

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

ATHENS FILM ARTS INSTITUTE, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **09/24/2009** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on September 24, 2009



A handwritten signature in cursive script, reading "Karen C Handel".

Karen C Handel
Secretary of State

Articles Of Incorporation For Georgia Non-Profit

The name of the corporation is:

Athens Film Arts Institute, Inc.

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

The principal mailing address of the non-profit:

357 A Prince Avenue
Athens, GA 30601

The Registered Agent is:

Brigitta Hangartner
357 A Prince Avenue
Athens, GA 30601

County: Clarke

The name and address of each incorporator(s) is:

Thomas H. Rogers, Jr.
P.O. Box 832
Athens, GA 30603

The corporation will have members.

The optional provisions are:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors or 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 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 corresponding section of any future federal tax codes, 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.

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.

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 governments, for a public purpose. Any such assets not so disposed of shall be disposed of by the Senior Judge of the Superior Court of Athens-Clarke County, Georgia exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the date set forth below.

Signature(s):

Attorney-in-Fact, Thomas H. Rogers, Jr.

Date:

09/24/2009

FIRST AMENDED AND RESTATED BYLAWS
OF
ATHENS FILM ARTS INSTITUTE, INC.
(Effective as of January 19, 2015)

Article 1
NAME AND PURPOSE

Section 1. Name. The name of the corporation shall be **ATHENS FILM ARTS INSTITUTE, INC.** (the “Corporation”).

Section 2. Organization. The Corporation is organized pursuant to the Georgia Non-Profit Corporation Code.

Section 3. Purpose. The Corporation is organized to promote the arts in general, and film arts in specific, and to foster arts education in the general community, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. No Discrimination. As to the individual members of the general community served by the Corporation, and as to the employees engaged by the Corporation from time to time, the Corporation shall not discriminate on the basis of race, religion, sex or national origin.

Article 2
DIRECTORS

Section 1. Authorities and Duties. The management of the Corporation, including the general supervision of the property, affairs and finances of the Corporation, shall be vested in and controlled by a board of directors (the “Board of Directors”). Without limiting the generality of the foregoing, the Board of Directors shall elect the Officers of the Corporation.

Section 2. Number and Term of Office. The Board of Directors shall be comprised of not less than three (3), and not more than twenty (20) members (each a “Director” and, collectively, the “Directors”), and shall be self-perpetuating. The term of office of each Director shall be three (3) years, provided that: the initial term for approximately one third (1/3) of the Directors shall be one (1) year; the initial term for approximately one third (1/3) of the Directors shall be two (2) years; and the initial term of approximately one third (1/3) of the Directors shall be three (3) years. Thereafter, each Director shall have a three (3) year term. This shall result in the Directors serving staggered terms, with approximately one-third (1/3) of the members of the Board of Directors being elected each year. Directors shall be elected each year by a majority vote of the Directors whose terms of office are not expiring. No Director shall serve for more than three (3) full, consecutive terms (regardless of the duration of such terms). For purposes of

the term limits set forth in this Section, any Director elected to serve a full term, and any Director elected to serve the balance of an unexpired term created by a vacancy, who serves in excess of fifty percent (50%) of such term, shall be deemed to have served a full term.

Section 3. Election and Removal. Directors shall be elected each year by a voice vote or ballot of the Directors entitled to vote thereon and shall hold office until their successors are elected, except in case of resignation, removal from office or death. Any Director may be removed from office by the Board of Directors by majority vote, at any time, with or without cause. The Board of Directors by a majority vote shall have the power to fill any unexpired terms due to vacancies occurring between annual elections.

Section 4. Annual Meeting. An annual meeting of the Board of Directors shall take place at such time and on such date each year as the Board of Directors or the President of the Corporation shall determine, at the principal offices of the Corporation or at such other place within the city of Athens, Georgia as the Board of Directors or the President shall determine. The purpose of the annual meeting shall be to elect the Officers of the Corporation, to receive the reports of the committees of the Board of Directors, ~~if any~~, Officers and staff of the Corporation, and to consider and act upon such other matters as may properly come before the meeting.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors or the President shall determine. Regular meetings shall be held at the principal offices of the Corporation or at such other place within the city of Athens, Georgia as the Board of Directors or the President of the Corporation shall determine. The purposes of regular meetings of the Board of Directors shall be to receive the reports of the committees of the Board of Directors, Officers and staff of the Corporation, and to consider and act upon such other matters as may properly come before the meeting.

