

The State of South Carolina



Office of Secretary of State Mark Hammond

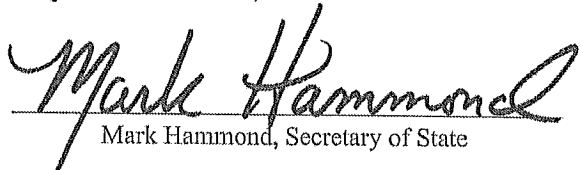
Certificate of Incorporation, Nonprofit Corporation

I, Mark Hammond, Secretary of State of South Carolina, Hereby Certify that:

FRIENDS OF MOUNT ATHOS IN THE AMERICAS, a nonprofit corporation duly organized under the laws of the State of South Carolina on December 5th, 2016, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed a Declaration and Petition for Incorporation of a nonprofit corporation for religious, educational, social, fraternal, charitable, or other eleemosynary purpose.

Now, therefore, I, Mark Hammond, Secretary of State, by virtue of the authority in me vested by the S.C. Code Ann. §33-31-101 et seq., do hereby declare the organization to be a body politic and corporate, with all the rights, powers, privileges and immunities, and subject to all the limitations and liabilities, conferred by Chapter 31, Title 33, of the S.C. Code of Laws and Acts amendatory thereto.

Given under my Hand and the Great
Seal of the State of South Carolina this
5th day of December, 2016.


Mark Hammond, Secretary of State

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE

STATE OF SOUTH CAROLINA SECRETARY OF STATE

DEC 05 2016

ARTICLES OF INCORPORATION Nonprofit Corporation - Domestic Filing Fee \$25.00

Mark Hammond SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to S.C. Code of Laws §33-31-202, the undersigned corporation submits the following information:

1. The name of the nonprofit corporation is Friends of Mount Athos in the Americas

2. The initial registered office (registered agent's address in SC) of the nonprofit corporation is 44 E. Camperdown Way Street Address Greenville Greenville SC 29601 City County State Zip Code

The name of the registered agent of the nonprofit corporation at that office is Wade Stackhouse Kolb III Print Name

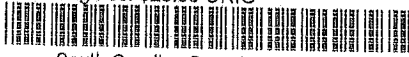
I hereby consent to the appointment as registered agent of the corporation. Wade Stackhouse Kolb III Agent's Signature

- 3. Check "a", "b", or "c" whichever is applicable. Check only one box. a. [X] The nonprofit corporation is a public benefit corporation. b. [] The nonprofit corporation is a religious corporation. c. [] The nonprofit corporation is a mutual benefit corporation.

- 4. Check "a" or "b", whichever is applicable. a. [] This corporation will have members. b. [X] This corporation will not have members.

5. The address of the principal office of the nonprofit corporation is 45 North Saunders Road Street Address Greene Androscoggin Maine 04236 City County State Zip Code

161205-0268 FILED: 12/05/2016 FRIENDS OF MOUNT ATHOS IN THE AMERICAS Filing Fee: \$25.00 ORIG



6. If this nonprofit corporation is either a public benefit or religious corporation complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation. **If you are going to apply for 501(c)(3) status, you must complete section "a."**

a. Upon 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 the 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 asset not so disposed of shall be disposed of by the Court of Common Pleas 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.

If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

OR

b. If the dissolved corporation is not described in Section 501(c)(3) of the Internal Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more of the entities described in (a.) above.

If you chose to name a specific public benefit, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

7. If the corporation is a mutual benefit corporation complete either "a" or "b", whichever is applicable, to describe how the (remaining) assets of the corporation will be distributed upon dissolution of the corporation.

a. Upon dissolution of the mutual benefit corporation, the (remaining) assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

b. Upon dissolution of the mutual benefit corporation, the (remaining) assets, consistent with the law, shall be distributed to

8. The optional provisions which the nonprofit corporation elects to include in the articles of incorporation are as follows (See S.C. Code of Laws §33-31-202(c)).

See Attachment

Name of Corporation _____

9. The name and address of each incorporator is as follows (only one is required, but you may have more than one).

Robert Allison	45 North Saunders Road, Greene, Maine	
Name	Address	Zip Code

		Zip Code
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		Zip Code
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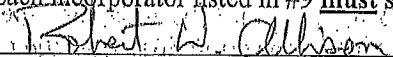
10. Each original director of the nonprofit corporation must sign the articles but only if the directors are named in these articles.

Name (only if named in articles)	Signature of director
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Name (only if named in articles)	Signature of director
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Name (only if named in articles)	Signature of director
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11. Each incorporator listed in #9 must sign the articles.

