

Internal Revenue Service
District Director

Department of the Treasury

Date: **MAY 21 1981**

Employer Identification Number:

58-1420602

Accounting Period Ending:

December 31

Form 990 Required: Yes No

▷ DeKalb Chamber Foundation, Inc.
515 Decatur Federal Building
Decatur, Georgia 30030

Person to Contact:

T. Rogers

Contact Telephone Number:

404-221-4516

FFN: **580012210**

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section 509(a)(3).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. Also, you should inform us of all changes in your name or address.

Generally, you are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. If you have paid FICA taxes without filing the waiver, you should contact us. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

The box checked in the heading of this letter shows whether you must file Form 990, Return of Organization Exempt from Income tax. If Yes is checked, you are required to file Form 990 only if your gross receipts each year are normally more than \$10,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

ARTICLES OF INCORPORATION
OF
DEKALB CHAMBER FOUNDATION, INC.

ARTICLE I.

The name of this corporation shall be: DEKALB CHAMBER
FOUNDATION, INC.

ARTICLE II.

This corporation is organized pursuant to the provisions of the
Georgia Nonprofit Corporation Code and shall have perpetual duration.

ARTICLE III.

The corporation is a non-profit corporation and is organized for
the following purposes: to solicit, collect, receive, accumulate, administer
and disburse funds in such a manner as will, in the sole discretion of the
Board of Directors, most effectively operate to further charitable, scientific,
literary, or educational purposes, including, for such purposes, the making
of distributions to organizations that qualify as exempt organizations
under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the
corresponding provision of any future United States Internal Revenue Law)
and to engage in any and all lawful activities incidental to the foregoing
purposes, except as restricted herein.

ARTICLE IV.

In carrying out the purposes stated in Article III above, the
corporation shall possess and may exercise any and all powers granted
to non-profit corporations under the Georgia Non-profit Corporation Code,
as amended from time to time, subject, however to the limitations set
forth in Article V. hereof.

ARTICLE V.

(a) No part of the 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 Article III. hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI.

The corporation shall have no members, no stockholders and no capital stock.

ARTICLE VII.

The entire management of the affairs of the corporation shall be vested in the Board of Directors, the number of members of which and their duties and manner of election or appointment shall be as set forth in the By-Laws of the corporation.

ARTICLE VIII.

The initial Board of Directors shall consist of five (5) members whose names and addresses are as follows:

1.

2.

3.

4.

5.

ARTICLE IX.

Upon the dissolution of the corporation, the assets of the corporation shall be distributed, in accordance with a plan of distribution adopted by the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which are engaged in affairs substantially similar to those of the dissolving corporation and which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, or to a local or State government or the Federal Government, or an agency thereof.

ARTICLE X.

All references in these articles of incorporation to the Internal Revenue Code or Regulations thereunder refer to the Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI.

The initial registered office of the corporation shall be: 515 Decatur Federal Building, 250 East Ponce de Leon, DeKalb County, Decatur, Georgia 30030 and the initial registered agent at this address shall be: Gilbert R. Campbell, Jr.

ARTICLE XII.

The name and address of the incorporator is John C. Sammon, Post Office Box 57, DeKalb County, Decatur, Georgia 30031.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

McCURDY & CANDLER

BY: _____
John C. Sammon

Decatur Federal Building
Decatur, Georgia 30030
(404) 373-1612

BYLAWS
OF
DEKALB CHAMBER FOUNDATION, INC.

ARTICLE I
NAME

The name of the corporation is DeKalb Chamber Foundation, Inc.

ARTICLE II
OFFICES

The principal office of the corporation shall be located at 515 Decatur Federal Building, 250 E. Ponce de Leon Avenue, Decatur, DeKalb County, Georgia, 30030, or at such other place as shall be lawfully designated by the Board of Directors (hereinafter sometimes called the "Board.")

