

## ARTICLES OF INCORPORATION

OF

**FAITH CLINIC, INC.**

**(A Nonprofit Corporation)**

I, the undersigned incorporator, hereby voluntarily desire to form and establish a corporation not for profit pursuant to the "Georgia Nonprofit Corporation Code (O.C.G.A. 14-3-202) of the State Of Georgia," and is not organized and shall not be operated for pecuniary gain or profit; and, furthermore, said organization is organized exclusively for charitable, religious, educational, and scientific 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.

### ARTICLE 1. NAME

1.1 The name of the corporation shall be:

**"Faith Clinic, Inc."**

### ARTICLE 2. DURATION

2.1 The period of duration of this corporation shall be perpetual.

### ARTICLE 3. PURPOSES, OBJECTS, AND POWERS

3.1 The purpose, objectives, and powers of the corporation are to organize and establish an intercultural, multi-racial, non-profit Faith Based Organization whose purpose is to provide for the "elderly" by establishing an adult care facility; those who have been released who have been incarcerated; those teenagers who are pregnant and in need of assistance; to provide quality care and services that offer value and exceed the expectation of our clients; to care for "all" the needs of our clients physically, emotionally, socially, and intellectually giving great care to ensure that every one is treated with love, respect, and dignity thereby providing for those who need our assistance ; and, furthermore, to have the right to engage in all forms of educational and benevolent work, all for the purpose of providing a caring and benevolent entity, subject to the restrictions and limitations hereinafter set forth; to have authority to maintain, publish, print and circulate literature and other materials; to have the right to own and operate vehicles for the transportation of those affiliated with and personnel of the corporation; to use and apply the whole or any part of any real or personal property received, as well any of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under "Section

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501(c)(3) of the Internal Revenue Code” and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

3.2 The corporation shall also have as its objects and purposes and have within its powers generally to do and perform any and all things that may be incidental to or necessary or proper to the conduct of any or all of the objects and purposes mentioned in Section 3.1 above, as well as any other objects or purposes not prohibited by law, with full power to do and perform any and all of said objects, purposes, and powers for the accomplishment of the objectives of the corporation; to engage in any lawful act or activity for which corporations may be organized pursuant to the “Georgia Nonprofit Corporation Code,” and in any other state of the United States, Federal Districts, Territories or possessions of the United States, and in Foreign Nations.

As means of accomplishing the foregoing purposes and without in any way limiting said purposes, and in addition to those powers specifically granted by the “Georgia Nonprofit Corporation Code,” the Corporation shall have the following powers:

- A. To solicit, collect, receive, acquire, hold, and invest money and property, both real and personal, tangible and intangible, including money or property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash and to use the funds of this Corporation and the proceeds, income, rents, issues, and profits derived from any property of this Corporation for the purposes for which the Corporation is formed;
- B. To refuse or accept any bequest, devise, grant, gift, for any of its objects and purposes, and property, both real and personal, of whatever kind, nature, or description and wherever situated;
- C. To purchase or acquire, own, hold, lease (either as lessor or lessee), sell, exchange, convey, mortgage, transfer, or otherwise dispose of any property, both real and personal, as the objects and purposes of this Corporation may require, subject to such limitations as may be prescribed by law;
- D. To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien, upon assignment of, or agreement in regard to all or any part of the property, rights, privileges of the Corporation wherever situated, whether now-owned or hereafter acquired;
- E. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions

contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of "Section 501(c)(3) of the Internal Revenue Code," and Regulations thereunder as they now exist or as they may be hereafter amended;

- F. To enter into, make, perform, and carry out any contract of every kind for any lawful purpose without limit or amount, with any person, firm, association or corporation, municipality, county, parish, state, territorial government, or other municipal or government subdivision;
- G. In general, and subject to such limitations and conditions as are or may in the future be prescribed by law, to exercise the powers which are now or may hereafter be conferred by the corresponding or appropriate "Georgia Nonprofit Corporation Code," and amendments thereof and thereto, upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization under "Section 501(c)(3) of the Internal Revenue Code," and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under "Section 170(c)(2)" of such Code and Regulations as they now exist or as they may hereafter be amended;

