

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 8712112 DN
DATE INCORPORATED: MAY 08, 1987
COUNTY : BIBB
EXAMINER : MARILYN H WATEEN
TELEPHONE : 404-656-2811

MAILED TO:

H. RANDOLPH ADERHOED, JR.
P.O. BOX 229
MACON GA 31297

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE SEAL OF MY OFFICE, THAT

"GEORGIA WILDERNESS SOCIETY, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCORPORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: MAY 08, 1987



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-5894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOTLINE
404-656-2222
Outside Metro Atlanta

47107649
#20

ARTICLES OF INCORPORATION OF
THE GEORGIA WILDERNESS SOCIETY, INC.

ARTICLE I: NAME AND COLORS

The name of this organization shall be the Georgia Wilderness Society, Inc. The colors shall be blue, green and orange. Attached hereto is the certificate of the Secretary of State of the State of Georgia certifying the availability of the name of the corporation.

ARTICLE II: PURPOSE AND DURATION

Section 1. The corporation is organized pursuant to the provisions of the Georgia Non-Profit Corporation Code for the purpose and objective of promoting an interest in the enjoyment and preservation of wilderness areas everywhere by backpackers, canoeists and other outdoor enthusiasts. Also to do all things and undertake such programs, campaigns and related activities as may be consistent with the above-stated objectives and which are allowed by laws.

Section 2. There shall be no limitation upon corporate powers which may be conferred by Georgia law for not-for-profit corporations.

Section 3. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to the members thereof or to any private shareholder

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1434 Charter Medical Bldg.
P. O. Box 229
Macon, GA 31297
(912) 746-8521

or individual. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable purpose and no part of the property, assets, profits or net income of this corporation shall ever inure to the benefit of any member or individual. Upon the dissolution, or upon abandonment, the assets of this corporation remaining after payment of or provision for all debts and liabilities of this corporation shall be donated to The Wilderness Society, Georgia Public TV, or the Macon Museum of Arts and Science or any of their successors or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as this corporation as the Board of Directors of this corporation may designate, subject to the order of a Court as provided by law, provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes as presently set forth in Section 501 (c)(3) of the Internal Revenue Code.

Section 4. The corporation shall have such powers and entitlements necessary to complete its public service mission, all as set out hereinbefore and consistent with the laws made and provided.

Section 5. The corporation shall have perpetual duration, as allowed by law.

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(912) 746-8571

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ARTICLE III: ORGANIZATION AND BYLAWS

Section 1. The initial registered office of the corporation shall be 150 Castlegate Road, Macon, Georgia ^(Bibb) 31210. The initial registered agent of the corporation shall be Charles Davis. The consent of Charles Davis to serve as registered agent is attached hereto and made a part hereof.

Section 2. The initial Board of Directors shall consist of nine (9) members who shall be:

Charles Davis
150 Castlegate Road
Macon, GA 31210

Ward Milner
Rte. 1, Box 808
Lizella, GA 31210

Dianna Davis
150 Castlegate Road
Macon, GA 31210

Ruth Pearce
2584 Nancelon Circle
Macon, GA 31204

Ted Hyde
1058 Warwick Dr.
Macon, GA 31210

Charles Peterman
741 Middlesex Dr.
Macon, GA 31210

John F. Kraus
1211 Timberlane Dr.
Macon, GA 31210

David Stone
106 Pine Dr.
Warner Robins, GA

Thomas Wood
714 Valley Trail
Macon, GA 31204

Section 3. The names and addresses of the incorporators are:

Charles Davis
150 Castlegate Rd.
Macon, GA 31210

Ted Hyde
1058 Warwick Dr.
Macon, GA 31210

Thom Phillips
4960 Guerry Dr.
Macon, GA 31210

Section 4. The corporation shall adopt bylaws not inconsistent with the provisions of these articles which have as their purpose the governance of the corporation and shall include provisions for the election of officers and Directors and the manner in which the bylaws may be amended.

ARTICLE IV: FISCAL AGENT; FISCAL YEAR

The corporation shall have the power to appoint a fiscal agent which may be a bank or trust company, and may delegate to such agent the care and management, investment and reinvestment of its funds and the maintenance of its books and records and may pay this agent compensation as agreed upon by the Board of Directors. The fiscal year of the corporation shall begin on February 1st of each year and end on the last day of January of each year.

ARTICLE V: MEETINGS

Section 1. The annual meeting for the election of officers and directors shall be held in January of each year. The newly elected officers shall be installed at the next regular Georgia Wilderness Society, Inc. meeting.

Section 2. An annual banquet shall be held in December of each year and will include awards and other means of special recognition. Included will be the Gene Espy Award for outstanding achievement and the Earl Pearce Award for outstanding community service.

Section 3. Regular and special meetings are provided in the bylaws.

ARTICLE VI: MEMBERSHIP

Section 1. Membership shall be open to individuals and families who desire to promote the various corporation purposes. Members must be of good standing and approved by the Board of Directors.

Section 2. No one will be refused membership on the basis of race, creed, sex or national origin.

Section 3. Types of membership are provided by the bylaws.

ARTICLE VII: OFFICERS

Section 1. The elected officers of the corporation shall be a President, a Past President, a Vice President, a Secretary and a Treasurer, which are all elected by the members.

Section 2. The officers shall be active members who hold office for the term of one year.

Section 3. The duties of the elected officers are provided in the bylaws.

Section 4. The President may hold the office of President for no more than two consecutive one year terms.

