

South Paulding Football Program Touchdown Club



By-Laws

**(South Paulding Touchdown Club, Inc.)
Revision: 12-10-2020**

ARTICLE I: Corporate Statements

Section 1.01: The Name.

- a) The organization name is SOUTH PAULDING TOUCHDOWN CLUB, INC, a non-profit corporation organized under the laws of the State of Georgia. (Attachment-1).
- b) The South Paulding Touchdown Club, Inc. may be referred to hereafter as “SPTC”, “the TD Club”, or “the Club”.

Section 1.02: The Purpose.

- a)The organization is organized exclusively to provide services, facilities, and equipment which are not provided for by the school; promote parent/student involvement; coordinate all supporting activities; encourage attendance at football related functions; ensure recognition for the football program and its athletes, increasing enjoyment of the fans for the South Paulding Football Programs. The specific objectives and purposes of the Corporation shall be fostering charitable and fundraising activities, including, but not limited to, the support of sporting lessons, training camps, tournaments, and educational seminars for amateur youth sports players.
- b)This TD Club shall operate as a State of Georgia non-profit corporation subject to the laws, rules, and policies of the Federal Government, State of Georgia, the Paulding County Board of Education, South Paulding High School, the Georgia High School Association, the Georgia State School Standards, and the Southern Association of Colleges and Schools Accrediting Agency.

Section 1.03: The Principal Offices.

- a) The principal office of the SPTC shall initially be located at 1364 Winn Road, Douglasville, Georgia 30134. The Board of Directors may change the location of the principal office and may also designate additional offices where needed.
- b) The mailing address for business operations shall be per the corporation’s Articles of Incorporation and subsequent amendments to the Articles. (Attachment-1)

Section 1.04: The Fiscal Year.

- a) The fiscal year of the TD Club, unless otherwise determined by the Board of Directors, shall begin on (January 01), and end on (December 31) of each calendar year.

Section 1.05: The By-Laws.

- a) The By-Laws are originally enacted by Executive Committee adoption with initial appointments to establish and fill the positions required to initiate execution.
- b) The By-Laws transcend calendar years, fiscal years, and shall remain in effect so long as the South Paulding Touchdown Club exists as an incorporated entity in the State of Georgia.

ARTICLE II: Membership

Section 2.01: Members

- a) Members are defined as Parents, Guardians, and/or other individuals who subscribe to the purpose of SPTC, who petition for membership, who pay dues, and are accepted for formal membership by the Executive Committee.
- b) A Member is entitled to one (1) vote on those matters which members shall be called upon to vote and all other rights and responsibilities of membership in the Club. New Members are eligible to vote immediately upon payment of membership dues and approval of membership by the Executive Committee. No proxy votes shall be entertained.
- c) Any Member may be nominated, elected, or selected to serve on the Board of Directors or in any other position or office of the Club. A member may hold only one (1) elected position at the same time.
- d) A Club Member who is also a member of the Advisory or the South Paulding High School Football Staff may not hold a position on the Board of Directors but may participate in any and all other Club Member entitlements.
- e) Any misconduct or felony involving children will disqualify an applicant from membership, both during application and post membership acceptance. Each situation shall be reviewed by the Executive Committee for final determination.

Section 2.02: Membership Process

- a) Applications for Membership shall be submitted to the Executive Committee, by way of the Secretary, using the approved membership form. (Attachment-2).
- b) Applications for membership may occur at any time throughout the calendar year. The Executive Committee shall receive, review and either approve or deny Memberships, individually or as a group, no later than (10) days after receipt of application.

Section 2.03: Membership Dues

- a) Annual Membership dues shall be determined by the Board of Directors and reported to the membership at the first General or Special Club meeting after changes are made.
- b) All memberships expire at midnight on the day immediately preceding the Annual Meeting in January of each calendar year, except as follows. The authority of the Board of Directors and the Nominating Committee shall remain in effect to allow execution of the Annual Meeting and the Annual Club Leadership Transition Process.
- c) For the purpose of the Annual Club Leadership Transition, the out-going Executive Committee will accept membership applications for the upcoming year and conduct the review and approval process prior to the Annual Meeting and before the Nominating Committee's presentation of candidates for the next year's Board of Directors.