#### **ARTICLE 4. INITIAL REGISTERED OFFICE AND AGENT**

- 4.1 The address of the initial registered office of the Corporation is located in the **City of Hampton, County of Henry**, at: 303 Millstone Drive, Hampton, Georgia 30228.
- 4.2 The initial registered agent of the Corporation is a resident of the State of Georgia and a Director of the corporation. The registered agent is:

**Debbie B. Johnson**

- 4.3 The initial registered mailing address of the Corporation is: 303 Millstone Drive, Hampton, Georgia 30228.

#### **ARTICLE 5. MEMBERSHIP**

- 5.1 The Corporation will not have members as such term is defined in the Georgia Nonprofit Corporation Code.

#### **ARTICLE 6. CAPITAL STOCK**

6.1 The total amount of authorized capital stock of said Corporation shall be none. This Corporation shall have no capital stock and no authorized agent to receive subscriptions.

#### **ARTICLE 7. INCORPORATOR AND THE INITIAL BOARD OF DIRECTORS**

7.1 The names and address of the incorporator and initial Board of Directors are:

Debbie B. Johnson, CEO & Director  
303 Millstone Drive  
Hampton, Georgia 30228

Adeyemi A. Johnson, CFO & Director  
303 Millstone Drive  
Hampton, Georgia 30228

Ifedayo Akingbemisola, Director

Timothy Atunise, Director

7.2 The business and affairs of said Corporation shall be under the management and control of a Board of Directors, consisting of not less than three (3) or more than fifteen (15) persons. They shall be elected by the initial Board of the corporation and shall serve indefinitely. All directors shall hold office until their successors are elected and qualified.

#### **ARTICLE 8. MATTERS RELATIVE TO THE INTERNAL REVENUE CODE**

8.1 In the event the Corporation is deemed to be a private foundation according to the provisions of the "Internal Revenue Code of 1986" and the Regulations thereunder, as amended, the Corporation shall be subject to the following provisions:

- A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by "Section 4942 of the Internal Revenue Code," or corresponding provisions of any subsequent Federal Tax Laws.
- B. The Corporation shall not engage in any act of self-dealing as defined in "Section 4941(d) of the Internal Revenue Code," or corresponding provisions of any subsequent Federal Tax laws.
- C. The Corporation shall not retain any excess business holding as defined in "Section 4943(c) of the Internal Revenue Code," or corresponding provisions of any subsequent Federal Tax laws.

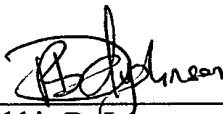
- D. The Corporation shall not make any investments in such manner as to subject it to tax under "Section 4944 of the Internal Revenue Code," or corresponding provisions of any subsequent Federal Tax laws.
- E. The Corporation shall not make any taxable expenditure as defined in "Section 4945(d) of the Internal Revenue Code," or any corresponding provisions of any subsequent Federal Tax laws.
- F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- G. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under "Section 501(c)(3) of the Internal Revenue Code," or 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 code.

#### **ARTICLE 9. MATTERS IN RELATION TO DISSOLUTION**

9.1 In the event of dissolution of the Corporation or the winding up of its affairs, whether voluntary or involuntary, the residual assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed transferred, conveyed, delivered, and paid over in such amounts as may be determined by a court of competent jurisdiction; or to one or more organizations which are themselves exempt organizations as described in "Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986," or corresponding sections of any prior or future law or to the Federal, State, or local governments for exclusively public purposes.

