

Restated Articles of Incorporation  
Of  
Fellowship of Reason, Inc.

The Board of Trustees is authorized to manage the affairs of the corporation within the meaning of O.C.G.A. 14-3-140(2). The Board of Trustees, by unanimous written consent, hereby restates the Articles of Incorporation as follows:

1. The name of the corporation is Fellowship of Reason, Inc.
2. The corporation shall have members.
3. The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.
4. The purpose of the corporation is to educate others in the field of the philosophy of Eudaimonism, to conduct educational, inspirational, and celebratory meetings, to provide social and fellowship activities for members and guests of members, and to provide a moral education to children, young people, and adults. The manner in which these purposes shall be carried out shall include: (1) the conduct of regular monthly or weekly (when membership size permits) meetings of the membership during which member-created celebrations of freedom, each other, visitors, celebratory announcements, heroes, literature, art, music, talent, and personal mission will be performed and a short lecture on ethics delivered; (2) the regular delivery of philosophic lectures for the education of those interested; (3) the publication of an informational newsletter containing essays of a philosophical nature and scheduling information for the membership; (4) the maintenance of a web site containing philosophic essays and other educational content; (5) the conduct of a regular "Sunday school" (in conjunction with the regular meeting) for the moral education of children, young people, and adults; (6) the conduct of social activities for the fellowship of the members such as potluck suppers, movie nights, game nights, dances, and weekend excursions (for example, white water rafting or hiking); and (7) other similar activities in furtherance of our educational, celebratory, social, and fellowship purposes.
5. Any amendment to the articles of incorporation or to the bylaws shall be approved in writing by Martin L. Cowen III during his lifetime.
6. There shall be no liability of a director to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (A) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation; (B) for acts or omissions which involve intentional misconduct or knowing violation of law; (C) for the types of liability set forth in Code Sections 14-3-860 through 14-3-864 (conflicting interest transactions); or (D) for any transaction from which the director received an improper benefit.

7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, board of directors, 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 paragraph 6 hereof. 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 the 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 the corresponding section of any future federal tax code.
8. Upon the dissolution of the corporation, assets shall be distribute 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 assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organize and operated exclusively for such purposes.