ARTICLE III: Meetings

Section 3.01: Annual Spring Club Meeting

a) The previous year's Board of Directors and Nominating Committee shall conduct the Annual Meeting prior to January 31st each calendar year. The specific date, time and location will be determined by the Board of Directors. Notification may occur verbally, by mail, by e-mail, via social media or by announcement to the membership at the previous Club Meeting and must occur a minimum of (15) days prior to the meeting.

b) The Executive Committee and the individual Standing Committee Chairs shall present the general "State-of-The-Club" including, but not limited to, the financial report, SPHS Football Team business, Concessions status, known fundraising activity, and any other business deemed necessary.

c) The President will explain the nominating and election process for Board of Directors. The Nominating Committee will present nominations for all Board of Director positions. Open nominations will be accepted from the general membership for any Board position. Each nominee or nominee delegate will be allowed (2) minutes to speak to the general membership. The general membership will vote.

d) All voting matters shall be determined by simple majority of the Club formal members in attendance at the meeting.

e) The Advisory Members shall be included in all notifications for Annual Meetings.

Section 3.02: General Club Meetings

a) General Club Meetings will be held each month, February through December, inclusive. The specific dates, times and locations will be determined by the Board of Directors.

b) The Executive Committee and each Committee Chair shall give a brief report of their Committee's activities to the membership. The Treasurer shall give a financial report.

c) Notification of General Club Meetings requires a minimum of (10) days notice or notification of a General Club Meeting must be announced prior to adjourning any formal Club Meeting. Notification may occur verbally, by mail, by e-mail, via social media, or by announcement to the membership at a previous Club Meeting.

d) All voting matters shall be determined by simple majority of the Club formal members in attendance at the meeting.

e) The Advisory Members shall be included in all notifications for all General Meetings.

Section 3.03: Special Meetings

a) Special Meetings may be called by the Executive Committee as required to execute the business and operations of The Club.

b) Notification of Special Club Meetings requires a minimum of (10) days notice or notification of a Special Meeting must be announced prior to adjourning any formal Club

Meeting. Notification may occur verbally, by mail, by e-mail, via social media, or by being announced to the membership at a previous Club Meeting.

c) All voting matters shall be determined by simple majority of the Club formal members in attendance at the meeting.

d) The Advisory Members shall be included in all notifications for all Special Meetings.

Section 3.04: Board of Director Meetings

a) The Board of Directors shall set the specifics and method of conducting their own meetings. Board of Directors Meetings requires a minimum of (2) days notice. Notification may occur verbally, by mail, by e-mail, via social media or by being announced to the membership at a previous Club Meeting.

b) All Board of Directors Meetings will be open to the Club general membership.

c) A quorum, defined as a minimum of six (6) Board Members, is required to vote.

d) All voting matters shall require a minimum of five (5) votes to determine a vote.

e) The Advisory Members shall be included in all notifications for all Board Meetings.

Section 3.05: Executive Committee Meetings

a) The Executive Committee will set the specifics and method of conducting their own meetings. Meetings may be held prior to, subsequent to, or concurrent with the Annual Meeting, General Club Meetings, Special Meetings, or Board of Director Meetings.

b) The Advisory or any individual member of the Advisory may request a Special Meeting with the Executive Committee at any time for any subject. In this situation, the meeting date, time, and location shall be determined by agreement.

Section 3.06: Recording Meeting Minutes and Club Business.

a) All formal SPTC Meetings require Minutes recorded and filed for history purposes.

b) In the event that the SPTC Secretary is unable to attend any Club Meeting where Meeting Minutes are required, the Secretary may assign a designee, with Executive Committee concurrence. It is the SPTC Secretary's responsibility to ensure the designee is properly trained and capable of recording minutes.