	Signature of incorporator
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	Signature of incorporator
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	Signature of incorporator
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12. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____

Filing Checklist

- Articles of Incorporation (in duplicate)
- \$25.00 made payable to the SC Secretary of State - Political Associations must also submit CL-1 form and additional \$25.00 fee
- Self-Addressed, Stamped Return Envelope
- Return all documents to: South Carolina Secretary of State's Office
Attn: Corporate Filings
1205 Pendleton Street, Suite 525
Columbia, SC 29201

FRIENDS OF MOUNT ATHOS IN THE AMERICAS

Friends of Mount Athos In the Americas

ATTACHMENT

RESPONSE TO NO. 8

Friends of Mount Athos in the Americas

- A. **Purpose.** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, the Corporation is organized for the purpose of (i) promoting, protecting, preserving, and restoring the natural and historic resources of Mount Athos in Greece; and (ii) educating the public about the rich history, culture, arts, architecture, natural history, and literature of Mt. Athos.
- B. **Exempt Organization.** Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the code (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. **Earnings.** Notwithstanding any other provision of the Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in this Article as may from time to time be either required or permitted by Section 501(c)(3) of the Code.
- D. **Foundation Status.** Notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.
- E. **Personal Liability of Directors.** To the fullest extent that the laws of the State of South Carolina, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary

FRIENDS OF MOUNT ATHOS IN THE AMERICAS
Friends of Mount Athos In the Americas

damages as such for any action taken, or any failure to take any action, as a director, and the Corporation shall indemnify each director, to the fullest extent permitted under South Carolina law, for any liability incurred by a director for any action taken, or any failure to take any action, as a director.

F. **Dissolution.** If the Corporation's assets cannot be distributed as elected upon dissolution of the corporation, because the organization elected to receive assets is not exempt under section 501(c)(3) of the Internal Revenue Code, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 asset not so disposed of shall be disposed of by the Court of Common Pleas 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.

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

**NONPROFIT CORPORATION
ARTICLES OF AMENDMENT**

Pursuant to the provisions of Section 33-31-1005 of the 1976 S.C. Code of Laws, as amended, the applicant delivers to the Secretary of State these articles of amendment:

1. The name of the nonprofit corporation is (must match name on record with Secretary of State):

FRIENDS OF MOUNT ATHOS IN THE AMERICAS

2. Date incorporated (must match date on record with Secretary of State): 12/05/2016

3. On 07/14/2017 (date the amendment was decided upon), the following amendment was adopted:

Amended Entity Name: Mount Athos Foundation of America, Inc.

4. By checking this paragraph #4 the applicant represents that (a) approval of the amendment by the members was not required, (b) the amendment was approved by a sufficient vote of the board of directors or the incorporators. (Do not check this paragraph #4 if member vote was required or if the required vote of directors or incorporators was not obtained.)

5. If the approval of the members was required to adopt the amendment(s), provide the following information:

Complete one of the following as appropriate:

Designation (classes of membership)	Number of Memberships Outstanding	Number of Votes Entitled to be Cast by each Class	Number of Votes of Each Class Voting	Number of Votes Cast* For -AND- Against	Total Number of undisputed votes cast for approval

6. By checking this paragraph #6 the applicant represents that approval of the amendment by some person or persons other than the members, the board, or the incorporators is required pursuant to Section 33-31-1030 of the 1976 S.C. Code of Laws, as amended, and that the approval was obtained. (Do not mark paragraph #6 if either of these statements is not true.)

FRIENDS OF MOUNT ATHOS IN THE AMERICAS

Name of Corporation

7. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself:

[Empty box for providing provisions for implementing the amendment]

8. If this corporation is converting from either a public benefit or religious corporation into a mutual benefit corporation, mark this paragraph #8 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

Date: 07/25/2017

Name of Corporation:

FRIENDS OF MOUNT ATHOS IN THE AMERICAS

Signed as Filer: Robert W. Allison

(Signature of Officer)

Robert W. Allison

(Print Name)

President

(Position of Officer)

Business Name: Friends of Mount Athos in the Americas

Signature Page for a Secretary of State Business Filing

This page must be completed, scanned, and attached to any business filing where one of the following is true.

- The filing party signs the digital form on behalf of official signee.
- An attorney's signature is required. (Articles of Incorporation for Corporation, Nonprofit Corporation, and Benefit Corporation)

Official Signatures

(Officer, Incorporator, Director, Agent, Partner, etc)

Required for forms where the signee is not present upon online submission and a filing party is providing a digital signing on their behalf. If the provided space is not enough, please attach multiple pages.

Robert W. Allison

Name

Robert W. Allison

Signature

July 25, 2017

Date

President

Title / Position

Name

Date

Signature

Title / Position

Name

Date

Signature

Title / Position

Name

Date

Signature

Title / Position

Attorney Signature

Required for forms that implicitly state that an attorney must sign. (Articles of Incorporation for Corporation, Nonprofit Corporation, and Benefit Corporation)

Attorney Name

Date

Attorney Signature

Scan and Upload this document to the Business Filing System during the filing process.
File must be in PDF Format.