9.2 Any of such assets not so disposed of shall be disposed of by the Court of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

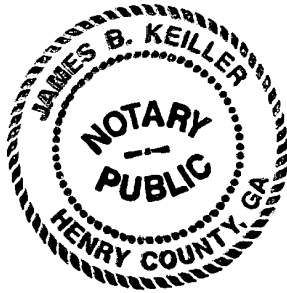
IN WITNESS WHEREOF, the undersigned, as the incorporator(s) of the "Faith Clinic, Inc." have hereunto executed these Articles of Incorporation on this the 20<sup>th</sup> day of APRIL 2010.

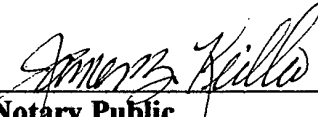
  
\_\_\_\_\_  
Debbie B. Johnson  
Incorporator

**COUNTY OF HENRY**

I, the undersigned authority, a Notary Public in and for the State of Georgia, hereby certify that the above named person(s) whose name(s) as Incorporator(s) of the aforesaid corporation is (are) signed to the forgoing Articles of Incorporation, and who is (are) known to me, acknowledges before me this day that, being informed of the contents of the instrument, he (she)(they) executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 20<sup>th</sup> day of APRIL, 2010.



  
\_\_\_\_\_  
Notary Public

JAMES B. KEILLER  
NOTARY PUBLIC, HENRY COUNTY, GEORGIA  
MY COMMISSION EXPIRES JULY 1, 2012  
MEMBER, AMERICAN SOCIETY OF NOTARIES

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SECRETARY OF STATE  
CORPORATIONS DIVISION



Brian P. Kemp  
Secretary of State

**OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

Registered agent, officer, entity status information via the Internet  
<http://www.georgiacorporations.org>

**TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

**IMPORTANT**

**Remember to include your e-mail address when completing this transmittal form.**

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: debby\_deb1@yahoo.com

**NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM**

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

**FAITH CLINIC, INC.**

Corporate Name (List exactly as it appears in articles)

2.

**Debbie B. Johnson**

**404-484-2764**

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

**303 Millstone Drive**

Address

**Hampton,**

**GA**

**30228**

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Authorized signature of person filing documents

04/20/10

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

## **CERTIFICATE OF AMENDMENT NAME CHANGE**

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

**FAITH CLINIC, INC.**  
a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on **09/02/2010** changing its name to

**TENDER LOVE COMMUNITY CENTER, INC.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on September 2, 2010



A handwritten signature in black ink, appearing to read 'B: P. Kemp'.

Brian P. Kemp  
Secretary of State



**ARTICLE OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**

The "FAITH CLINIC, INC.," a Georgia corporation not-for-profit organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (O.C.G.A. 14-3-202.1) shows the following:

That at a meeting of the Board of Directors of the "FAITH CLINIC, INC.," held on the 11<sup>th</sup> day of August, 2010, in McDonough, Georgia 30253; such meeting being conducted after proper notice of same has been given in accordance with the by-laws of said corporation; a quorum of the members of the Board of Directors who have sole authority in accordance with the by-laws of said corporation to modify or amend said Articles of Incorporation being present, the following amendment was duly approved and adopted on said date by a unanimous vote of the members of the Board of Directors, no members were required to vote, in accordance with the provisions of Title 14 of the Official Code of Georgia Annotated.

The following one (1) resolution as stated below will amend the Articles of Incorporation of said corporation as follows:

1.

**RESOLVED**, That said corporation changes its name to "**TENDER LOVE COMMUNITY CENTER, INC.**"

The above one (1) resolution was adopted by a unanimous vote of the Board of Directors of said corporation, in conformity, and not in conflict, with the

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Articles of Incorporation and by-laws of said corporation, and the same has not since been rescinded or modified.

“Notice of Change of Corporate Name” will be published pursuant to O.C.G.A. 14-2-1006.1(b).

IN WITNESS WHEREOF, the “FAITH CLINIC, INC.,” has caused this amendment to be executed and it’s duly authorized officers(s) have affixed their seal(s) causing the foregoing to be attested, on this 11<sup>th</sup> day of August, 2010.

