

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"THE FRIENDSHIP FORCE, INC."

has been duly incorporated under the laws of the State of Georgia on the 17th day of March, 1977, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 17th day of March in the year of our Lord One Thousand Nine Hundred and Seventy Seven and of the Independence of the United States of America the Two Hundred and One.



Ben W. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
THE FRIENDSHIP FORCE, INC.

ARTICLE I

Name

The name of the Corporation is THE FRIENDSHIP
FORCE, INC.

ARTICLE II

Period of Duration

The period of duration of the corporation shall be
perpetual.

ARTICLE III

Purposes

The corporation is organized and shall be operated
exclusively for charitable and educational purposes, including
the development of better understanding and friendship
between the people of the United States of America and the
people of other nations. The specific purposes include
sponsoring and arranging exchanges of visits between the
people of participating nations and educational programs to
enable such people to study the language, geography, history,
customs and culture of the nations being visited.

ARTICLE IV

Election of Directors

The affairs of the corporation shall be managed by
the Board of Directors which shall exercise all of the
powers of the corporation except to the extent that any such
powers are reserved to members, if any, of the corporation

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BEN W. FORTSON, JR.
SECRETARY OF STATE

in the By-Laws. The qualifications, maximum number and manner of election of the Directors shall be provided in the By-Laws of the corporation.

ARTICLE V

Initial Board of Directors

The initial Board of Directors shall consist of three members, whose names and addresses are:

Reverend D. Wayne Smith
Decatur Presbyterian Church
205 Sycamore Street
Decatur, Georgia 30030

John A. Wallace
King & Spalding
2500 Trust Company of Georgia Building
Atlanta, Georgia 30303

Ralph H. Birdsong
17 Executive Park Drive, N.E.
Suite 250
Atlanta, Georgia 30329

ARTICLE VI

Membership in the Corporation

The Board of Directors of the corporation shall have the power to admit members of the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights as may be provided from time to time in the By-Laws of the corporation.

ARTICLE VII

Powers

The corporation shall have all powers enumerated in Section 22-2202 of the Georgia Nonprofit Corporation Code and shall have the power to enter into contracts of guaranty, suretyship or endorsement where the corporation guaranteeing has no direct interest in the subject matter guaranteed and

to make purely accommodation guarantees, endorsements and contracts of suretyship.

ARTICLE VIII

Restrictions

The corporation shall be a non-profit corporation and shall have no capital stock and no shareholders. No part of the net earnings of the corporation shall ever inure to the benefit of any private individual. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (by publishing or distributing statements or otherwise) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

ARTICLE IX

Dissolution

The assets of the corporation are irrevocably dedicated to charitable and educational purposes. In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the

payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 1954 (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine, or, in default of action by the Board of Directors, as the members, if any, of the corporation shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the county and state in which the principal domestic office of the corporation is then located, exclusively for such purposes and to such organization or organizations, as such court shall determine.

ARTICLE X

Registered Office and Agent

The initial registered office of the corporation shall be at Omni International South, Fifth Floor, Fulton County, Atlanta, Georgia 30303. The initial registered agent thereat shall be the Reverend D. Wayne Smith.

ARTICLE XI

Incorporator

The name and address of the Incorporator is:

John A. Wallace
2500 Trust Company Tower
Atlanta, Georgia 30303

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.


Incorporator