

ARTICLES OF INCORPORATION

ARTICLE I

Greater Hidden Hills Community Development Corporation

1.01 Name

The name of this corporation shall be the **Greater Hidden Hills Community Development Corporation**. The business of the corporation may be conducted as the **Greater Hidden Hills Community Development Corporation** or the **Greater Hidden Hills CDC** or the **GHHCDC**.

ARTICLE II

ORGANIZATION

2.01 Organization

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

ARTICLE III

APPOINTMENT AND ADDRESS OF REGISTERED AGENT

3.01 Registered agent

The registered agent is Calvin E. Sims, Sr.

The street address of the registered agent's office is
1062 Chapman Lane
Stone Mountain, GA 30088

The county of the registered agent's office is DeKalb County.

ARTICLE IV

Incorporators

4.01 Incorporators

The name and address of each incorporator is:

Jan R. Costello
1813 S. Hidden Hills Pkwy.
Stone Mountain, GA 30088

Phyllis Frierson
1528 Hidden Hills Pkwy.
Stone Mountain, GA 30088

Nadine Rivers-Johnson
1044 Deer Chase Court
Stone Mountain, GA 30088

Calvin E. Sims, Sr.
1062 Chapman Lane
Stone Mountain, GA 30088

Charlene Taylor
5195 Scarbrough Trail West
Stone Mountain, GA 30088

ARTICLE V

Members

5.01 Members

The corporation will have members who elect the members of the Board of Directors. The management of the affairs of the corporation shall be vested in the Board of Directors, as defined in the corporation's bylaws.

ARTICLE VI

Address of the Corporation

6.01 Mailing Address

The principal mailing address of the corporation is P.O. Box 1811, Stone Mountain, GA 30086

ARTICLE VII

DURATION

7.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE VIII

PURPOSE

8.01 Purpose

The Greater Hidden Hills Community Development Corporation is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The GHCDC's purpose is **to operate as a not-for-profit business for the purpose of marketing and developing the Greater Hidden Hills community (including the options to purchase, sell, and lease property for economic development and job creation)**. This community covers the area described in the Greater Hidden Hills Overlay zone, established by the DeKalb County Board of Commissioners in December 2011.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

8.02 Public Benefit

The Greater Hidden Hills Community Development Corporation is designated as a public benefit, non-profit corporation.

ARTICLE IX

NON-PROFIT NATURE

9.01 Non-profit Nature

The Greater Hidden Hills Community Development Corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of The Greater Hidden Hills Community Development Corporation shall inure to the benefit of, or be distributable to its members, 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 the purpose clause hereof.

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 any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Greater Hidden Hills Community Development Corporation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

9.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of the Greater Hidden Hills Community Development Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

9.03 Dissolution

Upon termination or dissolution of the Greater Hidden Hills Community Development Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Greater Hidden Hills Community Development Corporation hereunder shall be selected by the discretion of a majority of the Board of Directors of the Greater Hidden Hills Community Development Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Greater Hidden Hills Community Development Corporation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a

purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

9.03 Prohibited Distributions

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 IX, Section 9.01.

9.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

9.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X **BOARD OF DIRECTORS**

10.01 Governance

The Greater Hidden Hills Community Development Corporation shall be governed by its Board of Directors.

10.02 Initial Directors

The initial directors of the corporation shall be

Jan R. Costello (Hidden Hills), Phyllis Frierson (Hidden Hills), Nadine Rivers-Johnson (Mainstreet), Calvin Sims (Chapman's Mill/Redan Park), and Charlene Taylor (Scarborough).

ARTICLE XI

AMENDMENTS

11.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of the Greater Hidden Hills Community Development Corporation were approved by the Board of Directors on August 28, 2013, and constitute a complete copy of Articles of Incorporation of the Greater Hidden Hills Community Development Corporation.

Names, addresses and signatures of all directors.



Jan R. Costello
1813 S. Hidden Hills Pkwy.
Stone Mountain, GA 30088



Phyllis Frierson
1528 Hidden Hills Pkwy.
Stone Mountain, GA 30088



Nadine Rivers-Johnson
1044 Deer Chase Court
Stone Mountain, GA 30088

Calvin E. Sims, Sr.

Calvin E. Sims, Sr.
1062 Chapman Lane
Stone Mountain, GA 30088

Charlene Y. Taylor

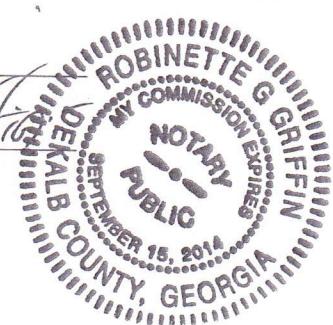
Charlene Taylor
5195 Scarbrough Trail West
Stone Mountain, GA 30088

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

This 29th day of August, 2013.

Signature of Notary Public

Printed Name of Notary Public



Calvin E. Sims, Sr.

Calvin E. Sims, Sr.
Registered Agent

Date:

Aug. 29, 2013