

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

ENCOUNTER, INC.

a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **09/02/2021** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of 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 **09/02/2021**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF INCORPORATION OF

ENCOUNTER, INC.

A GEORGIA NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is:

ENCOUNTER, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended (the “Georgia Code”), and it shall be governed by its Board of Directors according to its religious beliefs. The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ over its affairs.

ARTICLE III. PURPOSES

The corporation is organized and operated exclusively for religious purposes (including educational, charitable, literary and scientific purposes that are related to and also in furtherance of those religious purposes), all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”), including but not limited to carrying the Gospel invitation to individuals and engaging in their questions so that they may encounter the love of Christ and enter relationship with Him, engaging with thoughtful individuals in Gospel conversations, encouraging Christians to thoughtfully consider their faith, training and disciplining messengers of Christ’s love for their spheres of influence, and making distributions to or for the use of

organizations exempt at the time under Section 501(c)(3) of the Code, all in accordance with the corporation's sincerely held religious beliefs.

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

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. 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 III hereof. The corporation shall not have capital stock or shareholders.

Section 2. Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Code), nor shall this corporation 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. The corporation may make the election provided in Section 501(h) of the Internal Revenue Code, if at the time it is permitted to do so by applicable law.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number and Composition. The Board of Directors for the corporation shall be known as the Board of Directors. The Board shall consist of not fewer than three (3) members, and of not more than a maximum number permitted by the bylaws of the corporation, as amended from time to time.

Section 2. Powers of the Board. Subject to any limitations provided within these Articles, 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, repeal and amend the bylaws or any corporate governing documents other than the articles of incorporation by a majority vote (except where a greater vote is expressly required), in any way not inconsistent with the Holy Bible, the Statement of Faith, these articles of incorporation, or applicable law.

Section 3. Term. The term of each director shall be as established in the corporate bylaws.

Section 4. Election. Upon the expiration of a director's term or a vacancy for any reason (including positions created by an increase in the number of directors), directors shall be elected

by the remaining directors by a majority vote. If the Board of Directors is unable to select a successor director(s), then such successor(s) shall be appointed by the corporation's Chair (or acting Chair), and if not so appointed, by the Secretary of the corporation.

Section 5. Amendment. Unless a greater majority is expressly required herein, the Board of Directors shall have the power to amend these articles of incorporation, by a two-thirds (2/3) majority vote of the Board of Directors then in office, in any way permitted by applicable law, but which is not inconsistent with these Articles, the Holy Bible, the Statement of Faith, or applicable law.

Section 6. Officers. The Board of Directors may elect such officers as the bylaws may specify, who shall have such titles and exercise such duties as the bylaws may provide.

Section 7. Qualifications. In addition to the religious beliefs required herein, the qualifications of each director shall be as established in the corporation's bylaws.

ARTICLE VII. NO MEMBERS

The corporation shall not have members.

ARTICLE VIII. 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.

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

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

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation by a two-thirds (2/3) 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 of its exempt purposes (within the meaning of Section 501(c)(3) of the Code), in such manner as the Board of Directors shall determine, or (ii) exclusively to such organization or organizations organized and operated exclusively for similar exempt 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, provided further that each such proposed recipient unreservedly affirms the corporation's Statement of Faith.

Section 3. Contingent Provision. If any such assets are not so disposed of, then the assets of the corporation shall be distributed in accordance with the corporation's bylaws in effect at the time, and if such bylaws do not adequately provide for contingent distribution, then the Chair

of the Board of Directors shall dispose of such assets exclusively for the purposes stated in Article III hereof, to one or more organizations that unreservedly affirm the corporation's Statement of Faith.

ARTICLE X. 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 Code, and only during the period during which such determination applies, notwithstanding any other provision of these articles of incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III hereof 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 Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the 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 Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

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

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT;

PRINCIPAL OFFICE

Section 1. Registered Agent & Office. The initial registered office and registered agent of the corporation shall be Jonathan T. McCants, 3414 Peachtree Road, N.E., Suite 1150, Atlanta, Fulton County, Georgia 30326.

Section 2. Principal Office. The mailing address of the initial principal office shall be P.O. Box 767940, Roswell, GA 30076.

ARTICLE XII. 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 XII 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 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 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.

ARTICLE XIII. STATEMENT OF FAITH


The corporation subscribes to the understanding of particular Christian beliefs as set forth in its "Statement of Faith," which is included in Article I of the corporation's bylaws. Any officer or director who can no longer affirm, in good conscience, the corporation's Statement of Faith is subject to disqualification and removal as an officer or director, respectively, in accordance with the corporation's bylaws. Notwithstanding any other statement to the contrary, that portion of the bylaws, as well as this Article XIII, shall only be amended by a vote of 90% or greater of each of the entire Board of Directors and of the entire membership of the corporation, and any other provision that conflicts with the Statement of Faith shall be null and void.

ARTICLE XIV. INCORPORATOR

The name and address of the incorporator, who is a citizen of the United States, is:

Sarah Davis
P.O. Box 767940
Roswell, GA 30076

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these articles of incorporation, pursuant to the Georgia Nonprofit Corporation Code.

BY:  September 1, 2021

Sarah Davis, Incorporator



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 9/2/2021 11:27:59 AM

**TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT, NONPROFIT OR PROFESSIONAL CORPORATION**

Primary Email Address: jmccants@birdlawfirm.com

1. Entity Type (check one only) ☐ Profit Corporation ☒ Nonprofit Corporation ☐ Professional Corporation ☐ Benefit Corporation

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

ENCOUNTER, INC.

Corporate Name (List exactly as it appears in articles.)

2. **Jonathan T. McCants**

Name of Person Filing Articles of Incorporation

3414 Peachtree Road NE Suite 1150

Atlanta

GA

30326

Address

City

State

Zip Code

3. **PO Box 767940**

Principal Office Mailing Address of Profit/Non Profit Corporation (Unlike registered office address, this may be a post office box.)

Roswell

GA

30076

City

State

Zip Code

4. **Jonathan T McCants**

Name of Registered Agent in Georgia

3414 Peachtree Road Suite 1150

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Atlanta

Fulton

GA

30326

City

County

State

Zip Code

jmccants@birdlawfirm.com

Registered Agent's Email Address

5. Name and Address of Each Incorporator

Sarah Davis

PO Box 767940

Roswell

GA

30076

Incorporator

Address

City

State

Zip Code

6. ANNUAL REGISTRATION AGREEMENT

- n Georgia corporations incorporated between January 1 – October 1 must file its annual registration with the Secretary of State within 90 days after the date its articles of incorporation are filed with the Secretary of State.
- n Georgia corporations incorporated between October 2 – December 31 must file its annual registration with the Secretary of State between January 1 and April 1 of the next year succeeding the calendar year of its incorporation.

7. Submitted with this filing is a 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. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Jonathan T. McCants

Signature of Authorized Person