ARTICLE III
AIMS AND PURPOSES

The purpose of this corporation shall be as provided in the Articles of Incorporation which may include, not as a restriction or enlargement of such purposes, but as illustrative thereof, the aims of advancement and diffusion of knowledge and understanding of economics, matters of public concern, finance, education and training, housing, human relations, problems of minority groups, science and technology, economic planning and development, international relations, and other subjects related to improved efficiency, development, and acceleration of both the quality and quantity of economic growth and employment opportunities through:

- (1) The undertaking of studies and research, compilation of the results, and publication thereof through any appropriate media;
- (2) The conduct of training courses, seminars, discussion groups, forums, panels, or lectures, and the like;
- (3) Any activity which tends to promote understanding, unification, or improved relationships between different economic or ethnic groups.

The aims of this corporation are to be carried out through any and all lawful activities, including others not specifically stated above but incidental to the stated aims and purposes, both direct and through contributions to any other corporation, trust, fund or foundation whose purposes are charitable, scientific, literary or educational, provided, that any such activity or contribution shall conform to any applicable restrictions or limitations set forth in the Articles of Incorporation or to any restriction which is imposed on corporations described in Section 501(c)(3) of the Internal Revenue Code and its Regulations or on any corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as it now exists, or as it may hereinafter be amended, for so long as such provisions are in effect.

ARTICLE IV
NO MEMBERS

The corporation is to have no members.

ARTICLE V
BOARD OF DIRECTORS

1. General. The affairs of the corporation shall be managed by a Board of Directors, each of whom shall be of legal age.

2. Number. The number of directors shall be five (5), of whom three shall be the President, the President-Elect and the Executive Vice President-Corporate Secretary of the DeKalb Chamber of Commerce. Two directors shall be elected from the Executive Committee of the DeKalb County Chamber of Commerce. All directors shall serve until their terms shall expire or until their successors are elected or appointed. All directors shall have equal and full voting responsibilities as members of the Board of Directors.

3. Election. At least fifteen (15) days before any election is to be held pursuant to these Bylaws, the President will appoint a nominating committee consisting of three or more members of the Board. The nominating committee will make nominations for individuals to fill the vacancy or vacancies to be filled by election. Each director shall be given a list of the nominees at least ten (10) days prior to the meeting at which time the election will be held. Each director will be entitled to one vote and the result will be determined by the majority of the votes cast. The directors shall be elected for a one-year term.

4. Vacancy. Vacancies occurring in the Board by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by the remaining directors at any regular or special meeting.

5. Resignation. Any director may resign at any time by giving written notice to the President, the Executive Vice President, the Secretary-Treasurer or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

ARTICLE VI
MEETINGS OF THE BOARD

1. Place of Meetings. The meetings of the Board shall be held at the principal office of the corporation or at any place within the United States that the Board may from time to time appoint.

2. Annual Meeting. An annual meeting of the Board shall be held on the second Tuesday of December each year, or at a designated time which is within the month of December or is within three months following December 31, provided that if the annual meeting is to be held on a date other than the second Tuesday of December, the notice of the meeting shall give the date, time and place and designate it as the annual meeting. Such other regular meetings of the Board of Directors shall be held at such time and place as may be specified by the resolution of the Board.

3. Special Meetings. Special meetings of the Board may be called at any time by the President or by two or more directors.

4. Notice of Meetings. Notice of any regular or special meeting of the Board shall be given at least five days previously thereto by written notice sent by any usual means of communication to each director to his address as shown by the records of the corporation; however, notice may be waived before, at, or after any meeting.

5. Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum. At all meetings of the Board, a majority of the total directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of a quorum.

7. Voting of Directors. The vote of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by law or by these bylaws.

ARTICLE VII COMPENSATION OF DIRECTORS

Directors as such shall not receive any compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude a director from serving the corporation in any other capacity and receiving compensation for such services.

ARTICLE VIII COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may designate an executive committee, consisting of two or more directors, and other committees consisting of two or more persons, who may or may not be directors and may delegate to such committee or committees all such authority of the Board that it deems desirable, except that no such committee or committees unless specifically so authorized by the Board, shall have and exercise the authority of the Board to:

- (a) Adopt, amend or repeal the Bylaws;
- (b) Fill vacancies in the Board of any committee.

