

**GEORGIA GWINNETT COLLEGE FOUNDATION, INC.  
ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of the Corporation is "Georgia Gwinnett College Foundation, Inc."

**ARTICLE II**

The address of the registered office of the Corporation is Andersen, Tate, Mahaffey & McGarity, P.C., 1505 Lakes Pkwy, Suite 100, Lawrenceville, Georgia 30043. The registered agent of the Corporation at such address is Eugene W. Luciani, Esq.

**ARTICLE III**

The Corporation shall not have members.

**ARTICLE IV**

The Corporation shall have perpetual duration.

**ARTICLE V**

The mailing address for the principal office of the Corporation is Georgia Gwinnett College Foundation, Inc., 1000 University Center Lane, Lawrenceville, Georgia 30043.

**ARTICLE VI**

The Corporation is a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

**ARTICLE VII**

The mission and purposes of the Corporation are to provide support to the teaching, research and public service and outreach programs of Georgia Gwinnett College (the "College"), by means of volunteer leadership and assistance in development and fundraising activities; fiduciary care for the assets of the Corporation for the long-term benefit and enhancement of the College; and the provision of broad advice, consultation and support to the President of the College.

**ARTICLE VIII**

(a) The affairs of the Corporation shall be managed by a Board of Trustees. The Board of Trustees shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, term of office and manner of selection of members of the Board of Trustees shall be as set forth in the Bylaws of the Corporation.

**SECRETARY OF STATE**

(b) No person who is serving or has served as a member of the Board of Trustees shall have any personal liability to the Corporation for monetary damages for breach of duty of

care or other duty as a member of the Board of Trustees; provided that this provision shall not eliminate or limit the liability of any such person:

- (i) For any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- (ii) For acts or omissions which involve intentional misconduct or a knowing violation of law;
- (iii) For the types of liability set forth in Section 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or
- (iv) For any transaction from which such person received an improper personal benefit.

The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities and indemnities conferred by law, these Articles and the Bylaws of the Corporation.

#### ARTICLE IX

The name and address of the incorporator is:

Eugene W. Luciani, Esq.  
Andersen, Tate, Mahaffey & McGarity, P.C.  
1505 Lakes Parkway, Suite 100  
Lawrenceville, Georgia 30043.

#### ARTICLE X

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code") and for such related purposes as may be permitted to educational and charitable corporations which are organized under the Georgia Nonprofit Corporation Code and which are described in Section 501(c)(3) of the Code.

#### ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered any to make payments and distributions in furtherance of the purposes of the Corporation. 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

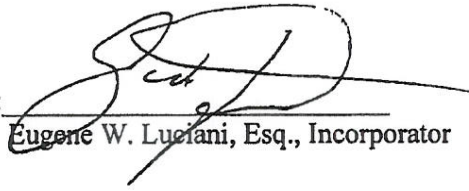
## ARTICLE XII

Upon the dissolution of the Corporation, the Board of Trustees, after paying and making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, either directly or by transfer to such organization or organizations organized and operated exclusively for the benefit and support of the College as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Trustees shall determine with the approval of the President of the College. Any such assets not so disposed of by the Board of Trustees shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for the benefit and support of the College, as said Court shall determine.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of February, 2006.

ANDERSEN, TATE, MAHAFFEY & McGARITY, P.C.

BY:

  
Eugene W. Luciani, Esq., Incorporator

1505 Lakes Parkway, Suite 100  
Lawrenceville, GA 30043  
(770) 822-0900

CORPORATIONS DIVISION

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