ARTICLE IV: Organization

Section 4.01: The Advisory

a) The Advisory is a non-voting entity consisting of three (3) South Paulding High School Staff Members, the Principal, the Athletic Director, and the Head Football Coach. Any Advisory member may assign a designee or send a temporary representative to any SPTC activity where the Advisory would normally attend or participate.

b) The purpose of the Advisory is to provide counsel, guidance, and wisdom to the Club in matters of rules, policies, and protocols so that all SPTC relationships remain in good standing. Additionally, the Advisory shall counsel the Club leadership to ensure that SPTC activities and members will always represent South Paulding High School with the highest level of character, maintaining an excellent reputation.

c) The Advisory and the individual Advisory members do not vote on formal Club issues nor participate in formal Club business operations or activities. The exception is that the individual Advisory members may apply individually and be accepted as an SPTC Member with all voting privileges and rights as a Club Member except as follows. The Advisory Members are not eligible to hold any position on the Board of Directors.

d) The Advisory and the individual Advisory members, have authority over all SPTC functional activities performed on South Paulding High School's Campus to maintain compliance to all School, County, and State regulations.

Section 4.02: The Board of Directors

a) The Board of Directors shall consist of six (6) Members. Four (4) Members serve as the Executive Committee and also serve as the Corporation Officers. Two (2) Members serve as the Directors of the Standing Committees. The South Paulding High School Head Football Coach shall serve as a non-voting ex-officio member of the Board.

b) All Board Members shall be elected per SPTC election procedures (Section 5.01) and shall serve one (1) term of one (1) year beginning February 1st and expiring January 31st of the following calendar year unless re-elected.

c) Members with immediate family relationships defined as, husband, wife, father, mother, brother, sister, son, daughter, grandfather, grandmother, uncle, and aunt, by either blood or marriage, may serve on the Board of Directors at the same time, excluding the Executive Board, provided that the relationship is disclosed to the membership at the time of nomination. No more than one (1) of the immediate family members may have financial signatory during the same term.

d) If any vacancies occur on the Board of Directors due to death, resignation, removal, or otherwise, the Executive Committee may or may not choose to appoint a temporary Director for continuing operations. As soon as practical, the Nominating Committee shall execute the nomination process and schedule a general member vote to replace the vacating member using the same process as originally elected.

e) At the end of terms or service, it is expected that each out-going Director will take every measure possible to transfer all information required for the next Board to be able to assume productive activity upon the first day of service.

Section 4.03: The Executive Committee (of the Board of Directors)

- a) The Executive Committee of the Board also operates as the Officers of the Corporation and shall be comprised of the President, Vice-President, Secretary, and Treasurer. The South Paulding High School Head Football Coach shall serve as a non-voting ex-officio member of the Executive Committee.
- b) The President shall: -Conduct the affairs of the TD Club, -Execute the policies established by the Board and SPTC By-Laws, -Chair all meetings of the TD Club, Board of Directors, and the Executive Committee, -Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the TD Club, -Be responsible for the conduct of the TD Club in conformity to federal, state, county and state Board of Education policies, principles, rules, and laws to which a nonprofit corporation/booster club is subject, -Direct all matters to the appropriate committees, -Be an ex-officio member of all committees.
- c) The Vice-President shall: -Preside over all meetings in the absence of the President, - Represent the Executive Committee and serve as the Chairperson of the Nominating Committee, -Serve as designee and delegate for the President, -Perform other duties as requested by the President, -Be an ex-officio member of all committees.
- d) The Secretary shall: -Maintain appropriate files, mailing lists and records necessary for conducting Club business, -Maintain a list, with the assistance of the Treasurer, of all members, directors and committee members, -Be responsible to ensure proper notification of all TD Club Meetings where notifications are required, -Bring By-Laws, Minutes, and Member lists to every SPTC meeting, -Record the minutes of all SPTC meetings and maintain a file of Minutes, -Notify officers, members, directors and committee members of their election and /or appointments, - Perform such duties as are herein specifically set forth and such other duties as are customary to the Office of Secretary, -Perform other duties as requested by the Board of Directors.
- e) The Treasurer shall: -Manage all SPTC financial responsibilities, -Work with the Board of Directors in preparing and maintaining their budgets, - Receive all monies and securities and deposit them in a depository approved by the Board of Directors, - Keep records for the receipt and disbursement of all monies and securities, -Approve all payments from allotted funds and draw checks therefore in agreement with the policies established in advance of such actions by the Board of Directors, - Shall not disburse any monies or securities without proper documentation or the issuing of a Purchase Order, -Ensure all required financial reporting is conducted to remain compliant with Paulding County School System mandates,-Prepare Financial Reports for the monthly General Meetings and the Annual Meeting for submission to the membership and the Board of Directors, - Perform such duties as are herein specifically set forth and such other duties as are customary to the Office of Treasurer, - Perform other duties as requested by the Board of Directors. To be nominated and elected to the Treasurer position, one must have a verifiable accounting degree or verifiable accounting experience of at least five years.

