

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

**CUCUYO: CENTER FOR CREATIVE
EXPLORATIONS INC.**
a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **10/06/2008** 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 October 6, 2008



A handwritten signature in black ink, reading 'Karen C Handel'.

Karen C Handel
Secretary of State

ARTICLES OF INCORPORATION
OF
CUCUYO: CENTER FOR CREATIVE EXPLORATIONS INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Georgia.

ARTICLE I NAME

The name of the corporation shall be CUCUYO: CENTER FOR CREATIVE EXPLORATIONS INC.

ARTICLE II DURATION

The corporation shall have perpetual duration.

ARTICLE III MEMBERS

The corporation shall be a corporation without members.

ARTICLE IV PURPOSES

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (OCGA 14 - 3 - 101 et. seq.), as amended. It shall be organized and operated exclusively for public charitable uses and purposes permitted within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. The particular purposes of the Corporation are to facilitate meaningful encounters, exchange and sensitivity between American & Dominican youth through the use of theater and other artistic endeavors; create a safe space in which Dominican youth can develop the self, sharpen creative skills and explore social development; and to foster other education or charitable services permitted and not prohibited by section 501(c)(3) of the Internal Revenue Code or its successor provisions. This corporation may engage in all related or incidental activities necessary, convenient or expedient to the carrying on of the operation of the Corporation but shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the Section 501(c)(3) of the Internal Revenue Code of 1954 as from time to time amended, and the Regulations thereunder, in any subsequent Internal Revenue Law of the United States.

ARTICLE V ELECTION OF DIRECTORS

The manner in which the Directors of the Corporation are to be elected shall be specified in the By-Laws of the Corporation.

ARTICLE VI ADDRESS OF CORPORATION

The initial principal mailing address of the corporation is:

244 Barber St.
Apt. B8
Athens, GA 30601

ARTICLE VII LIMITATIONS

The Corporation shall be neither organized nor operated for pecuniary gain or profit:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or trustee of the Corporation, or any other private person; but 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 IV hereof.

(b) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the By-Laws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE VIII DISSOLUTION

Upon liquidation or dissolution of the Corporation, the assets of the Corporation, if any, shall be distributed, after payment of all debts and obligations, exclusively for purposes within those set forth in Article IV of these Articles and for the purposes allowed under Section 501(c)(3) of the Internal Revenue of 1954 as from time to time amended, and the Regulations thereunder, or any successor provision, and the Regulations thereunder, in any subsequent Internal Revenue Law of the United States, and as other than a private foundation under section 509(a) of the Internal Revenue code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said court shall determine which are operated and organized exclusively for such purposes.

ARTICLE IX LIMITATION OF LIABILITY

Each director and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE X BOARD OF DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

- Jen Carter
Nancy Blue

ARTICLE XI ADDRESS OF INCORPORATOR

The name and street address of the incorporator and the name and address of the registered agent is:

Laura Vaughn
244 Barber Street
Apt. B8
Athens, GA 30601

2008 NOV 10 AM 11:01
SECRETARIAT OF STATE
CORPORATIONS DIVISION

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of November, 2008.

[Handwritten signature of Laura Vaughn]

Incorporator: Laura Vaughn

STATE OF GEORGIA
COUNTY OF THE UNITED STATES OF AMERICA

The foregoing instrument was executed and acknowledged before me this 5th day of November, 2008, by Martin P. Isabel

MARTIN P. ISABEL Notary Public
State of GEORGIA
MY COMMISSION EXPIRES JUNE 29, 2010 June 29, 2010



KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: moreplease@cucuyo.org

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

1. 2008109772

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

CUCUYO: CENTER FOR CREATIVE EXPLORATIONS INC.

Corporate Name (List exactly as it appears in articles)

2. Laura Vaughn

706 540-9725

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

244 Barber Street; Apt. B8

Address

Athens

GA

30601

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) 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. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Laura Vaughn (incorporator)
Authorized signature of person filing documents

October 22, 2008
Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>