

**Amended and Restated Articles of Incorporation
Of
Amateur Radio Club of Augusta, Incorporated**

(A Georgia Not for Profit Corporation)

Pursuant to the State of Georgia Corporation Code, the Articles of Incorporation of the Amateur Radio Club of Augusta, Incorporated are amended and restated as set forth below. The articles below supersede and replace, in their entirety, the Articles of Incorporation adopted on 21 March 1957 and incorporated by the State of Georgia on 27 June 1957.

ARTICLE I – NAME

The name of the Corporation is the Amateur Radio Club of Augusta, Incorporated.

ARTICLE II – AUTHORITY

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

ARTICLE III – REGISTERED AGENT & INCORPORATOR

The mailing address of the registered office is PO Box 3072, Augusta, Georgia 30914-3072 in Richmond County. The street address of the registered office is 1655 Brown Road, Hephzibah, Georgia 30815 in Richmond County. The registered agent at such address is Raymond C. Gannaway.

The street address of the incorporator is 123 Arcturus Drive, Aiken, South Carolina 29803 in Aiken County. The incorporator's name is Christopher A. Clark.

ARTICLE IV – PURPOSES

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code"), including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code, or corresponding section of any future tax code, the promotion of interest in amateur radio communication and experimentation, the establishment of amateur radio networks to provide electronic communications in the event of disasters or other emergencies, the furtherance of the public welfare, the advancement of the radio art, the fostering and promotion of education in the field of electronic communication, the promotion and conduct of research and development to further the development of electronic communication, the dissemination of technical, educational, and scientific information relating to electronic communication, and the publication of documents necessary or incidental to any of the above purposes. Subject to the foregoing, the Corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the State of Georgia Nonprofit Corporation Code.

ARTICLE V – DURATION

The Corporation shall have perpetual duration.

ARTICLE VI – RESTRICTIONS

SECTION 1 – No Private Inurement

No part of the 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 IV hereof. The Corporation shall not have capital stock or shareholders.

SECTION 2 – No Substantial Lobbying

No substantial part of the activities of the Corporation shall 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).

SECTION 3 – No Political Campaigning

The Corporation shall not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf or in opposition to any candidate for public office.

SECTION 4 – Irrevocable Dedication

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

ARTICLE VII – DIRECTORS

SECTION 1 – Number

The Board of Directors shall consist of not fewer than four (4) and not more than twelve (12) Directors. The initial Directors shall be Christopher Clark, Raymond Gannaway, Shannon Covington, Thomas Brown, Charles Teeters, Walter Brumbeloe, Joseph Mann, and Earl Welsh.

SECTION 2 – Powers

The Board of Directors shall govern the Corporation and shall have all the rights and powers of board of directors under the laws of the State of Georgia and the United States, as well as such other rights and authorities herein granted.

SECTION 3 – Term

The term of each member of the Board of Directors shall be established by the Bylaws.

SECTION 4 – Election

Directors shall be elected as established in the Constitution and Bylaws.

SECTION 5 – Amendment

The Board of Directors shall have the power to amend these Articles of Incorporation in any way not inconsistent with relevant portions of the Code, the laws of the State of Georgia, or of the United States, upon the vote of a majority of the Directors.

SECTION 6 – Liability

No Director of the Corporation shall be held personally liable to the Corporation for breach of fiduciary duty as a Director except for liability (i) for any breach of a Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transactions from which the director derived an improper personal benefit. Any repeal or modification of this paragraph shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the Corporation serving at the time of such repeal or modification.

SECTION 7 – Tax Exempt Purpose

Notwithstanding anything herein to the contrary, the Board of Directors shall not be authorized to do any act or activity which is contrary to any purpose for which an organization exempt from tax pursuant to Section 501(c)(3) of the Code may lawfully be organized.

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 1114-3-302 of the State of 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 Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) or 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 shall be empowered to hold or to administer property for the purposes stated in Article IV, including the power to act as trustee.

ARTICLE IX – INDEMNIFICATION

SECTION 1 – Indemnification

This Corporation shall indemnify any director, officer, employee, or agent of the Corporation who was or is threatened to be made a party in any legal proceedings, whether civil, criminal, administrative, or investigative, if successful on the merits of otherwise in defense, or even if unsuccessful in defense, if such person or persons, as determined by the Directors, whose acts are not in question, or by the legal opinion of independent legal counsel, acted in good faith and in the reasonable belief that the actions were in or not opposed to the best interests of the Corporation.

SECTION 2 – Other Rights

The rights conferred in Section 1 above shall not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board of Directors, or otherwise.

SECTION 3 – Insurance

The Corporation may purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred in such capacity, whether or not the Corporation would have power to indemnify such person against such liability under the provisions of this Section.

ARTICLE X – DISSOLUTION

The Board of Directors may approve that the Corporation cease corporate activities and dissolve and liquidate, by majority vote of the Board of Directors and in compliance with the Bylaws. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in the manner determined by the Board of Directors, or dispose of all such assets to such 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) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law), and the corresponding Georgia statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office (or if none, the registered 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 and at the time qualify as exempt under Section 501(c)(3) (or the corresponding provision of any future United States internal revenue law).

ARTICLE XI – 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 which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article XI shall apply and the corporation shall: (1) not engage in any act of “self-dealing” (as defined in Section 4941 of the Internal Revenue Code); (2) distribute its income for the taxable year for the purposes specified in Article IV herein as such, in such manner, and in such amount as are necessary to avoid subjecting the Corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any “excess business holding” (as defined in Section 4943(c) 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 (5) not make any “taxable expenditure” 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 XI 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 XII – ADOPTION OF AMENDMENTS

This Amendment was duly adopted on January 19th, 2015 by the incorporators pursuant to O.C.G.A. § 14-3-1002.

IN WITNESS WHEREOF, the undersigned Secretary has executed these Amended and Restated Articles of Incorporation, pursuant to the State of Georgia Nonprofit Corporation Code.

Christopher A. Clark – President
Amateur Radio Club of Augusta, Inc.

BY: _____ (SEAL)
Georgia Secretary of State

Date: _____

Date: _____