Section 4.04: The Standing Committee Directors (of the Board of Directors)

a) The Director of Fundraising shall: -Serve on the Board of Directors, -Be responsible for and maintain oversight for all activity of the Fundraising Committee, -Ensure the committee executes all assigned duties and projects, -Create and maintain a season budget and present the budget to the Board of Directors for review and concurrence, -Update budgets as the year progresses and return to the Board for review and concurrence as revisions are known, -Develop and update the Committee's notes and processes as required for consistency (Attachment-5), -Seek members to serve and execute the assigned duties of the committee, -Provide a list of committee members to the Board for concurrence and recording, -Maintain an inventory of Spirit-Wear with records of sales, -Present committee status at the Monthly Member Meetings, -Present an End-of-Term report at the Annual Meeting.

b) The Director of Team Support shall: -Serve on the Board of Directors, -Be responsible for and maintain oversight for all activity of the Team Support Committee, -Ensure the committee executes all assigned duties and projects, -Create and maintain a season budget and present the budget to the Board of Directors for review and concurrence, -Update budgets as the year progresses and return to the Board for review and concurrence as revisions are known. Seek members to serve and execute the assigned duties of the committee, -Provide a list of committee members to the Board for concurrence and recording, -Coordinate field crew and special projects. Coordinate concessions, football team meals etc., -Present committee status at the Monthly Member Meetings, -Present an End-of-Term report at the Annual Meeting.

Section 4.05: The Nominating Committee

a) The Nominating Committee is an appointed committee comprised of the Vice-President who serves as the Chairperson, one (1) appointed Director who is not a member of the Executive Committee, and three (3) general membership appointees who are not members of the Board of Directors. The South Paulding High School Head Football Coach shall serve as a non-voting ex-officio member of the nominating Committee.

b) The Executive Committee will appoint the Nominating Committee member Director and the (3) general members before the first regular season football game. The memberships and charge of this Committee shall remain active until January 31st to allow the nominating and election process to be completed.

c) The primary function of the Nominating Committee is to seek and identify candidates that are capable and willing to serve in the Club's elected positions as Officers and Committee Directors. The Nominating Committee shall: -Compile a slate of potential candidates focusing to achieve at least two (2) candidates for each position wherever possible, -Contact the candidates to ascertain their willingness to serve, -Present the slate of candidates to the General Membership at the Annual Meeting for consideration. Additional candidates may be nominated from the membership at the Annual Meeting.

Section 4.06: The Standing Committees

- a) The Director of each respective Standing Committee will serve on the Board of Directors and will be responsible for populating the committee with as many members as required to adequately perform the expected committee tasks. Each committee shall maintain records required for operations. Individual Club Members may serve on multiple committees.
- b) The Fundraising Committee shall be organized and led by the Director of Fundraising. The responsibilities include, but are not limited to: -Seeking and evaluating the feasibility of new fundraising projects, -Coordinate and execute all fundraising projects, -Coordinate spirit-wear activity, -Coordinate signs and public displays wherever applicable, -Recruit additional members to become active in committee activities. Meetings will be conducted as required with no notification requirements.
- c) The Team Support Committee shall be organized and led by the Director of Team Support. The responsibilities include but are not limited to: -Coordinate all team meals including summer camp, pregame, postgame and other similar meals as requested and approved by the Board. Coordination of meals includes purchasing, serving, cleanup, and coordination with the Concessions Committee for common activities. Coordinate all field crew and field maintenance activities. -Recruit additional members to become active in committee activities. Meetings will be conducted as required with no notification requirements.

Section 4.07: Special Committees

- a) The Board of Directors may, at its discretion, establish Special Committees for special purposes and assignments. The Board shall appoint a Chairperson at minimum and record the committee name, charge, and duty assignment in the Board minutes. Committee members may or may not be appointed at the time of inception. If not appointed, the Chairperson shall seek members and return to the Board with a committee member list for review, concurrence, and records.
- b) At the end of the Special Committee assignment or the end of the operational year, whichever occurs first, the chairperson shall return to the Board and submit a final report for records and the Special Committee shall expire. A newly elected Board may choose to re-establish the Special Committee to complete any remaining tasks.