Section 6. Special Meetings. The President or one-third of the members of the Board of Directors may call a special meeting of the Board of Directors, to be held at any time at the principal offices of the Corporation or at such other place within the city of Athens, Georgia as the President or the Directors calling the meeting shall determine. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting.

Section 7. Notice of Meetings. Not less than ten (10) days before the date fixed for an annual or regular meeting of Directors, or two (2) days before the date fixed for ~~f~~a special meeting, written notice stating the date, time, place and, in the case of a special meeting, the purposes of the meeting, shall be given by or at the direction of the President or the Directors calling the meeting. The notice shall be given by personal delivery, mail, facsimile electronic mail, or any other communications equipment authorized by the Board of Directors from time to time and shall be addressed to the Directors at their respective addresses as they appear on the records of the Corporation.

Section 8. Quorum. At any meeting of the Board of Directors or any committee provided for herein, a majority of the total number of Directors or committee members (as applicable) shall constitute a quorum for the transaction of the business of the Corporation, and a majority of the vote by the Directors or committee members constituting such quorum shall be sufficient to pass upon any matter coming before such meeting.

Section 9. Meetings by Means of Communications Equipment. Any meeting of the Board of Directors or any committee provided for herein may be held through the use of

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telephone or other communications equipment if all persons participating can hear each other and communicate contemporaneously with each other. Participation in a meeting pursuant to this Section 9 of Article Two shall constitute presence at such meeting.

Section 10. Voting Rights of Directors. Each Director shall be entitled to one (1) vote upon any matter properly submitted to the Directors for their vote, and may vote by proxy (to be in writing, signed and dated (or in the case of a proxy provided by e-mail, in writing dated and sent from an e-mail account held by the Director issuing the proxy). Notwithstanding any provision of the Georgia Non-Profit Corporation Code now or hereafter in force requiring the vote or consent of the Directors of the Corporation for the authorization or taking of any action, such action may be authorized or taken by the vote or consent of a majority of those Directors present at a meeting of the Directors at which a quorum is present, unless otherwise expressly required by law, the Articles of Incorporation, or these bylaws.

Section 11. Waiver of Notice. Notice of the time, place and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other authorized communications equipment) without protesting, whether prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Director of notice of the meeting.

Section 12. Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by (or in the case of an affirmative vote and approval provided by e-mail, a writing or writings sent by), a majority of the Directors, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 13. Board of Directors Observers. The Board of Directors may from time to time appoint observers ("Observers"), who may participate in any meeting of the Board of Directors and/or any committee provided for herein, but who shall not be counted as Directors, and who shall not have voting rights with respect to matters coming before the Board of Directors or any such committee, as contemplated in Sections 2 and 10 of this Article Two, respectively. Observers may include (by way of example, but not by way of limitation) students, community members or other persons deemed appropriate by the Board of Directors. Unless otherwise provided by the Board of Directors, Observers shall be elected each year by a voice vote or ballot of the Directors entitled to vote thereon and shall hold office for one (1) year, or such other, shorter periods as may be deemed appropriate by the Board of Directors (for example, one (1) semester in the case of student-Observers, or for the duration of a specific project), or until their successors are elected, except in case of resignation, removal from office or death. Any Observer may be removed from office by the Board of Directors by majority vote, at any time, with or without cause. The Board of Directors by a majority vote shall have the power to fill any unexpired terms due to vacancies occurring between annual elections.

Article 3 COMMITTEES

Section 1. Executive Committee. The management of the Corporation, during periods occurring between regularly scheduled meetings of the Board of Directors, shall be

vested in and controlled by an Executive Committee which shall be composed of the Officers of the Corporation and up to three (3) additional members of the Board of Directors appointed by the President, subject to the approval of the Board of Directors, who shall each serve a one (1) year term. The Executive Committee shall act for the Board of Directors during such periods but shall not have the power or authority to reverse any action taken by, or policy of, the Board of Directors.

