entirety to read as follows:

"Board of Directors. The board of directors (the "Board") shall consist of such number of directors as is set forth in the Bylaws from time to time, each of whom must be a member of the Corporation."

Article Six of the Articles of Incorporation is amended in its entirety to read as follows:

"Election of Directors. Each member shall be entitled to cast one vote with respect to each Board vacancy to be filled. The candidates who receive the most votes shall be elected to the Board until all vacancies are filled."

Article Seven of the Articles of Incorporation is amended in its entirety to read as follows:

"Removal of Directors. A director may be removed as provided in the Bylaws. Good cause for removal shall include, but is not limited to, a change in the director's residence that causes the director to no longer be eligible to be a member of the Corporation."

Article Eight of the Articles of Incorporation is amended in its entirety to read as follows:

"Liability of Directors. To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal."

Article Nine of the Articles of Incorporation is amended in its entirety to read as follows:

"Dissolution. The Corporation may be dissolved at the annual meeting upon the affirmative vote or written consent of at least seventy-five (75%) percent of the members attending the annual meeting. Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(4) of the Code as an exempt organization. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine."

Articles Ten, Eleven and Twelve of the Articles of Incorporation are each removed in their entirety from the Articles of Incorporation.

V.

All other provisions of the Articles of Incorporation remain unchanged and in full force and effect.

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VI.

The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments thereto.

Duly executed and delivered by the undersigned President of the Corporation on October 15,
2020.



Name: David Brandenberger
Title: President

Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VIRGINIA-HIGHLAND CIVIC ASSOCIATION, INC.

Article I Name. The name of the Corporation is Virginia-Highland Civic Association, Inc. ("Corporation").

Article II Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

Article III Purpose and Powers. The Corporation is organized exclusively for the promotion and furtherance of the common good, general welfare and interest of the residents of the Virginia-Highland neighborhood within the meaning of Section 501(c)(4) of the Internal Revenue code of 1986, as amended (the "Code").

The Corporation is not organized and shall not be operated for pecuniary gain or profit. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. No part of the property or net earnings of the Corporation shall inure to the benefit or be distributable to its directors, officers or other private persons, except that 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 set forth in this Article III.

The Corporation shall not participate in, or intervene in (including publication or distribution or statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

In furtherance of its purposes, the Corporation shall have the following powers, which, unless limited otherwise by the Bylaws, may be exercised by the board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Georgia in effect from time to time; and

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, or the Bylaws including but not limited to the power to engage in activities which will actively foster, promote, and advance the common interests of the residents of Virginia-Highland.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article III.

Article IV Membership. The Corporation shall be a membership corporation without certificates or shares of stock.

Exhibit A

Article V Board of Directors. The board of directors (the "Board") shall consist of such number of directors as is set forth in the Bylaws from time to time, each of whom must be a member of the Corporation.

Article VI Election of Directors. Each member shall be entitled to cast one vote with respect to each Board vacancy to be filled. The candidates who receive the most votes shall be elected to the Board until all vacancies are filled.

Article VII Removal of Directors. A director may be removed as provided in the Bylaws. Good cause for removal shall include, but is not limited to, a change in the director's residence that causes the director to no longer be eligible to be a member of the Corporation.

Article VIII Liability of Directors. To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article IX Dissolution. The Corporation may be dissolved at the annual meeting upon the affirmative vote or written consent of at least seventy-five (75%) percent of the members attending the annual meeting. Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(4) of the Code as an exempt organization. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

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