ARTICLE V: Operations and Policies

Section 5.01: Elections

- a) Elections for the Board of Directors shall occur at the Annual Meeting before January 31 each calendar year.
- b) The Nominating Committee shall present their slate of candidates for each and all Board positions which is compiled per (Section 4.05). The slate of all candidates for all Board positions will be announced openly to the membership and recorded for history.
- c) The presiding President will open the floor and accept additional nominations, only for the first Board position to be voted, the President. Any additional nominations from the floor for President will be added to the existing slate of candidates and be re-announced to the membership.
- d) All of the nominees for President or their delegates shall be allowed a maximum of two (2) minutes to address the membership. At the end of all candidate addresses, a vote will be called. If more than two (2) nominees are voted, the two candidates with the most votes shall be re-voted and a selection made.
- e) After the first position is filled, the presiding President shall repeat (Section 5.01.a) and (Section 5.01.c) for each remaining Board position using (Sections 4.03 and 4.04) as the order of nomination and election until all positions have been filled.
- f) Candidates not elected in any of sequential votes, may be re-nominated for any remaining position and subsequently be considered by vote until all positions are filled.
- g) The outgoing Board passes all records, documents and operations to the newly elected Board which assumes control of Club operations on February 1 of each calendar year.

Section 5.02: Resignations

- a) Any elected official of the Club may resign at any time in writing to the Board of Directors. Unless otherwise specified or requested in writing, the resignation shall be effective when tendered.

Section 5.03: Removals

- a) Any elected official of the Club may be removed from elected position. Prior to removal activity, the Executive Committee shall make every effort to restore or correct any issues potentially leading to the removal process.
- b) If the Executive Committee is not able to restore or correct the issues, the Executive Committee shall review the circumstances and issues to determine if there is cause for removal. If removal is indicated as just, the Executive Committee shall, by majority vote, recommend to the Board of Directors that the elected official be removed.

- c) The Board of Directors will review and determine by vote if removal is appropriate. A minimum number of six (6) Board of Directors votes are required to execute a removal.
- d) If a removal is executed, the Board will notify the general membership and initiate the replacement process as soon as practical.

Section 5.04: Replacements

- a) Replacement of an elected official is identical to filling a vacancy (Section 4.02.c).

ARTICLE VI: Financial

Section 6.01: Policy

- a) The South Paulding Touchdown Club, Inc. shall maintain total and complete open financial records and disclosure to the General Membership. Financial reports will be available at all Club meetings of the General Membership.

Section 6.02: General

- a) The fiscal year of the TD Club, unless otherwise determined by the Board of Directors, shall begin on (January 01) and end on (December 31) of each calendar year.
- b) No Club Officer, Board Member, Director, Committee Member, or General Member shall receive, directly or indirectly, and salary, compensation, or emolument from the TD Club for services rendered as an Officer, Board Member, Director, Committee Member, or General Member.
- c) All monies received by the Treasurer shall be deposited into a legitimate bank account selected by the Board and all disbursement shall be made by check whenever feasible.
- d) Receipts must be retained and provided for all cash paid out.
- e) The Club will provide the Advisory with a copy of the Club's Financial Report from the Annual Meeting.

Section 6.03: Debt

- a) No loan shall be contracted on behalf of the TD Club unless receiving concurrence from the Advisory, a majority vote of the Board of Directors, and a majority vote of the General Membership.

Section 6.04: Auditing

- a) The Board of Directors shall be responsible to arrange an annual independent audit at the end of each fiscal year. The results shall be presented to the Board of Directors at the completion of the audit. The audit report will be presented to the General Membership at the

Annual Meeting.

ARTICLE VII: Interpretation and Conflicts

Section 7.01: Interpretation

- a) In the event there shall be two interpretations of any part of these By-Laws, one which would be illegal or invalid, and another which would be legal or valid, then the interpretation which would be legal or valid shall be used.
- b) In any legitimate controversy to the interpretation of any part of these By-Laws, the decision of the Board of Directors to the proper interpretation of those parts in controversy shall be final and binding.

