

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

The DeKalb Schools Educational Foundation, Inc.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **05/20/2024** 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 **05/21/2024**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF INCORPORATION

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BUSINESS INFORMATION

CONTROL NUMBER 24100505
BUSINESS NAME The DeKalb Schools Educational Foundation, Inc.
BUSINESS TYPE Domestic Nonprofit Corporation
EFFECTIVE DATE 05/20/2024

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

PRINCIPAL OFFICE ADDRESS

ADDRESS 1701 Mountain Industrial Boulevard, Stone Mountain, GA, 30083, USA

REGISTERED AGENT

NAME	ADDRESS	COUNTY
John M. Sheftall	1301 First Avenue, Suite 100, Columbus, GA, 31901, USA	Muscogee

INCORPORATOR(S)

NAME	TITLE	ADDRESS
John Sheftall	INCORPORATOR	1301 First Avenue, Suite 100, x, Columbus, GA, 31901, USA

MEMBER INFORMATION

The corporation will not have members.

OPTIONAL PROVISIONS

ARTICLE V The purposes for which the Corporation is organized are as follows: (a) The Corporation is organized to support the educational activities of the DeKalb County School District in providing more extensive and strengthened educational opportunities, services and programs to its constituent schools, faculty, staff, current students and graduates, by soliciting and making gifts, grants, bequests, devises, contributions and donations; (b) The Corporation is organized for, irrevocably dedicated to, and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and, (c) Subject to the limitations stated in these Articles, the Corporation may do each and everything necessary, suitable or proper for the accomplishment of any of the purposes hereinbefore enumerated or which at any time appear conducive to or expedient for the protection or benefit of the Corporation. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Georgia and the objects and purposes hereinbefore set forth, and subject to the limitations stated in these Articles, it is expressly provided that to such extent as a Corporation organized under the Georgia Nonprofit Corporation Code may now or hereafter lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects hereinbefore enumerated, or designed directly or indirectly to promote the interest of the Corporation or to enhance the value of its properties, and in general, to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Nonprofit Corporation Code or any amendment thereto. ARTICLE VI The Corporation shall be an exempt organization as that term is defined in Internal Revenue Code Section 501(c)(3). The Corporation is not organized and shall not be operated for pecuniary gain or profit. The Corporation shall have any power to finance its operations, to carry on activities, or take any action of any character whatsoever, that is not prohibited by law or required to be stated in these Articles; provided, however, that no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its board, members, officers or other private shareholders or individuals, 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 these Articles. Notwithstanding any of the provisions of these Articles, no substantial part of the activities of the Corporation shall consist of

carrying on of propaganda or otherwise attempting to influence legislation; nor shall the Corporation in any manner or to any extent participate in 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 carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code. Any reference herein to specific provisions of the laws of the State of Georgia or to the Internal Revenue Code shall include the corresponding provisions of subsequent legislation which may restate, supersede, or otherwise alter such specific provisions. ARTICLE VII The business and affairs of the Corporation shall be conducted by a Board of Directors. The number of Directors of the Corporation and their method of appointment and election will be as set forth in the Bylaws of the Corporation. ARTICLE VIII In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed to the DeKalb County School District, and if it should not be in existence to any successor public school district in DeKalb County and if none to any such organization or organizations organized and operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by the Superior Court of DeKalb County, exclusively for such purposes or to such organizations, as the Court shall determine, which are organized and operated exclusively for such purposes. ARTICLE IX Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit or proceeding, whether pending or threatened, whether civil, criminal, arbitrate, administrative or investigative, and whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Nonprofit Corporation Code, subject to the conditions prescribed under such statutory provisions. In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law. Nothing in this Article shall be construed as limiting the applicability of and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation. In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of insurance, or by indemnification, reimbursement or advances of funds other than by court order or by action of the Board of Directors, the Corporation shall provide notice of such payment to the Directors and to the Members in accordance with the applicable provisions of the laws of the State of Georgia.

AUTHORIZER INFORMATION	
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AUTHORIZER SIGNATURE	John M. Sheftall
AUTHORIZER TITLE	Incorporator