

**ARTICLES OF INCORPORATION**  
**OF**  
**HOOTIN, INC.**  
(A Georgia Nonprofit Corporation)

The name of the corporation is "**H.O.O.T.I.N(Helping Others Out There In Need), Inc.**"

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code. The corporation shall have perpetual duration.

**I.**

A. The corporation is a nonprofit corporation organized exclusively for charitable, educational and religious purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, including the corresponding provisions of any future United States internal revenue law (the "Code"). Without limiting the generality of the foregoing, the purposes of the corporation shall include the providing of financial support, shelter, food, clothing, education, funeral and cemetery assistance, training and care to disadvantaged

refugees, children, the elderly, and homeless, ill, mentally or emotionally disturbed and other disadvantaged individuals; the providing of financial and volunteer support to other organizations described in section 501(c)(3) of the Code which also function to support the purposes and objectives of the refugee relief and other social service activities described above; the promotion of knowledge; the education of members of the general public; the solicitation, acquisition, establishment, retention and maintenance of a fund or funds to be held, invested and used exclusively in furtherance of such purposes; and other care, comfort and support activities for the needy, all to the extent permitted by section 501(c)(3) of the Code. The corporation is not organized and shall not be operated for the pecuniary gain or profit of any individual.

B. No part of the property or net earnings of the corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual and as payments and distributions in furtherance of the purposes set forth in this Article IV.

C. It is intended that the corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of **the** Code and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c), 642(c), 2055 and 2522 of the Code; therefore, notwithstanding any other provision in these Articles, the corporation shall never be authorized to engage in any activity except in furtherance of the

purposes for which the corporation is organized, and the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501 (a) and 501 (c)(3) of the Code and (ii) by a corporation, contributions to which are deductible under sections 170(c), 642(c), 2055 and 2522 of the Code. The corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, and the corporation shall not engage in any activities which would subject it to tax under section 4955 of the Code. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the corporation to tax under section 4911 of the Code.

D. To the extent that section 4942 of the Code is applicable to the corporation, the directors shall cause the corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the corporation and the directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not

retain any excess business holdings which would subject the corporation to tax under section **4943(c) of the Code, shall not make any investments in such manner as to** subject the corporation to tax under section 4944 of the Code, and shall not make any taxable expenditures which would subject the corporation to tax under section 4945 of the Code.

## II.

Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the corporation, the corporation shall have all of the powers conferred upon nonprofit corporations under the Georgia Nonprofit Corporation Code, to be exercised solely in furtherance of the charitable purposes described in Article IV hereof. The corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the corporation. The corporation shall also have the power and authority to create one or more limited liability companies of which the corporation shall be the sole member and for which the corporation shall specify the purposes and objectives and appoint the managers to manage the activities of each such limited liability company.

A. Any merger or consolidation of the corporation with, or transfer of all or substantially all of the assets of the corporation to another organization, shall require

the affirmative vote of eighty percent (80%) of the members of the corporation's Board of Directors. In any such event, such approval shall be conditioned on the affirmative acceptance by the surviving corporation or transferee, as the case may be, of the terms for the use of the corporation's assets stipulated by donors to the corporation or determined by the corporation's Board of Directors in advance of such transaction.

B. In the event of the dissolution of the corporation, which dissolution may be authorized by the affirmative vote of eighty percent (80%) of all directors of the corporation then in office, the Board of Directors shall, after making provision for the payment of all of the obligations of the corporation, distribute the remaining assets of the corporation to one or more non-governmental charitable, educational or religious organizations described in section 501 (c)(3) of the Code which are then organized and operating to provide the type of support and ministries set forth in Article IV of these Articles of Incorporation and which are selected by the corporation's Board of Directors in its sole discretion.

### III.

The corporation shall have no capital stock and it shall have no shareholders or members.

VI.

A Board of Directors shall manage the affairs of the corporation as specified in the Bylaws. Except that the number of the members of the initial Board of Directors is fixed by Article IX of these Articles of Incorporation, the exact number and the method of election of the members of the Board of Directors as well as any other qualifications for being a member of the Board of Directors shall be as provided from time to time by or pursuant to the Bylaws of the corporation.

V.

The initial Board of Directors of the corporation shall consist of nine (9) members, who shall serve until the first annual meeting of the Board of Directors of the corporation and whose names and addresses are as follows:

Harold G.E. Oatneal  
2897 N. Druid Hills Rd NE  
Bldg 245  
Atlanta, GA 30329

Moises Zaragoza  
740 Sidney Marcus Blvd  
Apt. 9103  
Atlanta, GA 30324

VI.

No director of the corporation shall be personally liable to the corporation for monetary damages for breach of his duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws.

VII.

The address of the initial registered office and principal office of the corporation is 6836 Hill Creek CV, DeKalb County, Lithonia, GA. 30058 and the initial registered agent of the corporation at such address is Harold G. E. Oatneal

The Name and Address of the incorporators are:

Harold G.E. Oatneal  
2897 N. Druid Hills Rd NE  
Bldg 245  
Atlanta, GA 30329

Moises Zaragoza  
740 Sidney Marcus Blvd  
Apt. 9103  
Atlanta, GA 30324

VII.

The Articles of Incorporation of the corporation may be amended by the affirmative vote of eighty percent (80%) of the directors of the corporation then in office as permitted in the Georgia Nonprofit Corporation Code (or the corresponding provision of any future Georgia non-profit corporation law); provided however, that no longer to be qualified as exempt organization described in section 501(c) (3) of the Code.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this the \_\_\_\_ day of \_\_\_\_\_, 2015

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Harold G. E. Oatneal

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Moises Zaragoza



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