ARTICLE VIII: By-Law Amendments

Section 8.01: General

- a) These By-Laws may be amended, repealed, and/or altered in whole or part by Board of Directors majority vote, and majority vote of the General Membership attending a scheduled meeting where By-Law Amendment is published on the agenda.
- b) The Board may initiate amendment and/or alteration as a necessity of operations by announcing the intent to amend the By-Laws at an open Board of Directors Meeting.
- c) Any Member(s) may recommend amendments and /or alterations to the By-Laws by presenting the specific recommendations in writing, to the Board of Directors at any scheduled Club meeting. The recommendations shall be read aloud and the Board shall receive the recommendations for review. The Board will respond within thirty (30) days of receipt with specifics and details at a scheduled Club meeting.
- d) The forms and documents attached and identified as (Attachments) are for reference only. Revision and/or alteration to any of these attachments or the addition of new (Attachments) are not considered an amendment and/or alteration to these By-Laws and therefore do not require the By-Law Amendment approval process contained herein.
- e) The By-Laws must be provided to the Advisory after any and all By-Law Amendment.

Section 8.02: Tracking By-Law Amendments

- a) The dates for all amendments and/or alterations to these By-Laws along with a brief description shall be recorded here for history and reference.

2006	Original TD Club formed: non-incorporated Booster Club for SPHS
09/07/06	TD Club Inc; tax exempt, non-profit; complete re-write
05/21/12	Year-end & term amendment

12/10/20 Update board positions, communication methods, add accounting degree and/or accounting experience to Treasurer position, correct PO Box.

ATTACHMENT-1

ARTICLES OF Amendment Of ARTICLES OF INCORPORATION

Article One

The name of the organization is:

SOUTH PAULDING TOUCHDOWN CLUB, INC.

The organization hereby adopts the following amendments to change the text as follows:

Article Two

The Organization shall have perpetual duration.

Article Three The organization is organized exclusively to promote parent/student involvement; coordinate all supporting activities; encourage attendance at football related functions; provide services, facilities and equipment which are not provided for by the school; ensure recognition for the football program and its athletes and increase enjoyment of the fans for South Paulding High School. The specific objectives and purposes of the Corporation shall be fostering charitable and fundraising activities, including, but not limited to the support of youth sporting lessons, training camps, tournaments, and educational seminars for amateur youth sports players. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code [O.C.G.A. 14-3-202] and is organized exclusively for the purposes of fostering charitable, religious, educational, and/or scientific purposes, including, but not limited to the aid and support of youth related sporting events and competitions, training, supporting and developing youth sports players for competition, as specified in Section 501(c)(3) of the Internal Revenue Code, for such purposes, the making and distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article Four The principal mailing address of the non-profit is: P O Box 1992 Hiram GA 30141 **Article Five**

The Registered Agent is: Tina Drummond CPA P O Box 1017 Hiram GA 30141

Article Six

The corporation will have members.

Article Seven

The affairs of the Corporation shall be managed by a Board of Directors [O.C.G.A 14-3801]. The method of electing the Board of Directors shall be determined by the bylaws of the

Corporation. [O.C.G.A. 14-3-804]. Liability of all directors of the Corporation to the Corporation or its members for monetary damages for any action taken, or any failure to take any action as a director, is hereby eliminated to the fullest extent allowed by O.C.G.A. 14-3-202 of the Georgia Nonprofit Corporation Code or any successor statute.

Article Eight

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors of trustees, 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 of the exempt purposes (charitable, educational, religious and/or scientific).

Article Nine

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 any political campaign on behalf of, or in opposition to, any candidate for public office. Furthermore, notwithstanding any other provisions of these bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article Ten

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 50(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article Eleven

This Amendment was duly adopted by the Board of Directors of the Corporation without member approval as member approval was not required.

Article Twelve

The date of the adoption was June 8, 2009.

IN WITNESS WHEREOF, the undersigned executes this Amendment to the Articles of Incorporation this 8th day of June 2009.

SOUTH PAULDING TOUCHDOWN CLUB INC

Tina Drummond CPA