Section 2. Standing Committees. The President may from time to time establish and appoint, subject to the approval of the Executive Committee, members of various standing committees comprised of a portion of its members. Such committees may include (by way of example, but not by way of limitation) an Audit Committee, a Compensation and Benefits Committee, a Finance Committee, a Fundraising Committee, a Nominating and Corporate Governance Committee, an Operations Committee and a Programming Committee, shall serve at the pleasure of the Board of Directors, and shall have such authority, and perform such duties, as may be determined from time to time by the Board of Directors. Members of Standing Committees shall each serve a one (1) year term.

Section 3. Special Committees. The President may from time to time establish and appoint, subject to the approval of the Executive Committee, members of various special committees comprised of a portion of its members. Such committees may include (by way of example, but not by way of limitation) committees appointed to provide further guidance and support to the Board of Directors in connection with special projects undertaken by the Corporation from time to time, shall serve at the pleasure of the Board of Directors, and shall have such authority, and perform such duties, as may be determined from time to time by the Board of Directors. Unless otherwise determined by the Board of Directors, members of Special Committees shall each serve a one (1) year term.

Section 4. Records, Reporting and Authority. Each committee shall keep a written summary of its proceedings and make such reports to the Board of Directors at its regularly scheduled meetings as the Board of Directors may from time to time request. Unless otherwise determined by the Board of Directors, any act or authorization by a committee of the Board of Directors within the authority delegated to it shall be as effective as the act or authorization of the Board of Directors. Any action that may be authorized or taken at a meeting of any committee of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by (or in the case of an affirmative vote and approval provided by e-mail, a writing or writings sent by), a majority of the members of the committee, which writing or writings shall be filed with or entered upon the records of the Corporation.

Article 4

OFFICERS

Section 1. Officers. The officers of the corporation (“Officers”) shall include a President, a Secretary and a Treasurer, and such other Officers as the Board of Directors may deem necessary or advisable. Any one (1) office may be held by any two (2) persons. Each Officer may execute, acknowledge, or verify any instrument, including checks and contracts, to which the Corporation is a party unless the instrument is required to be executed, acknowledged,

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or verified by two (2) or more Officers by law, by the Board of Directors or the policies of the Corporation.

Section 2. Election, Term of Office and Removal. The term of office of all Officers shall be one (1) year, with the Officers being elected each year at the annual meeting of the Board of Directors by majority vote of the Board of Directors. Officers shall hold office until their successors are elected, except in case of resignation, removal from office or death. Any Officer may be removed from office by the Board of Directors by majority vote, at any time, with or without cause. The Board of Directors by majority vote shall have the power to fill any unexpired terms due to vacancies occurring between annual elections.

Section 3. President. The President of the corporation shall preside at all meetings of the Board of Directors and shall supervise the affairs of the Corporation. The President shall, within two weeks following his or her election (or as promptly thereafter as is practicable), appoint or confirm all members of any then-existing Standing Committees and Special Committees of the Board of Directors, subject to the approval of the Board of Directors. The President shall be an ex-officio member of all Standing Committees and Special Committees of the Board of Directors and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors.

Section 4. Absence of President. In the event of the absence or inability of the President to perform his or her duties, such duties shall be performed by the Secretary of the Corporation.

Section 5. Secretary. The Secretary of the Corporation shall keep minutes of all meetings of the Board of Directors and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors.

Section 6. Treasurer. The Treasurer shall be a member of the Finance Committee, which will be charged with oversight of internal and external audits of the Corporation and of the Audit Committee (in each case if constituted), shall review the financial reports of the Corporation and shall make a financial report to the Board of Directors at its regularly scheduled meetings and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors. The Treasurer shall be responsible for working with the President and the Corporation's staff to develop an annual operating budget for the Corporation to be submitted to and approved by the Board of Directors, working with the President and the Corporation's staff and outside accountants and advisors to develop and maintain financial reporting processes and practices, internal controls and procedures, and directing cost studies and other activities related to the financial affairs of the Corporation as needed.

Section 7. Other Officers. The other Officers, if any, whom the Board of Directors may elect shall have such authority and perform such duties as may be determined by the Board of Directors.

