

**AMENDMENT NO. 1
TO THE ARTICLES OF INCORPORATION OF
FULTON COUNTY/CITY OF ATLANTA LAND BANK AUTHORITY, INC.**

(Adopted by the Board of Directors effective March 24, 2026)

I. RECITALS

WHEREAS, the Fulton County/City of Atlanta Land Bank Authority, Inc. (the "Corporation") was duly incorporated as a Georgia nonprofit corporation on October 22, 1991, pursuant to the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-1 *et seq.*; and

WHEREAS; the Corporation filed an application for recognition of federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Internal Revenue Service has determined that the Corporation's Articles of Incorporation do not satisfy the organizational test under Section 501(c)(3) of the Code, because they do not contain an adequate purpose clause expressly limiting the Corporation's activities to exempt purposes and prohibiting non-exempt activities; and

WHEREAS, the Board of Directors has determined that it is in the best interests of the Corporation to amend the Articles of Incorporation to include the purpose and limitation language required by the IRS and consistent with Section 501(c)(3) of the Code.

NOW, THEREFORE, BE IT RESOLVED that the Articles of Incorporation of the Corporation are hereby amended as set forth below:

This Amendment No. 1 was duly adopted by the Board of Directors of the Corporation at a meeting duly called and held on March 24, 2026, at which a quorum was present and acted throughout. No approval by the members of the Corporation was required.

II. AMENDMENT TO ARTICLE IV — PURPOSES

Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE IV — PURPOSES

This Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

In furtherance of the foregoing exclusively charitable purposes, and consistent with the Corporation's public mission, the Corporation is authorized to engage in the following activities:

- A. To foster the public purpose of returning property which is in a nonrevenue-generating, non-tax-producing status to an effective utilization status in order to promote affordable housing, new industry, elimination of blight, and jobs for the citizens of Fulton County and the City of Atlanta;
- B. To acquire title to certain tax-delinquent properties which it will in turn inventory, classify, manage, maintain, protect, rent, lease, repair, insure, alter, sell, trade, exchange, or otherwise dispose of, under such terms and conditions as further the Corporation's exempt purposes;
- C. In conjunction with the respective school districts of Fulton County and the City of Atlanta, to extinguish past-due tax liens from property foreclosed upon by Fulton County and the City of Atlanta in their tax collection capacities; and
- D. To engage in any and all lawful activities incidental to the foregoing purposes, to the extent permitted to an organization described in Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by (i) an

organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

III. CONFIRMATION OF EXISTING PROVISIONS

All other Articles of the Articles of Incorporation not expressly amended herein shall remain in full force and effect, including without limitation:

- (a) **Article VI** — Prohibition on dividends and private inurement of net earnings to members, directors, officers, or private persons;
- (b) **Article VII** — Prohibition on substantial lobbying and any participation or intervention in political campaigns on behalf of any candidate for public office;
- (c) **Article VIII** — Prohibition on any activities that would invalidate the Corporation's exempt status under Section 501(c)(3) of the Code or its status as a nonprofit corporation under the Georgia Nonprofit Corporation Code; and
- (d) **Article IX** — Distribution of assets upon dissolution exclusively for the tax-exempt purposes of the Corporation or to Fulton County and/or the City of Atlanta, consistent with Section 501(c)(3) of the Code.

The Board of Directors hereby confirms and ratifies that all existing provisions of the Articles of Incorporation are intended to be fully consistent with the requirements of Section 501(c)(3) of the Code.

IV. EFFECTIVE DATE

This Amendment No. 1 shall become effective upon filing with the Georgia Secretary of State, Corporations Division, pursuant to O.C.G.A. § 14-3-1006.

V. CERTIFICATION OF BOARD ADOPTION

The undersigned, being a duly authorized officer of the Corporation, hereby certifies that this Amendment No. 1 was duly adopted by the Board of Directors of the Corporation in accordance with the Georgia Nonprofit Corporation Code and the Bylaws of the Corporation, and that no member approval was required.

IN WITNESS WHEREOF, the undersigned has executed this Amendment No. 1 on behalf of the Corporation as of the date first written above.

FULTON COUNTY/CITY OF ATLANTA LAND BANK AUTHORITY, INC.

By (Signature):

Printed Name:

Title:

Date:

Janis Ware

Janis Ware

Chair

3/24/2024

SECRETARY'S CERTIFICATE

I, JOAN ARKINS, Secretary of Fulton County/City of Atlanta Land Bank Authority, Inc., hereby certify that the foregoing Amendment No. 1 to the Articles of Incorporation was duly adopted by the Board of Directors at a meeting duly called and held on March 24, 2026, at which a quorum was present and acted throughout, and that said amendment has not been rescinded or modified.

Secretary Signature:

Printed Name:

Date:

Joan Arkins

JOAN ARKINS

3/24/2026