

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0043248  
EFFECTIVE DATE: 09/28/2000  
JURISDICTION : GEORGIA  
REFERENCE : 0156  
PRINT DATE : 09/28/2000  
FORM NUMBER : 311

REES M. SUMERFORD, ESQ.  
POST OFFICE BOX 190  
BRUNSWICK, GA 315210190

**CERTIFICATE OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**JEKYLL ISLAND FOUNDATION, INC.**  
**A DOMESTIC NONPROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above 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 the date set forth above.



Cathy Cox  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
JEKYLL ISLAND FOUNDATION, INC.

I.

The name of the corporation is Jekyll Island Foundation, Inc.

II.

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

III.

The Corporation shall have perpetual duration.

IV.

The Corporation shall have no members.

V.

The initial registered office of the Corporation shall be at 381 Riverview Drive, Jekyll Island, Georgia 31527, in Glynn County, Georgia. The name of the initial registered agent of the Corporation at that address is Richard Jay Hutto.

VI.

The name and address of the incorporator is Rees M. Sumerford, of the law firm of Gilbert, Harrell, Gilbert, Sumerford, & Martin & Gregg, P.C., Post Office Box 190, Brunswick, Georgia 31521-0190.

VII.

The mailing address of the initial principal office of the Corporation is 381 Riverview Drive, Jekyll Island, Georgia 31527.

## VIII.

The purposes for which the Corporation is formed are the following:

(a) The Corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the raising, managing and disbursing of funds to support the work of the Jekyll Island Authority of the Department of Natural Resources of the State of Georgia in its stewardship of the natural and developed resources of Jekyll Island, and making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue Law). To this end, to generally do and perform any and all acts and things necessary, convenient, expedient, and ancillary or in aid to the accomplishment of the foregoing and to engage in any lawful act or activity for which corporations may be organized under the Georgia Non-Profit Code.

(b) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 VIII(a) hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Corporation shall not participate in or intervene in (including publication or distribution of statements) and political campaign on behalf of any candidate for public

office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended.

(c) Notwithstanding any other provisions of these Articles, the purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, either directly or by transfer to such organization or organizations organized and operated exclusively for charitable, educational 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, or corresponding section of any future Federal tax code, as the Commissioner of the Department of Natural Resources of the State of Georgia and the Executive Director of the Jekyll Island Authority 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 of the corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

## IX.

(a) A Board of Directors shall manage the affairs of the Corporation. The Board of Directors shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, term of office and manner of selection of members of the Board of Directors shall be set forth in the Bylaws of the Corporation.

(b) No person who is serving or has served as a member of the Board of Directors shall have any personal liability to the Corporation for monetary damages for breach of duty or care or other duty as a member of the Board of Directors; provided that this provision shall not eliminate or limit the liability of any such person:

- i. for any appropriation, in violation of his or her duties, or any business opportunity of the Corporation;
- ii. for acts or omissions which involve intentional misconduct or a knowing violation of law;
- iii. for the types of liability set forth in Section 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or
- iv. for any transaction from which such person received an improper personal benefit.

The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities and indemnities conferred by law, these Articles and the Bylaws of the Corporation.

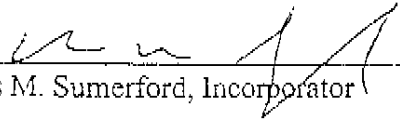
## X.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 of the Corporation. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition too any candidate for public office. Notwithstanding any other provision of these Articles, 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 1986 (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 1986 (or the corresponding provision of any future United States internal Revenue law).

## XI.

The number and names of the initial board of directors shall be set forth in the bylaws.

  
\_\_\_\_\_  
Rees M. Sumerford, Incorporator

COMMUNICATIONS  
NOV 05 2007 04:44  
9126354420