

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

CERTIFICATE OF INCORPORATION

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

GEORGIA BAPTIST CONVENTION, INC.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **03/01/2023** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **03/03/2023**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**ARTICLES OF INCORPORATION OF
GEORGIA BAPTIST CONVENTION, INC.
A NONPROFIT CORPORATION**

ARTICLE I. NAME

The name of the corporation is:

GEORGIA BAPTIST CONVENTION, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended (the “Georgia Code”). The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ, and it shall be governed according to the religious beliefs, as protected by the U.S. Constitution.

ARTICLE III. PURPOSES

The corporation (sometimes referred to as “The Baptist Convention of the State of Georgia”) is organized and operated exclusively for religious purposes (including charitable, educational, scientific and literary purposes related thereto) within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law, referred to herein as the “Code”), including but not limited to operating a convention of churches associated with the Southern Baptist Convention, as well as making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Code. Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Georgia Code.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Code), nor shall this corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding the foregoing, the corporation may make the election provided in Section 501(h) of the Internal Revenue Code, if at the time it is permitted to do so by applicable law.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than one member, and of not more than a maximum number permitted by the corporation's Bylaws as amended from time to time. Notwithstanding the foregoing, the President of the corporation, as elected at the annual meeting of the corporation, shall be a director of the corporation, and unless the Bylaws provide otherwise, the President shall be the sole director of the corporation.

Section 2. Powers. The Board of Directors shall govern the corporation and shall have all the rights and powers of a board of directors under the laws of the State of Georgia and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt, repeal and amend the corporate governing documents, other than the Articles of Incorporation or the Bylaws, by a majority vote, in any way not inconsistent with the Holy Bible, the corporation's Statement of Faith, the Articles of Incorporation, or applicable law.

Section 3. Term and Election. (a) The term of each member of the Board of Directors shall be as established in the Bylaws. (b) The registered messengers shall appoint and remove at the annual meeting the President and any Vice Presidents of the corporation, along with such other officer positions as provided for in the Bylaws.

Section 4. Amendment. The annual meeting of the corporation, composed of the registered messengers from cooperating Southern Baptist churches, must approve any amendment to these Articles or the Bylaws.

Section 5. Initial Director. The initial Board of Directors shall consist of one (1) member, which is Josh Saefkow, President, who may be reached at the corporation's principal office.

ARTICLE VII. MEMBERS

The corporation shall have members. The members of the corporation are cooperating Southern Baptist churches, with such rights, powers, and responsibilities as may be provided for in the corporation's Bylaws.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers specifically enumerated in Section 14-3-302 of the Georgia Code as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Code.

Section 3. Charitable Trusteeship. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The corporation may cease corporate activities and dissolve and liquidate the corporation, provided that the decision is approved by a proper vote of the registered messengers at the annual convention and the consent of the Board of Directors.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine, or (ii) exclusively to or for the use of Executive Committee of the Baptist Convention of the State of Georgia, or such other organization or organizations organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, and to the extent that the Board of Directors become deadlocked regarding this or any other issue, any such dispute shall be settled by the President.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies,

notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of “self-dealing” (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any “excess business holdings” (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 2. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. REGISTERED OFFICE AND AGENT;

PRINCIPAL OFFICE

Section 1. Registered Office. The name and street address and county of the initial registered agent and registered office of the corporation shall be Jonathan T. McCants, 3350 Riverwood Parkway, Suite 670, Atlanta, Cobb County, Georgia 30339.

Section 2. Principal Office. The mailing address of the initial principal office is 4295 Brogdon Exchange, Suwanee, Georgia 30024-3980.

ARTICLE XII. STATEMENT OF FAITH

The corporation subscribes to the understanding of particular doctrinal matters as set forth in The Baptist Faith and Message 2000 (including any future revisions). Notwithstanding any other statement to the contrary, that portion of the Bylaws, as well as this Article XII, shall only be amended or restated by the registered messengers at the annual meeting, and any other provision that conflicts with The Baptist Faith and Message 2000 (including any future revisions) shall be null and void.

ARTICLE XIII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Georgia Code Sections 14-3-860 through 14-3-864 as amended; or (iv) For any transaction from which the director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XIII shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

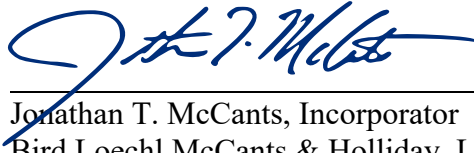
Section 4. Severability. In the event that any provision of this Article XIII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XIV. INCORPORATOR

The name and address of the incorporator, who is a citizen of the United States, is:

Jonathan T. McCants
3350 Riverwood Parkway, Suite 670
Atlanta, Georgia 30339

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Georgia Nonprofit Corporation Code, on this 1st day of March, 2023.

BY: 

Jonathan T. McCants, Incorporator
Bird Loechl McCants & Holliday, LLC
3350 Riverwood Parkway, Suite 670
Atlanta, Georgia 30339



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 3/1/2023 11:29:12 AM

TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT, NONPROFIT OR PROFESSIONAL CORPORATION

Primary Email Address: jmccants@blmhlaw.com

1. Entity Type (check one only) Profit Corporation Nonprofit Corporation Professional Corporation Benefit Corporation

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

GEORGIA BAPTIST CONVENTION, INC.

Corporate Name (List exactly as it appears in articles.)

2. **Jonathan T. McCants**

Name of Person Filing Articles of Incorporation

3350 Riverwood Parkway, Suite 670

Address

Atlanta

City

GA

State

30339

Zip Code

3. **4295 Brogdon Exchange**

Principal Office Mailing Address of Profit/Non Profit Corporation (Unlike registered office address, this may be a post office box.)

Suwanee

City

GA

State

30024 - 3980

Zip Code

4. **Jonathan T. McCants**

Name of Registered Agent in Georgia

3350 Riverwood Parkway, Suite 670

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Atlanta

City

Cobb

County

GA

State

30339

Zip Code

jmccants@blmhlaw.com

Registered Agent's Email Address

5. Name and Address of Each Incorporator

Jonathan T. McCants

Incorporator

3350 Riverwood Parkway, Suite 670

Address

Atlanta

City

GA

State

30339

Zip Code

6. ANNUAL REGISTRATION AGREEMENT

- n Georgia corporations incorporated between January 1 – October 1 must file its annual registration with the Secretary of State within 90 days after the date its articles of incorporation are filed with the Secretary of State.
- n Georgia corporations incorporated between October 2 – December 31 must file its annual registration with the Secretary of State between January 1 and April 1 of the next year succeeding the calendar year of its incorporation.

7. Submitted with this filing is a filing fee of \$100.00 payable to "Secretary of State". Filing fees are non-refundable. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Jonathan T. McCants

Signature of Authorized Person