  
Debbie B. Johnson  
President

2010 SEP - 2 PM 3:08  
SECRETARY OF STATE  
CORPORATIONS DIVISION

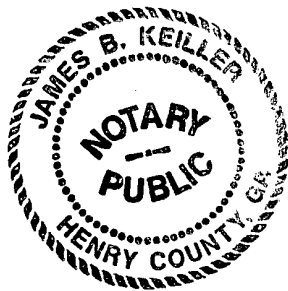
STATE OF GEORGIA


COUNTY OF HENRY

I, the undersigned authority, a Notary Public in and for the State of Georgia, hereby certify that the above named person whose name as President and Chairman of the Board of Directors of the aforesaid corporation is signed to the forgoing amendment to the Articles of Incorporation and who is known to me, acknowledges before me this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 11<sup>th</sup> day of August 2010.

SEAL



  
NOTARY PUBLIC  
My Commission Expires:

JAMES B. KEILLER  
NOTARY PUBLIC, HENRY COUNTY, GEORGIA  
MY COMMISSION EXPIRES JULY 1, 2012  
MEMBER, AMERICAN SOCIETY OF NOTARIES

**ARTICLE OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**

The “**TENDER LOVE COMMUNITY CENTER, INC.,**” a Georgia corporation not-for-profit organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (O.C.G.A. 14-3-202.1) shows the following:

That at a meeting of the Board of Directors of the “**TENDER LOVE COMMUNITY CENTER, INC.,**” held on the 18<sup>th</sup> day of March, 2014; such meeting being conducted after proper notice of same has been given in accordance with the by-laws of said corporation; a quorum of the members of the Board of Directors who have sole authority in accordance with the by-laws of said corporation to modify or amend said Articles of Incorporation being present, the following amendment was duly approved and adopted on said date by a unanimous vote of the members of the Board of Directors, no members were required to vote, in accordance with the provisions of Title 14 of the Official Code of Georgia Annotated.

The following one (1) resolution as stated below will amend the Articles of Incorporation of said corporation as follows:

1.

**RESOLVED,** That said corporation desires to amend Article 3.1 of its Articles of Incorporation to read as follows: The purpose of the corporation is to organize and establish an intercultural, multi-racial, non-profit organization whose purpose is to offer assistance to homeless, near homeless and low-income individuals; those who have been incarcerated; those teenagers who are pregnant and in need of assistance other than daily

basic needs through a year-long training curriculum; and, to assist them with employment within three months of graduation all for the express goal of helping them break the cycle of homelessness and thereby empower them for a better future.

The above one (1) resolution was adopted by a unanimous vote of the Board of Directors of said corporation, in conformity, and not in conflict, with the Articles of Incorporation and by-laws of said corporation, member approval is not required, and the same has not since been rescinded or modified.

**IN WITNESS WHEREOF**, the “**TENDER LOVE COMMUNITY CENTER, INC.,**” has caused this amendment to be executed and it’s duly authorized officer to have affixed their seal causing the foregoing to be attested, on this 8<sup>th</sup> day of May, 2014.

\_\_\_\_\_(SEAL)  
Debbie B. Johnson  
Executive Director

STATE OF GEORGIA

COUNTY OF HENRY

I, the undersigned authority, a Notary Public in and for the State of Georgia, hereby certify that the above named person whose name as President and Chairman of the Board of Directors of the aforesaid corporation is signed to the forgoing amendment to the Articles of Incorporation and who is known to me, acknowledges before me this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 8<sup>th</sup> day of May, 2014.

SEAL

\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

# STATE OF GEORGIA

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

## CERTIFICATE OF AMENDMENT

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

**TENDER LOVE COMMUNITY CENTER, INC.**  
a Domestic Non-Profit Corporation

is hereby issued a CERTIFICATE OF AMENDMENT under the laws of the State of Georgia on **April 03, 2014** by the filing of all documents in the Office of the Secretary of State and by the paying of all 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 May 27, 2014



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp  
Secretary of State