The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Each member of each such committee shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law. The executive committee or any other committee shall report any actions taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. So far as applicable, the provisions of these bylaws relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

ARTICLE IX OFFICERS

1. Election - Title - Term. The officers of the corporation shall be a President, an Executive Vice President and a Secretary-Treasurer, and such other officers as may be appointed by these Bylaws. Each officer shall be elected annually by the Board of Directors at its regular annual meeting, to serve until the next ensuing annual meeting, or until a successor

shall have been duly elected and shall have qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary-Treasurer. The Board of Directors may elect or appoint, or by resolution provide for the appointment of, other officers or agents. Unless the Board of Directors decides to the contrary, the Executive Vice President shall serve also as Secretary-Treasurer.

2. Removal. Any officer of the corporation may be removed at any time by the Board whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer shall not of itself create contract rights.

3. Duties. The duties of the officers of this corporation shall be such as usually appertain to such officers of corporations generally except as may be otherwise prescribed by these Bylaws or by the Board.

The President shall be the principal officer and head of the corporation, and between meetings of the Board of Directors and of the Executive Committee, shall have general supervision of its business and affairs, subject, however, to the right of the Board to delegate any specific power except such as may by statute be exclusively conferred upon the President, to any other officer or officers of the corporation, to the exclusion, for the time being, of the President.

The President shall preside at all meetings of the Board of Directors and of the Executive Committee, and shall appoint, subject to confirmation of the Board of Directors, and be an ex officio member of all standing and special committees. In the absence of the President, the Executive Vice President shall preside at any meeting at which the President would preside.

The Executive Vice President shall be the chief executive officer of the corporation, and as such shall exercise general supervision of all operations and personnel of the corporation, including determination of compensation to be paid any employee other than himself for services rendered to the corporation, subject to the direction or approval of the Board of Directors. The Executive Vice President shall, unless the Board shall act to the contrary, serve as Secretary-Treasurer to the Board and all committees or be responsible for causing another agent or employee to serve as Secretary. He shall cause proper notice to be given of all meetings and shall record or cause to be recorded minutes of all proceedings to be kept for the official records of the corporation. He shall perform such duties as the Board may direct and at the expiration of his term shall deliver to the Board of Directors all property and records of the corporation.

4. Compensation. The Board shall fix the compensation of all officers of the corporation.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Authorization. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

2. Funds. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be designated by any officer or officers or agent or agents of the corporation to whom such power may be delegated by the Board of Directors.

3. Acceptance of Gifts. The Board of Directors or any officer or officers or agent or agents of the corporation to whom such authority may be delegated by the Board, may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

4. Audits. Annually, or upon the request of any member of the Board of Directors, the accounts of the Foundation will be audited by a reputable Certified Public Accountant, whose report shall be submitted to each member of the Board.

5. Bond. At the direction of the directors, any officer or employee of the corporation shall be bonded. The expense of furnishing any such bond shall be paid by the corporation.

ARTICLE XI NOTICE AND TIME REQUIREMENT

1. Notice in General. In any case hereunder when notice to the Directors is required or permitted, the notice shall be in writing or printed. When mailed, the notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Director at his address as it appears on the records of the corporation. When delivered personally or by hand, the notice shall be deemed delivered when actually received by the Directors.

2. Waiver of Notice or Lapse of Time. When under the provisions of law or these bylaws, the Board or any committee thereof is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice of such requirement.

ARTICLE XII SEAL

The corporation may have a seal in the appropriate form, which seal, if one is required, shall be kept by the Secretary and which may be affixed to formal documents executed in the name of the corporation to which by law or custom the corporate seal is required to be affixed or is customarily affixed.

ARTICLE XIII AMENDMENT

These bylaws may be altered, amended, or repealed by the Board at any regular meeting or at any special meeting called for that purpose, provided, however, that notice of the proposed amendment, alteration or repeal shall be given to each Director at least five days prior to the date of the meeting at which the bylaws are to be altered, amended or repealed; provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment.