

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

GATEWAY AMATEUR RADIO CLUB, INC.
a Domestic Nonprofit Corporation

has amended and filed duly restated articles on **07/20/2015** in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta and
the State of Georgia on **10/30/2015**



A handwritten signature in black ink, appearing to read "B: P. Kemp". The signature is written in a cursive style with a long horizontal stroke at the end.

Brian P. Kemp
Secretary of State

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF THE GATEWAY AMATEUR RADIO CLUB, INC**

ARTICLE I: NAME

The name of this corporation is "Gateway Amateur Radio Club, Inc." (the "Corporation").

ARTICLE II: PURPOSE

This corporation is organized pursuant to the Georgia Nonprofit Code (the "Code").

The purposes of the Corporation include:

- (A) To educate and increase the proficiency of its members in the science of radio communications.
- (B) To provide for the dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.
- (C) To organize and train units of licensed radio amateurs capable of maintaining radio communication as a public service, particularly in times of emergency or disaster.
- (D) To conduct periodic classes in amateur radio science for persons seeking an amateur radio license and to conduct testing of those who wish to obtain an amateur radio license.
- (E) To encourage and sponsor activities in radio communications and electronics to the end that skills and experience gained in amateur radio will further the application of these sciences to the public.
- (F) To promote the highest level in the standards of practice in ethics in amateur radio communications.
- (G) And for all other purposes consistent with the above and permitted by the Code.

ARTICLE III: MEMBERS

The Corporation will have members. The Board of Directors of the Corporation (the "Board") shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions, and with such rights as may be provided from time to time in the Bylaws of the Corporation.

ARTICLE IV: BOARD OF DIRECTORS AND MANAGEMENT

The affairs of the Corporation shall be managed by the Board, the members of which will also serve as the elected Officers of the Corporation. The method of electing the Board shall be governed by the bylaws of the Corporation.

ARTICLE V: DIRECTOR LIABILITY

Liability of all Directors and Officers of the Corporation to the Corporation or its members for monetary damages, for any action taken, or any failure to take action, as a Director or Officer, is hereby limited to the fullest extent allowed by Section 14-3-202(b)(4) of the Georgia Nonprofit Corporation Code or successor statute.

ARTICLE VI: BY-LAWS

The By-laws of the Corporation may be altered, amended, or repealed, and new By-laws adopted by the affirmative vote of a majority of members.

ARTICLE VII: LIMITATION OF CORPORATE POWERS

The Corporation is not organized and shall not be operated for pecuniary profit. No part of the net earnings of the corporation shall 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 distributions in furtherance of the purposes set forth in Article II hereof.

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 or in opposition to any candidate for public office.

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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII: DISSOLUTION

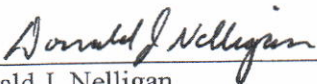
In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at the time qualify as exempt from taxation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, shall make such distribution as herein described upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE IX: ADOPTION OF ARTICLES

The Amended and Restated Articles of Incorporation were duly approved by the Board of Directors of the Corporation on February 10, 2015.

The Amended and Restated Articles of Incorporation were duly adopted by the members of the Corporation on February 10, 2015.

IN WITNESS THEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of October, 2015



Donald J. Nelligan
Assistant Secretary

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SECRETARY OF STATE
CORPORATIONS DIVISION