ARTICLE V II: BOARD OF DIRECTORS; TERM; AND MEETINGS

Section 1. The control and conduct of business of the corporation shall be vested in its Board of Directors. The Board shall include (a) the five (5) elected officers, and (b) four (4) Directors elected by the members for the term of one year. The Board shall meet at least six (6) times per year unless otherwise required to do so.

Section 2. A majority of the Board (five) shall constitute a quorum at any Board meeting.

Section 3. The Board of Directors shall transact the business of the corporation, shall fill all vacancies arising between elections, shall oversee the finances of the corporation, shall pass upon recommendations for membership presented by the Membership Committee, shall be responsible for securing and caring for the meeting location, and shall perform all duties specified by the bylaws and required by law.

ARTICLE XI: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairpersons of standing committees who, in turn, may select their own committee members with recommendations and suggestions from the Board, terms of office shall be for one (1) year or until their successors are appointed.

Section 2. The President, with the approval of the Board of Directors, may appoint special committees whose terms of office will be determined by the length of the assignment.

Section 3. Standing Committees of the corporation are provided in the bylaws. Members of each standing committee will be selected and named by the committee chairperson.

ARTICLE X: COMMITMENTS

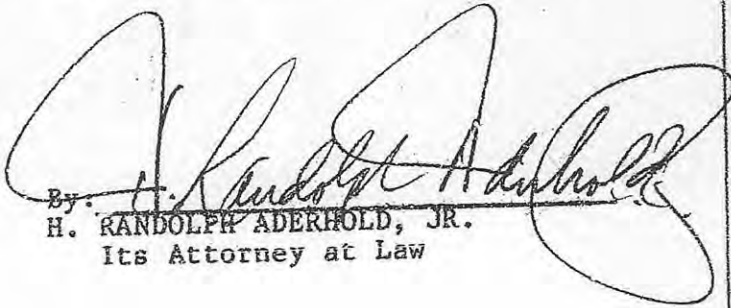
This corporation, or its officers, shall not enter into any commitments without authorizations from a vote of a majority of the Board of Directors.

ARTICLE XI: AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds vote of members in good standing at any regular meeting, but only if notice of such proposed amendments shall have been mailed to each member of the corporation at his last known address at least thirty (30) days before said regular meeting.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed this 4th day of May, 1987.

GEORGIA WILDERNESS SOCIETY, INC.


By: H. Randolph Aderhold, Jr.
H. RANDOLPH ADERHOLD, JR.
Its Attorney at Law

SELL & MELTON
1414 Charter Medical Building*
P.O. Box 229
Macon, Georgia 31297-2899
(912) 746-8521

SECRETARY OF STATE

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1414 Charter Medical Bldg.
P.O. Box 229
Macon, GA 31297
(912) 746-8521



**BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS**

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date: <u>5-6-87</u>	Code: <u>Ch 2p</u>	Docket No.: <u>47127649</u>
Assigned Exam: _____	Amt.: \$ <u>20.00</u>	By: <u>45</u>
Charter Number: _____	Completed: _____	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: <u>GEORGIA WILDERNESS SOCIETY, INC.</u>	
Mailing Address: <u>150 Castlegate Road</u>	
City: <u>Macon</u>	County: <u>Bibb</u> State: <u>Georgia</u> Zip Code: <u>31210</u>
III. Fees Submitted By: <u>Sell & Melton</u>	
Secretary of State: \$ <u>20.00</u>	Check No.: _____
Clerk of Court: \$ <u>23.00</u>	Check No.: _____ County: <u>Bibb</u>
Publisher: \$ <u>60.00</u>	Check No.: _____ Name: <u>Macon Telegraph Publishing</u>
IV. Incorporator: <u>Mr. Charles Davis</u>	
Address: <u>150 Castlegate Road</u>	
City: <u>Macon</u>	State: <u>GA</u> Zip Code: <u>31210</u>
V. Registered Agent/Office: <u>Mr. Charles Davis</u>	
Address: <u>150 Castlegate Road</u>	
City: <u>Macon</u>	State: <u>GA</u> Zip Code: <u>31210</u>
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST	Applicant
1. Original and two conformer copies of Articles of Incorporation	<input checked="" type="checkbox"/>
2. Corporate name certificate enclosed and verified	<input checked="" type="checkbox"/>
3. Publisher's and Clerk's checks enclosed and verified	<input checked="" type="checkbox"/>
4. Consent form enclosed and verified	<input checked="" type="checkbox"/>
5. Corporate duration and statutory authority stated	<input checked="" type="checkbox"/>
6. Number shares, per value, minimum capital stated	<input checked="" type="checkbox"/>
7. Number of directors and their names and addresses	<input checked="" type="checkbox"/>

VII. Applicant/Attorney: <u>H. Randolph Aderhold, Jr.</u>	Telephone: <u>(912) 746-8521</u>
Address: <u>P.O. Box 229</u>	
City: <u>Macon</u>	State: <u>GA</u> Zip Code: <u>31297-2899</u>


NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: H. Randolph Aderhold Date: 5-4-87

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CONSENT OF REGISTERED AGENT

I hereby consent to serve as Registered Agent of Georgia Wilderness Society, Inc. This consent to serve is given pursuant to Section 14-3-132 of the Georgia Non-Profit Corporation Code.



CHARLES DAVIS

Sworn to and subscribed before me
This 4th day of May, 1987.



SANDRA FOSTER
NOTARY PUBLIC

My Commission Expires 10/10/89

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