

ARTICLES OF INCORPORATION
OF
PORT WENTWORTH CHAMBER OF COMMERCE, INC.

ARTICLE I.

This organization is incorporated under the laws of the State of Georgia and shall be known as Port Wentworth Chamber of Commerce, Inc., herein referred to as the Chamber.

ARTICLE II.

The Port Wentworth Chamber of Commerce, Inc. is organized pursuant to the provisions of Chapter 3 of Title 14 of the Official Code of Georgia, the Georgia nonprofit Corporation Code (O.C.G.A. 14-3-201.2). The Chamber shall observe all local, state and federal laws that apply to a non-profit organization as defined in 501(c)(6) of the Internal Revenue Code.

ARTICLE III.

The corporation will have perpetual duration.

ARTICLE IV.

The corporation will have members. Eligibility for membership in the corporation will be defined in the bylaws of the corporation consistent with the objectives and purpose of the corporation. The bylaws may establish classes of membership, and impose annual fees, membership dues or initiation fees and establish different levels of such fees and dues for each membership class.

ARTICLE V.

The number, qualifications, election procedures, terms of office, and duties of the Directors of the Corporation will be provided in the bylaws of the corporation, and in accordance with Georgia Nonprofit Corporation Code. Directors shall be elected by the membership as provided by the bylaws of the corporation for annual terms. The bylaws shall also provide a method to fill vacancies on the Board of Directors.

ARTICLE VI.

Dues and fees shall be defined and specified in the bylaws. The initial levels of any dues or fees are to be determined as part of the initial bylaws adopted by the initial Board of Directors, consistent with the Georgia Nonprofit Corporation Code.

ARTICLE VII.

The initial bylaws for the corporation will be adopted by the Board of Directors within sixty (60) days after the corporation begins doing business under these articles. Thereafter, bylaws may be adopted, amended, or rescinded by the membership upon recommendation of the Board of Directors as specified in the bylaws and in accordance with the Georgia Nonprofit Corporation Code.

ARTICLE VIII.

Amendments to these Articles of Incorporation are to be adopted in the same manner as the adoption, amendment or rescission of bylaws, except that a minimum of thirty (30) days written notice of the meeting of the Board of Directors and the meeting of the membership at which the proposed amendment will be presented for a vote must be given to all members. Further, the bylaws will require a majority vote of approval of the membership present, and further, require a majority vote of the Board of Directors to recommend approval of the amendment in accordance with the procedure as defined in the bylaws.

ARTICLE IX.

No part of the net earnings of the corporation will 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 distribution in furtherance of its 501(c)(6) purposes, and to distribute assets upon dissolution in compliance with its bylaws. Notwithstanding any other provision of these articles, the organization will not carry on any other activities not to be carried on: (a) by a corporation exempt from federal income tax under 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), and the corresponding Georgia statute, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States internal revenue law), or the corresponding Georgia statute.

ARTICLE X.

Upon the dissolution of the corporation, the Board of Directors will, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in the matter determined by the Board of Directors, or dispose of all such assets to any organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which qualify at the time as an organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law), and the corresponding Georgia Statute, as the Board of Directors determine.

ARTICLE XI.

The directors of the corporation shall be immune from liability to the corporation to the fullest extent permitted by law.

ARTICLE XII.

The physical address of the registered office of the corporation is 323 Cantyre Street, Port Wentworth, Georgia, 31407. The registered agent of the corporation is Donna Latham.

ARTICLE XIV.

The Board of Directors consists of the follows:

Mr. Steve McCormick
3A East 67th Street
Savannah, GA 31405

Donna Latham
131 Beecher Drive
Guyton, GA 31312

Susan Chester
109 Coleraine Drive
Pt. Wentworth, GA 31407

Timothy Holbrook
122 S. Coastal Highway
Pt. Wentworth, GA 31407