

ARTICLES OF INCORPORATION OF
SOLEIL BELMONT PARK VETERANS ASSOCIATION, INC.
A NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is:

SOLEIL BELMONT PARK VETERANS ASSOCIATION, INC.

ARTICLE II. REGISTERED OFFICE AND AGENT;

PRINCIPAL OFFICE

Section 1. Registered Office. The name and street address and county of the current registered agent and initial registered office of the corporation shall be John M. Balducci, 528 Southland Cir, Canton, (Cherokee County), Georgia 30115

Section 2. Principal Office. The mailing address of the current principal office is 528 Southland Cir, Canton, Georgia 30115

ARTICLE III. INCORPORATORS

The name and address of the incorporators are:

John M. Balducci, 528 Southland Cir, Canton, Georgia 30115; and,

Jeffrey R Zito, 560 Southland Cir, Canton, GA 30115

ARTICLE IV. MEMBERS

The corporation shall have members. Qualifications of members shall be as set forth in the By Laws of the Corporation.

ARTICLE V. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code as amended.

ARTICLE VI. PURPOSES

The corporation is organized exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("IRC"), including but not limited to:

- a) Engaging in educational activities to increase and preserve the community's knowledge, understanding, and awareness of the heritage of the United States military and their role in the history of the United States;
- b) Promote the welfare, wellness and provide community service in support of United States Military Veterans and their families located within the community;
- c) Conduct patriotic memorial and service activities and promote veteran outreach initiatives.

Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Georgia Nonprofit Corporation Code.

ARTICLE VII. DURATION

The corporation shall have perpetual duration.

ARTICLE VIII. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 Article VI hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code.

Section 3. No Political Campaigning. 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 to any candidate for public office.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE IX. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) members, as determined by the Board of Directors by resolution from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation and shall have all the rights and powers of a board of directors under the laws of the State of Georgia and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents, by a majority vote except as otherwise provided for in these

Articles of Incorporation, in any way not inconsistent with the laws of the State of Georgia, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. Election of each member of the Board of Directors shall be as established in the Bylaws.

Section 5. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the directors then in office except as otherwise provided for in these Articles of Incorporation, in any way not inconsistent with the laws of the State of Georgia or of the United States.

Section 6. Initial Directors. The names and addresses of the initial Board of Directors who shall serve until the next annual meeting of the members are;

- a. John Balducci, 528 Southland CIR, Canton, Georgia 30115
- b. Thomas Wagner, 517 Northwood CT, Canton, Georgia 30115
- c. Don Sather, 648 Southland Pass, Canton, Georgia 30115

ARTICLE X. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 14-3-302 of the Georgia Code as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code,

or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code.

Section 3. Charitable Trusteeship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article VI, including the power to act as trustee.

ARTICLE XI. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Georgia office (or if none the Georgia registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article VI herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3) shall determine.

ARTICLE XII. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article XII shall apply and the corporation shall: (1) not engage in any act of “self-dealing” (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article VI herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any “excess business holdings” (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XIII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director;

provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Georgia Code Sections 14-3-860 through 14-3-864 as amended; or (iv) For any transaction from which the director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Nonprofit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOFF, for the purpose of forming this corporation under the laws of the State of Georgia, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 25th day of May 2026.


John M Balducci
Incorporator


Jeffrey R Zito
Incorporator