

ARTICLES OF INCORPORATION
OF
THE GEORGIA PLANNING MEMORIAL FOUNDATION, INC.

Article I.

The name of the corporation is The Georgia Planning Memorial Foundation, Inc. (the "Corporation").

Article II.

The Corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It shall be organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"). The specific purposes of the Corporation shall be outlined in its Bylaws.

In addition, the Corporation shall have all those general powers specified in Sections 14-3-302 and 304 of the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth herein, provided the same not be forbidden by the laws of the State of Georgia. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

Article III.

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, trustees or other private persons; provided, however, 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 in Article II 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code; or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

Article IV.

III

The Corporation shall not have members.

Article V.

The registered office of the Corporation shall be Troutman Sanders LLP, 600 Peachtree Street, N.E., Suite 5200, Atlanta, Georgia 30308, Fulton County, Georgia. The initial registered agent at such address is David C. Kirk, Esq.

Article VI.

The mailing address of the Corporation is The Georgia Planning Memorial Foundation, Inc., c/o William F. Ross, ROSS + Associates, Inc., 2161 Peachtree Road, N.E., Suite 806, Atlanta, Georgia 30309.

Article VII.

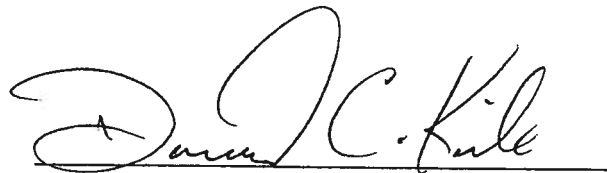
To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of officers or directors, no officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as an officer or director. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such officer occurring prior to such amendment or repeal.

Article VIII.

Upon dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over any of the assets of the Corporation received and held by the Corporation subject to limitations permitting their use only for charitable, educational and similar purposes to any other organization which qualifies to preserve the Corporation's nonprofit tax status under Section 501(c)(3) of the Code and the Georgia Nonprofit Corporation Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated for such purposes.

Article IX.

The name and address of the Incorporator of the Corporation are David C. Kirk, Esq., Troutman Sanders LLP, 600 Peachtree Street, N.E., Suite 5200, Atlanta, Georgia 30308.


David C. Kirk, Esq., Incorporator

2008 MAR 19 PM 4:51
SECRETARY OF STATE
CORPORATIONS DIVISION