

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**313 West Tower**

**2 Martin Luther King, Jr. Drive**

**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

**IUGB FOUNDATION, INC**  
a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **02/20/2012** 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 February 20, 2012



Brian P. Kemp  
Secretary of State

## Articles Of Incorporation For Georgia Non-Profit

**The name of the corporation is:**

IUGB FOUNDATION, INC

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

**The principal mailing address of the non-profit:**

191 Peachtree Street NE Suite 3300  
Atlanta, GA 30303

**The Registered Agent is:**

John Frederick Hicks  
335 Stonecastle Pass SW  
Atlanta, GA 30331

**County:** Fulton

**The name and address of each incorporator(s) is:**

Doris Martin  
3244 Livingston Street  
Washington, DC 20015-1633

John Hicks  
335 Stonecastle Pass SW  
Atlanta, GA 30331

Samuel Koffi  
530 Simmonton Crest Drive  
Lawrenceville, GA 30045

**The corporation will not have members.**

**The optional provisions are:**

FIRST: The period of its duration is perpetual.

SECOND: The Corporation is organized exclusively for charitable and educational purposes, as defined by Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including (without limitation), the purpose of promoting the development of global leaders in international commerce by providing scholarships, fellowships, grants, and loans, or other distributions to individuals for educational purposes.

The Corporation may engage in all activities permitted by the Act incidental to or in furtherance of the above-stated purposes, except as restricted herein.

The Corporation shall comply with the laws, rules and regulations set forth in and promulgated pursuant to the Act and the Code which are applicable to organizations described in Section 501 (c)(3), to which contributions are deductible under Section 170(c)(2) thereof.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall be empowered to make the election authorized under Section 501 (h) of the Code. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any electoral campaign in support of or opposition to any candidate for public office.

To the extent required by Section 508(e)(1) of the Code and/or Section 29-531 of the Act, the Corporation:

- (a) shall distribute its income for each taxable year at such time(s) and in such manner(s) as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;
- (b) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code;
- (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) shall not make any investment in such manner as to subject it to tax under Section 4944

of the Code; and (e) shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

THIRD: The Corporation shall issue no capital stock.

FOURTH: The Corporation shall have no members.

FIFTH: Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the size and manner of election or appointment of the Corporation's Board of Directors shall be as provided in the Bylaws.

SIXTH: The provisions for the regulation of the internal affairs of the Corporation, including provision for the distribution of assets on dissolution or final liquidation, shall be as set forth in the Bylaws.

SEVENTH: At all times, and notwithstanding any change in name or any event of merger, consolidation, reorganization or dissolution:

A. The Corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501 (c)(3) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

C. No compensation or other payment shall be paid or made to any officer, director, incorporator or member of the Corporation, or any substantial contributor to the Corporation, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

D. No part of the assets or current or accumulated net earnings of the Corporation shall be distributed to or divided among its directors, officers or other private persons, or shall inure to, be used for or accrue to or for benefit of any such individual.

EIGHTH: Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations as determined by the Board of Directors, provided that such organizations are qualified for exemption from federal income taxation under Section 501 (c)(3) of the Code and organized and operated exclusively for charitable, educational, literary, religious or scientific purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the date set forth below.

**Signature(s):**

Incorporator, John Frederick Hicks

**Date:**

02/20/2012