Article 5 STAFF

Section 1. Executive Director. The Board of Directors shall hire an Executive Director who shall be responsible for the daily operations of the Corporation, in each case in

accordance with any annual operating budget or other budgets, policies and procedures applicable to the operations of the Corporation that may be established from time to time by the Board of Directors. The Executive Director shall report to the Board of Directors, be responsible for the hiring of all members of the staff of the Corporation and the designation of their respective duties and responsibilities, as well as the supervision thereof. The Executive Director shall attend all meetings of the Board of Directors, report to the Board of Directors as requested, and be the person responsible for the implementation of all policies established by the Board of Directors.

Article 6

LIMITATION OF LIABILITY IN DAMAGES; INDEMNIFICATION

Section 1. Limitation of Liability in Damages of a Director. A Director of the Corporation shall be liable in damages for any action he or she takes or fails to take as a Director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.

Section 2. Third Party Action Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a member, trustee, director, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe his or her conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute such proof.

Section 3. Derivative Action Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a member, trustee, director or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation, except that the

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Corporation shall indemnify him or her to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. Determinations of Indemnification Rights. Any indemnification under Section 2 or Section 3 of this Article Five (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer serving at the request of the Corporation as a member, trustee, director, or officer of another enterprise is proper under the circumstances. The determination shall be made (a) by a majority vote of those Directors who in number constitute a quorum of the Directors and who also were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable (or even if obtainable) and a majority of disinterested Directors so directs, in a written opinion by independent legal counsel compensated by the Corporation, or (c) by the court in which the action, suit, or proceeding was brought.

Section 5. Advances of Expenses. Expenses (including reasonable attorneys' fees) incurred by the Director or Officer of the Corporation in defending any action, suit, or proceeding referred to in Section 2 or 3 of this Article Five shall be paid by the Corporation, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or Officer in which he or she agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation, and (b) to cooperate with the Corporation concerning the action, suit, or proceeding.

Section 6. Purchase of Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of any person who is or was a Director, Officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a member, trustee, director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability under the provisions of this Article Five or of the Georgia Non-Profit Corporation Code. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 7. Heirs; Non-Exclusivity. The limitation of liability in damages and the indemnification provided by this Article Five shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, these bylaws, any agreement to which the Corporation is a party, or any insurance purchased by the Corporation, or pursuant to any vote of the disinterested Directors, or by reason of any action by the Board of Directors to take into account amendments to the Georgia Non-Profit Corporation Code that serve to expand the authority of the Corporation to indemnify a Director or Officer of the Corporation, or otherwise, both as to action in his or her official

capacity and as to action in another capacity while holding an office or position with the Corporation.

Section 8. No Mandatory Indemnification of Volunteers. The Corporation shall not be required to indemnify volunteers other than Directors or Officers of the Corporation or trustees, directors, or officers of another domestic or foreign nonprofit Corporation or Corporation for profit, or partnership, joint venture, employee benefit plan, trust, or other enterprise serving at the request of the Corporation.

Article 7 GENERAL

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year or on such other date as may be fixed from time to time by the Board of Directors

Section 2. Resignation. Each Director and Officer shall have the right to resign at any time by signed notice delivered to the President, Secretary or the Board of Directors, which such resignation shall be effective as of the date of delivery or such later date as may be specified in the notice. In addition, any Director or Officer shall be deemed to have resigned if the President, Secretary, or the Board of Directors shall receive a written opinion from an examining physician to the effect that such Director or Officer no longer has the capacity to carry out his or her responsibilities to the Corporation.

Article 8 AMENDMENTS

Section 1. Two-Thirds Majority Requirement. Amendments to these bylaws may be adopted by a two-thirds majority vote of all the members of the Board of Directors present or voting by proxy at a regular meeting of the Board of Directors, or by written consent of two-thirds majority vote of all members of the Board of Directors taken in lieu of a meeting of the Board of Directors, provided that all of the Directors have had at least ten (10) days written notice of such proposed amendments prior to voting thereon.

Article 9

Section 1. Disbursement of Assets.

AFAI (d/b/a Cine) is a 501(c)3 entity. As such, should AFAI cease to conduct business and dissolve, it will transfer all assets of AFAI, both real and personal, to a local foundation (like Athens Area Community Foundation) to oversee, manage, and disburse via grants, consistent with AFAI's mission statement. Specifically such assets will be disbursed to local non-profits, which promote arts and culture within their mission.

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END OF BYLAWS