**STATEMENT OF INCORPORATOR**

**ARTICLES OF INCORPORATION**

**MONTH JANUARY, 2021**

The undersigned director of The Buis Book Foundation, Inc., a non-profit corporation organized under the Georgia Non-Profit Corporation Code and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, does by this writing consent to the following actions and adopt the following resolutions:

WHEREAS, by execution of this written consent, the undersigned hereby accepts her appointment as the sole director of The Buis Book Foundation, Inc (herein “Corporation”).

WHEREAS, the original Articles of Incorporation of the corporation were filed in the office of the Georgia Secretary of State on January, 2021;

WHEREAS, the Statement of Incorporator, dated as of January, 2021, appoints the undersigned as the President and initial director of the Corporation, and adopts the enclosed Bylaws for the regulation of the affairs of the Corporation; and

NOW, THEREFORE, BE IT RESOLVED, that this Statement and Consent of Incorporator and a certified copy of the Articles of Incorporation and Bylaws be inserted in the minute book of the Corporation.

A. Election of Officers

RESOLVED, that the following persons are hereby appointed to the office(s) indicated next to their respective names:

Name Office

Kirk Buis President and Chief Executive Officer

Fran Buis Secretary

Mark Buis Treasurer and Chief Financial Officer

B. Minute Book

RESOLVED FURTHER, that this Corporation shall maintain as part of its corporate records, a book entitled “Minute Book” which shall include, but which shall not be limited to, a record of its Articles of Incorporation and amendments thereto, its Bylaws and amendments thereto, minutes of all meetings of its Directors with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the number of directors present or represented at the Board meetings, and the proceedings thereof; and

C. Bank Accounts

WHEREAS, this Board of Directors has determined that bank accounts for the deposit and disbursement of funds, and other funds which may come under the control of the Corporation, shall be created at Truist;

NOW, THEREFORE, BE IT RESOLVED, that the President of the Corporation, and such other officers and directors as she may direct by future Resolution, be authorized, directed, and empowered to establish such bank accounts as deemed appropriate. The Treasurer is hereby directed to maintain at all times an accurate and current list of all such bank accounts and to make such list immediately available to any officer or director and the Corporation’s auditors, upon the request of any such person or entity;

RESOLVED FURTHER, that the Secretary, or any Assistant Secretary, be and each hereby is, authorized, directed, and empowered to execute any certificate evidencing the adoption by this Board of one or more resolutions authorizing the opening of any such bank account to the extent such resolutions may be required in connection therewith; and

RESOLVED FURTHER, that the execution and delivery of any such certificate shall be deemed to constitute conclusive evidence of the due adoption by this Board of Directors of the resolutions contained therein as of the date specified in such certificate.

D. Employee Tax Identification Number

RESOLVED FURTHER, that the President and such other officers or directors as he may direct be, and each hereby is, authorized, directed, and empowered to apply for an employer’s identification number on Form SS-4 on behalf of the corporation.

E. Incorporation Expenses

RESOLVED FURTHER, that the President and such other officers as she may direct be, and each hereby is, authorized, directed, and empowered to pay the expenses of incorporation and organization of this Corporation.

F. Omnibus

RESOLVED FURTHER, that the President and such other officers as she may designate be, and each hereby is, authorized, directed, and empowered to take such other action and to execute such additional documents as may be necessary to carry out the intent of the foregoing resolutions.

NOW, THEREFORE, BE IT RESOLVED, that this unanimous consent is executed pursuant to the Georgia Nonprofit Corporation Code and of the Bylaws of the corporation, which authorize the taking of action by the Board of Directors by written consent and shall be filed with the minutes of the proceedings of this Board of Directors.

Executed effective this 20th day of January, 2021.

\_\_\_\_Kirk Buis\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President and Chief Executive Officer

Filed with the Secretary this 20th day of January, 2021.

\_\_\_\_\_Fran Buis\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary