

RESTATED ARTICLES OF INCORPORATION OF
COLUMBUS CHRISTIAN COUNSELING CENTER, INC.

A GEORGIA NONPROFIT CORPORATION

These Restated Articles of Incorporation of COLUMBUS CHRISTIAN COUNSELING CENTER, INC. (the “Articles of Incorporation”), which require the affirmative vote of a majority of directors at a meeting with a quorum present in order to be adopted by the corporation (no vote by members is required), are duly adopted and authorized by unanimous votes of the current Board of Directors, amending and superseding any prior Articles of Incorporation and any amendments thereto, all pursuant to Section 14-3-1006 of the Georgia Nonprofit Corporation Code, as amended.

ARTICLE I. NAME

The name of the corporation is:

COLUMBUS CHRISTIAN COUNSELING CENTER, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code as amended (the “Georgia Code”). COLUMBUS CHRISTIAN COUNSELING CENTER, INC. (the “Corporation”) recognizes the sovereignty of God and the Lordship of Jesus Christ over all of its affairs. The Corporation shall be governed according to the Holy Bible, and according to the doctrines and religious beliefs of the Corporation.

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) within the meaning of Section 501(c)(3) of the Internal Revenue Code

(herein, the “Code”), including, but not limited to, providing Christ-centered counseling services that promote spiritual, emotional, and relational healing through biblically grounded care and compassionate guidance, 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. Notwithstanding the foregoing, the Corporation may make the election provided in Section 501(h) of the Code, if at the time permitted to do so.

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 consist of not fewer than three (3) members, and of not more than a maximum number determined by the bylaws of the Corporation, as amended from time to time (the “Board”).

Section 2. Powers of the Board. Subject to the 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.

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

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), his replacement shall be elected in the manner stated in the bylaws.

Section 5. Amendment. Except where a greater vote is expressly required hereunder or the consent of a corporate officer is expressly required, the Board of Directors shall have the power to amend or restate these Articles of Incorporation, by a three-fourths (3/4) majority vote of the

members of the Board of Directors then in office, in any way not inconsistent with these Articles, the Statement of Faith of the Corporation, or applicable law, provided that a notice that includes the date, time, place, and the proposed amendment is provided to the members of the Board at least seven (7) days prior to the meeting considering such amendment. Any amendment or restatement of these Articles of Incorporation must be approved by the Sole Member to be valid.

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 affirmation of the Corporation's Statement of Faith and doctrinal beliefs required herein, the qualifications of each director shall be as established in the bylaws of the Corporation.

ARTICLE VII. MEMBERS

The Corporation's sole member is Calvary Baptist Church, Inc., a Georgia nonprofit corporation (the "Sole Member"). The Sole Member shall have such rights and responsibilities as are provided herein and in the Corporation's bylaws.

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. Subject to Article II, but 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, Etc. 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. MERGER AND DISSOLUTION

Section 1. Merger and Dissolution. The Board of Directors may pass a resolution to merge or cease corporate activities and dissolve and liquidate the Corporation, by a three-fourths (3/4) vote of the members of the Board of Directors then in office, provided that the Sole Member agrees in writing to such merger or dissolution and approve the plan of merger or dissolution.

Section 2. Liquidation. Upon the dissolution of the Corporation, the Board of Directors shall pay, or make provision for the payment of, all 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 religious exempt purposes (within the meaning of Section 501(c)(3) of the Code), in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for religious, charitable, educational, literary or scientific 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. Notwithstanding the foregoing, any prospective grantee shall, prior to receiving such assets, agree in writing with the Corporation's Statement of Faith.

Section 3. Contingent Provision. If the Board of Directors becomes deadlocked regarding the disposal of assets, then the deadlock shall be broken by action of the Chairman of Board of

Directors, or if none, by the Acting Chairman, and if he fails to do so, then by the President or acting President of the Corporation.

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 herein 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, unless such provisions are hereafter expressly rejected by the Board of Directors.

ARTICLE XI. REGISTERED OFFICE AND AGENT

PRINCIPAL OFFICE

Section 1. Registered Office. The name and street address and county of the current registered agent and registered office of the Corporation is Ricky Smith, 7556 Old Moon Road, Columbus, Muscogee County, Georgia, 31909.

Section 2. Principal Office. The mailing address of the current principal office is 7474 Old Moon Road, Columbus, Georgia, 31909.

ARTICLE XII. MATTERS OF FAITH

Section 1. Doctrinal Matters. The Corporation subscribes to the understanding of particular Christian beliefs and doctrinal matters as set forth in the Statement of Faith of the Sole Member contained in the Corporation's bylaws. The Corporation's Statement of Faith can only be amended by an affirmative vote of at least four-fifths (4/5) of the entire Board of Directors, along with approval by the Sole Member. All doctrinal matters not expressly addressed herein or in the bylaws shall be governed by the Holy Bible, as interpreted by the Board of Directors and the Sole Member.

Section 2. Fidelity to Statement of Faith. Any director who can no longer affirm, in good conscience, the Corporation's Statement of Faith, as indicated above, shall promptly submit his resignation as a member of the Board of Directors, and is subject to disqualification as a director by a majority of the remaining members.

Section 3. Doctrinal Matters. Notwithstanding any other statement to the contrary, this Article XII shall only be amended or restated by unanimous vote of the entire Board of Directors of the Corporation and approved by the Sole Member, and any other provision that conflicts with the Corporation's Statement of Faith shall be null and void.

ARTICLE XIII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director of the Corporation for monetary damages for breach of duty of care or other duty as a member of the Board, provided that such provision shall not eliminate or limit the liability of a member (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; or (iv) for any transaction from which the director received an improper personal benefit.

Section 2. Indemnification of Directors. The directors of the Corporation shall be indemnified to the greatest extent permitted by applicable law, as may be further provided for in the Corporation's Bylaws. Notwithstanding the foregoing, this provision shall not limit any required or permitted indemnification to any person arising outside of these Articles of Incorporation.

Section 3. 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 4. Amendment. Any repeal or modification of the provisions of this Article XIII 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 Board members 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 corporate 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 5. Severability. In the event that any provision of this Article XIII (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.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Restated Articles of Incorporation, pursuant to Georgia Code Section 14-3-1006.

BY: _____
Ricky Smith, President