

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

THE MATZEVAH FOUNDATION, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **12/17/2010** 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 December 17, 2010



A handwritten signature in black ink, appearing to read 'B. P. Kemp'.

Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION OF

THE MATZEVAH FOUNDATION, INC.

A NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is:

The Matzevah Foundation, Inc.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code as amended.

ARTICLE III. PURPOSES

The corporation is organized exclusively for religious, charitable, and educational purposes 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), including but not limited to restoring Jewish cemeteries, primarily in the country of Poland, and making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Subject to the foregoing, the corporation has all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Georgia Nonprofit Corporation Code.

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ARTICLE IV. DURATION

The corporation has perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation may inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation is 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 may not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and thereafter may engage in such activities to the extent an organization is permitted to do so under that section without being denied its exemption from taxation under Section 501(a) of the Internal Revenue Code.

Section 3. No Political Campaigning. The corporation may not 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.

Section 4. Irrevocable Dedication. The income and assets of the corporation are irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. **Number.** The Board of Directors must consist of not fewer than one (1) member, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. **Powers.** The Board of Directors governs the corporation, and has 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 include, but are not limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Georgia, or the laws of the United States.

Section 3. **Term.** The term of each member of the Board of Directors is as established in the Bylaws.

Section 4. **Election.** Directors are elected as established in the Bylaws. If successor Directors are unable to be selected pursuant to the procedure established in the Bylaws, the appropriate court of the county in which the principal Georgia office (or if none the Georgia registered office) of the corporation is then located will appoint such successors.

Section 5. **Amendment.** The Board of Directors has the power to amend these Articles of Incorporation in any way not inconsistent with the laws of the State of Georgia or of the United States.

Section 6. Initial Directors. The initial Board of Directors consists of the following seven (7) members:

Steven D. Reece
JoAnn Siegienski
Kevin Little
Daniel Compton
Bruce Mussey
Slawek Laskowski
Robin Park

ARTICLE VII. NO MEMBERS

The corporation does not have members, as that term is defined in the Georgia Nonprofit Corporation Code as amended.

ARTICLE VIII. POWERS

Section 1. General. The corporation has 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 may 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 Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation is 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 Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors must pay or make provision for the payment of all of the liabilities of the corporation, and 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 Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors determines, (ii) or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3), and at the time are described in Section 170(c)(2) of such Code, as the Board of Directors determines.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Georgia office (or if none the Georgia registered office) of the corporation is then located will dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court determines.

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

Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X applies and the corporation must: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue 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 Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) and subject the corporation to tax under Section 4943 of the Internal Revenue 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 Internal Revenue Code) and thereby subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article X to a section of the Internal Revenue Code includes the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. INITIAL OFFICE AND AGENT

Section 1. Registered Office and Agent. The name, street address, and county of the initial registered agent and initial registered office of the corporation are Bruce D. McKee, 1023 Smithwyck Drive, Canton, Cherokee County, Georgia 30115.

Section 2. Principal Office. The mailing address of the initial principal office is 6884 Tilton Lane NW, Atlanta, GA 30360.

ARTICLE XII. LIMITATION OF LIABILITY

Section 1. Limitation. The liability of a Director to the corporation or its members, if any, for monetary damages for any action taken, or any failure to take any action, as a Director is hereby eliminated, except liability (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. The foregoing provision does 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 will be prospective only, and will 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 Nonprofit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a Director of the corporation will be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code, in addition to the limitation on personal liability provided herein.

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

ARTICLE XIII. INCORPORATOR

Section 1. Incorporator. The name and address of the incorporator, who is a citizen of the United States, is:

Bruce D. McKee
McKee Counsel, P.C.
12600 Deerfield Parkway, Suite 100
Alpharetta, Georgia 30004

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.

By: _____


Bruce D. McKee, Incorporator
McKee Counsel, P.C.
12600 Deerfield Parkway, Suite 100
Alpharetta, Georgia 30004



Brian P. Kemp
Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: bruce@mckeecounsel.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

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

The Matzevah Foundation, Inc.

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

2. Bruce D. McKee

678-636-9027

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

12600 Deerfield Parkway, Suite 100

Address

Alpharetta

GA

30004

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) 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. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Authorized signature of person filing documents

12/15/2010

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>