

**ARTICLES OF INCORPORATION
OF
CHEROKEE COUNTY DUI/DRUG COURT FOUNDATION, INC.**

**ARTICLE I
*Name***

The name of the corporation shall be:

CHEROKEE COUNTY DUI/DRUG COURT FOUNDATION, INC. (the "Corporation")

**ARTICLE II
*Nonprofit Corporation***

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

**ARTICLE III
*Members***

The Corporation initially shall have no members. However, the Board of Directors of the Corporation 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 and privileges as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

**ARTICLE IV
*Registered Office and Registered Agent***

The initial registered office of the Corporation shall be at the Cherokee County DUI/Drug Court, 90 North Street, Suite 183, Canton, Georgia 30114. The initial registered agent of the Corporation at such address shall be S. Lynn Epps.

**ARTICLE V
*Incorporator***

The name and address of the Incorporator is S. Lynn Epps, 90 North Street, Suite 183, Canton, Georgia 30114.

**ARTICLE VI
*Principal Office***

The mailing address of the initial principal office of the Corporation is Cherokee County DUI/Drug Court, 90 North Street, Suite 183, Canton, Georgia 30114.

ARTICLE VII
Charitable Purposes

The Corporation shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be hereafter amended (the "Code").

(a) The purposes for which the Corporation is organized specifically include the following:

(i) To reduce substance abuse, crime and recidivism by:

(A) supporting the activities of the DUI/Drug Court of the State Court of Cherokee County, Georgia (the "DUI/Drug Court"), including raising of funds that can be used to support the DUI/Drug Court; and

(B) supporting the activities of the programs operated or supervised by, or otherwise connected with the DUI/Drug Court, including without limitation the Cherokee County DUI/Drug Court Supervised Treatment Program (the "DUI/Drug Court Program"), including the raising of funds that can be used to support the DUI/Drug Court Program.

(ii) To seek and distribute financial resources to ensure accomplishment of the mission, goals and objectives of the DUI/Drug Court and the DUI/Drug Court Program;

(iii) To create public awareness of the DUI/Drug Court and the DUI/Drug Court Program;

(iv) To produce program materials and other promotional resources to ensure ongoing public awareness of the DUI/Drug Court and the DUI/Drug Court Program;

(v) To provide liaison representation to the Judicial Council of Georgia, the Council of State Court Judges, and other organizations and agencies supporting the DUI/Drug Court and the DUI/Drug Court Program;

(vi) To seek community resources to ensure provision of a comprehensive continuum of therapeutic, restorative and support services;

(vii) To organize fundraising, public awareness and/or special activities and events relating to the DUI/Drug Court and the DUI/Drug Court Program;

(viii) To solicit, receive and administer funds for the Corporation's charitable and educational purposes; and

(ix) To collect, provide and disseminate information related to the purposes of the Corporation.

(b) In furtherance of the Corporation's charitable purposes, the Corporation shall have full power and authority;

(i) To make distributions, gifts and grants of property to organizations that qualify as exempt organizations under I.R.C. §501(c)(3);

(ii) To make distributions, gifts and grants of property for other charitable and educational purposes;

(iii) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time; and

(iv) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of I.R.C. §501(c)(3);

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in Articles VII and VIII and as are exclusively charitable and are entitled to charitable status under I.R.C. §501(c)(3).

ARTICLE VIII

Tax-Exempt Nonprofit Corporation and Supporting Organization

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 I.R.C. §501(c)(3), and of a supporting organization described in I.R.C. §509(a)(3). All terms and

provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

(a) The Corporation shall be organized, and at all times thereafter operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the DUI/Drug Court and the DUI/Drug Court Program of the State Court of Cherokee County, Georgia, a governmental unit described in I.R.C. §170(c)(1), which is therefore an organization described in I.R.C. §170(b)(1)(A)(v) and, therefore, an organization described in I.R.C. §509(a)(1).

(b) The Corporation shall be operated, supervised or controlled by the State Court of Cherokee County, Georgia.

(c) The Corporation shall not be controlled directly or indirectly by a disqualified persons, other than foundation managers, as defined in I.R.C. §4946.

(d) The Corporation shall not be organized or operated for pecuniary gain or profit.

(e) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, officer, or Director 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 as set forth in Article VII hereof.

(f) No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in I.R.C. §501(h), and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

(g) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under I.R.C. §501(c)(3); or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Code §170(c)(2).

ARTICLE IX
Private Foundation Restrictions

At any time the Corporation is classified as a private foundation under the Code, the following restrictions shall apply:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by I.R.C. §4942.
- (b) The Corporation shall not engage in any act of self-dealing as defined in I.R.C. §4941(d).
- (c) The Corporation shall not retain any excess business holdings as defined in I.R.C. §4943(c) in a manner which will subject the Corporation to any tax imposed by I.R.C. §4943.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under I.R.C. §4944.
- (e) The Corporation shall not make any taxable expenditures as defined in I.R.C. §4945(d).

ARTICLE X
Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the Directors to carry out the purposes and functions of the Corporation. The Directors shall include as ex officio the Executive Director of the Cherokee County DUI/Drug Court, and such other Directors as may be elected or appointed by the DUI/Drug Court Judge in accordance with the Bylaws of the Corporation. The Directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under I.R.C. §501(c)(3).

ARTICLE XI
Initial Board of Directors

Until and unless otherwise determined by the board members of the Nonprofit Corporation by adoption or amendment of appropriate bylaws, **CHEROKEE COUNTY DUI/DRUG COURT FOUNDATION, INC.** elects not to name the directors.

ARTICLE XII
Dissolution of Corporation

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under I.R.C. §501(c)(3), as the Board of Directors shall determine, or shall be distributed to the federal government or to a state or local government. Any such assets not so disposed of shall be disposed of by the order of the Superior Court of Cherokee County, Georgia, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for purposes described in I.R.C. §501(c)(3) or shall be distributed to the federal government or to a state or local government.

ARTICLE XIII
Limitation of Director Liability

(a) A Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a Director, except for liability:

(i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(ii) for any liabilities of a Director imposed by Sections 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code; or

(iii) for any transaction from which the Director derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article 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.

(c) If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are 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.

ARTICLE XIV
Indemnification

The Corporation shall provide indemnification of its Directors, officers, employees, or agents to the fullest extent permitted by law, and the provisions of Part 5 of Article 8 of the Georgia Nonprofit Corporation Code are incorporated herein by reference as provided Section 14-3-858(f) of the Georgia Nonprofit Corporation Code.

ARTICLE XV
Definitions

(a) For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of I.R.C. §501(c)(3), contributions for which are deductible under I.R.C. §170(c)(2).

(b) All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE XVI
Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the Directors then in office.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation, this _____ day of May, 2007.

S. LYNN EPPS, Incorporator