

**ARTICLES OF INCORPORATION
OF
VULNERABLE COMMUNITIES INITIATIVE, INC.**

I. CORPORATE NAME

The name of the Corporation shall be **Vulnerable Communities Initiative, Inc.** (hereinafter referred to as the "Corporation").

II. NONPROFIT CORPORATION AND CHARITABLE PURPOSES

The Corporation is a nonprofit corporation organized pursuant to the Georgia Nonprofit Corporation Code, O.C.G.A. Chapter 14-3.

The purpose of the Corporation is to provide services to vulnerable communities including but not limited to the development and implementation of efficient, effective, and equitable strategies to support neighborhood and community stabilization, and affordable housing, and to do any and all other things and acts permitted under the provisions of the Georgia Nonprofit Corporation Code, and under Section 501(c)(3) of the federal Internal Revenue Code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

III. NON-STOCK BASIS AND NO MEMBERS

The Corporation is organized upon a nonstock directorship basis. The Corporation shall have no members.

IV. REGISTERED AGENT

The initial registered agent of the Corporation shall be as follows:

Mr. Frank S. Alexander
3028 Mornington Drive, NW
Atlanta, Georgia 30327

V. INCORPORATOR

The incorporator of the Corporation is as follows:

Mr. Frank S. Alexander
3028 Mornington Drive, NW
Atlanta, GA 30327

VI. NONPROFIT CORPORATION

(A) The 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 hereof.

(B) It is intended that the Corporation shall have the status of a corporation that is exempt from Federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Code or corresponding section of any future federal tax code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. 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 Section 501(c)(3) of the Code, and the Corporation shall be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in, nor intervene in (including publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on:

1. by an organization exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code,
2. by an organization described in Sections 509(a)(1), (2), (3) of the Code (as the case may be), and/or
3. by an organization, contributions to which are deductible under Sections 170(c)(2) or 25522(a)(2) of the Code.

(C) Notwithstanding any other provision of these Articles, the corporation shall disburse its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

(D) Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws; nor make any investment in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and method of election shall be as set out in the Bylaws. The Board

of Directors shall adopt Bylaws, and amend its Bylaws, as necessary and appropriate for the operations of the Corporation.

The initial Director of the Corporation shall be Frank S. Alexander, whose address is 3028 Mornington Drive, NW, Atlanta, GA 30327.

VIII. DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to lawfully organized nonprofit corporation, exempt from taxation under the Section 501(c)(3) of the Internal Revenue Code.

IX. DIRECTORS' LIABILITY

(A) No member of the Board of Directors of the Corporation shall be personally liable to the Corporation for monetary damages for a breach of the Director's fiduciary duty; provided, however that this provision shall not eliminate or limit the liability of a Director or Officer for any of the following: (1) a breach of the Director's or Officer's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (3) a violation of Section 14-3-202(b)(4) and Section 14-3-831 of the Georgia Nonprofit Corporation Code; (4) a transaction from which the Director or Officer derived an improper personal benefit; (5) an act or omission of a Director or Officer occurring before filing these Articles of Incorporation; or (6) an act or omission that is grossly negligent.

(B) The Corporation hereby assumes all liability to any person other than the Corporation for all acts or omissions of a Director incurred in the good faith performance of the Director's duties as such; provided, however, that the Corporation shall not be considered to have assumed liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code.

(C) The Corporation hereby assumes the liability for all acts or of a Director or if all of the following are met: (1) the Director or Officer was acting or reasonably believed he or she was acting within the scope of his or her authority; (2) the Director or Officer was acting in good faith; (3) the Director's or Officer's conduct did not amount to gross negligence or willful and wanton misconduct; and (4) the Director's or Officer's conduct was not an intentional tort. Provided, however, that the Corporation shall not be considered to have assumed liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code.

(D) If the Georgia Nonprofit Corporation Code is amended after filing these Articles of Incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of the members of the Board of Directors and of officers of the Corporation, in addition to the limitation, elimination and assumption of personal liability contain in this Article IX, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code as so amended, except to the extent such

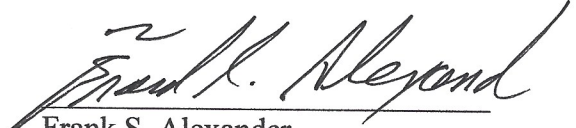
limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501(c)(3) of the Code or results in the imposition of tax under Section 4958 of the Code. No amendment of this Article IX shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors or Officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to the effective date of any such amendment or repeal.

(E) The Corporation may purchase and maintain insurance on behalf of such Director or Officer in any such capacity or arising out of his or her status as such. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to directors, officers, employees and agents of the Corporation and others to the fullest extent provided under the laws of the State of Georgia as they may be in effect from time to time.

X. OFFICE AND REGISTERED AGENT

The initial Registered Agent for the Corporation shall be Frank S. Alexander, and the initial office for the Corporation and the initial Registered Agent is 3028 Mornington Drive, NW, Atlanta, Georgia 30327.

I, Frank S. Alexander, sign my name to these Articles of Incorporation of the Vulnerable Communities Initiative, Inc. this 25 day of June, 2020.


Frank S. Alexander
Incorporator

3028 Mornington Drive NW
Atlanta, GA 30327