



Georgia Women's Golf Association, Inc.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
GEORGIA WOMEN'S GOLF ASSOCIATION, INC.**

1.

The name of the corporation is GEORGIA WOMEN'S GOLF ASSOCIATION, INC. (hereinafter referred to as "the corporation" or as "GWGA").

2.

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

3.

The corporation shall have perpetual duration.

4.

Membership is open to all female amateur golfers who have been bona fide residents of Georgia for a minimum of sixty days immediately preceding the closing date for submitting applications for membership and who meet qualifications as specified in the Bylaws. Other classes of membership may be established by the Board of Directors. Annual membership dues and entry fees for tournaments conducted by GWGA shall be determined by the Board of Directors. Annual membership shall expire on October 31 each year. [The corporation shall not have "members" as that term is contemplated under Section 14-3-140(22) of the Georgia Nonprofit Corporation Code.]

5.

The mailing address of the principal office of the corporation is P.O. Box 70519, Albany, Georgia 31708-0519.

6.

The corporation is not organized for profit and is organized exclusively for charitable and educational purposes under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purposes for which GWGA is organized are:

- A. To develop, promote, maintain and protect the best interests of the game of golf among the amateur female golfers.
- B. To conduct an annual Championship Tournament and provide recognition of the winners of this event.
- C. To conduct other tournaments as determined by the Board of Directors.

7.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 6 hereof and as set forth in the Bylaws. 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 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 corresponding section of any future federal tax code.

8.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the corporation is then 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.

9.

The officers shall be a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, TPP Chair, and Board Chair. They shall serve as an Executive Committee. (Amended 7/08)

10.

The affairs, assets, property and policies of GWGA shall be managed by a Board of Directors, which shall be the governing body. The Board of Directors shall consist of a minimum of thirteen (13) and a maximum of fifteen (15) Directors, not including the Chair of the Board. The Board of Directors shall name its members and officers.

A Nominating Committee, consisting of members of the Board of Directors, shall be appointed by the President and chaired by the Chair of the Board. Nominations may come from members as specified in the Bylaws.

Any vacancies occurring on the Board of Directors or Officers may be filled by appointment of the President with the approval of a majority of the Board of Directors. Any appointment shall expire at the end of the current annual term.

The Board of Directors shall adopt Bylaws which constitute the code of rules for the regulation and management of GWGA. The Board of Directors shall adopt any policies, procedures and regulations it deems necessary for the government of GWGA, subject to the requirements of the Georgia Nonprofit Corporation Code and subject to the Internal Revenue Code Section 501(c)(3) and all related code sections and the regulations thereunder.

Any resolution in writing, signed by a majority of members of the Board of Directors, shall constitute action by the Board of Directors with the same force and validity as if the said resolution had been adopted by the vote of the same number of members of the Board of Directors at a duly called and held meeting thereof, provided such resolution is filed with the Recording Secretary in the minutes.

GWGA indemnifies each member of the Board of Directors against any personal losses or expenses incurred solely as a result of being a member of the Board of Directors. This indemnity shall extend to suits, claims, attorney fees, judgments, fines and amounts paid in settlement in connection with such action made by any person against any member of the Board of Directors simply because said Director is serving as a member of the Board of Directors.

11.

A Director shall be elected for an initial term of four (4) years and may be elected for a successive term of two (2) years. A Director shall serve no more than six (6) years with one exception: the retiring President shall always serve as Chair of the Board, regardless of the length of time she has served on the Board of Directors. After a six month retirement, a member may be eligible for re-election or appointment as a Director. Any appointment resulting from a vacancy on the Board of Directors shall expire at the end of the current annual term. The annual term for Directors and Officers shall begin on November 1 and expire on October 31.

12.

The Board of Directors shall meet annually. An Open Business Meeting shall be held at the site of the Annual Championship Tournament either proceeding or during the Tournament. Additional Open Business Meetings may be called by the Board of Directors. The order of business at all meetings shall be conducted according to Roberts' Rules of Order (Revised).

13.

These Articles of Incorporation may be amended, altered or repealed at any meeting of the Board of Directors, provided the proposed plan has been presented, in writing and signed by three (3) members, at least one meeting before it is presented for a vote. Such action must be approved by a two-thirds vote of the Board of Directors. All amendments shall be in compliance with the Georgia Nonprofit Corporation Code and subject to the Internal Revenue Code Section 501(c)(3) and all related code sections and the regulations thereunder.

14.

These amended and restated articles of incorporation supersede the original articles of incorporation as theretofore amended. The amendments contained herein were approved and adopted on June 21, 2009, by more than the required two-thirds vote of the Board of Directors and in accordance with the articles of incorporation and the bylaws. Approval by members or any other person was not required.