

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DRUID HILLS CIVIC ASSOCIATION, INC.

March 29, 2024

Article 1

The name of the corporation is Druid Hills Civic Association, Inc. (the "Corporation").

Article 2

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code (the "Code").

Article 3

The Corporation is not organized and shall not be operated for the pecuniary gain or profit of any individual.

Article 4

The Corporation will qualify at all times as a social welfare organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code. No part of the property or net earnings of the Corporation shall inure to the benefit of, or be distributed to, any 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 5 hereof. The Corporation shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under sections 501(a) and 501(c)(4) of the Internal Revenue Code. The Corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article 5

The objects and purposes of the Corporation are to promote the general welfare of the Druid Hills community, to preserve and enhance its natural and built environment, including its historical environment, and to maintain its unique residential character for future generations.

Article 6

The Corporation shall have members, who may be adults residing in the Druid Hills area, individuals having businesses or commercial interests in the Druid Hills area, representatives of institutions or organizations desirous of contributing special support to the Corporation, or other persons admitted as members under the terms of the bylaws duly adopted by the Corporation (as they may be amended, the "Bylaws"). Further provisions governing membership may be set forth in the Bylaws.

Article 7

All powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a board of directors (the "Board"), which shall act pursuant to law and to the provisions of the Corporation's articles of incorporation and Bylaws. The membership of the Board shall be determined pursuant to the Bylaws. Each member of the Board shall be referred to herein as a "Director."

Article 8

The Corporation shall have all the rights, powers, privileges and immunities now or hereafter granted nonprofit corporations under the laws of Georgia.

Article 9

In the event of the dissolution of the Corporation, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed, or its assets sold and the proceeds distributed, to one or more organizations designated by the Board that qualify as exempt organizations under section 501(c)(3) or section 501(c)(4) of the Internal Revenue Code.

Article 10

To the fullest extent permitted under the Code, including without limitation Section 14-3-202 of the Code, as they may be amended, there is hereby eliminated the liability of a Director to the Corporation or any of its members for monetary damages for any action taken, or any failure to take any action, as a Director. No amendment to or repeal of this Article 10 shall apply to or have any effect on the liability of any Director for any action taken, or any failure to take any action, as a Director.