

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LETTIE PATE EVANS FOUNDATION, INC.

1.

The corporation shall be organized pursuant to the Georgia Nonprofit Corporation Code and made a body corporate under the laws of the State of Georgia under the name and style of:

LETTIE PATE EVANS FOUNDATION, INC.

The corporation shall have perpetual duration, with its principal office at such place in Fulton County, Georgia, as its Trustees may from time to time determine.

2.

Said corporation shall have no capital stock. It is not organized for and shall not be operated for pecuniary gain or profit.

3.

No part of the property of said corporation and no part of its net earnings shall ever at any time inure to the benefit of any private shareholder or individual, nor shall said corporation have the power to and shall never carry on propaganda or otherwise attempt to influence legislation.

4.

The sole object and purpose of the corporation is to further the cause of charity, education and religion, to acquire and administer funds which, after the payment of necessary expenses, shall be devoted exclusively to such objects and purposes.

5.

The corporation shall have the power and authority to accept gifts and contributions, whether made by Will or otherwise, in any form of property, provided that the objects specified by the testator or donor are within the objects and purposes of the corporation. All such gifts and contributions shall be devoted to the objects and purposes and in all respects administered according to the provisions contained in said Will or other form of instrument making said gift or donation, to the end that the wishes and directions of the donor shall in all respects be faithfully observed and executed; provided, however, that the corporation shall not accept any contribution which is to be held or used for purposes other than for the promotion of education, charity and religion.

6.

The governing body of the corporation shall consist of not less than three (3) nor more than five (5) members. The Chairmen of the Joseph B. Whitehead Foundation and the Lettie Pate Whitehead Foundation, and their successors in office, shall be ex officio members of the Board of Trustees of this Foundation. Upon the death, resignation or failure to accept office of either of the other three members of the Board of Trustees, a majority of the other Trustees shall choose his successor. In the event that the living Trustees shall for any reason fail to select such successor, then in that event, such successor-trustee or trustees shall be appointed by the Senior Judge of the Superior Court of Fulton County, Georgia.

A quorum of said Trustees are authorized and empowered in their discretion, at any time and from time to time, to elect alternate trustees up to but not exceeding the number of Trustees as determined by the bylaws of the corporation. When so chosen an alternate Trustee may be invited to attend all meetings of the Trustees and may participate in any discussion, but shall not have the power to vote and shall not be counted for the purpose of ascertaining the presence of a quorum; provided, however, that when any Trustee is absent from a meeting the Chairman of the Board of Trustees shall have the power and authority at his option to appoint an alternate Trustee as a Trustee to serve at such meeting in the place and stead of such absent Trustee. When an alternate Trustee is so appointed he shall have and possess at such meeting all the power and authority of the absent Trustee, including the right to vote.

7.

No person who is serving or has served as a member of the Board of Trustees shall have any liability to the corporation for monetary damages for any action taken, or any failure to take any action, as a member of the Board of Trustees; except liability:

- (a) for any appropriation, in violation of his duties, of any business opportunity of the corporation;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) for the types of liability set forth in sections 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code; or
- (d) for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Section 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.

8.

The Board of Trustees, by majority vote, shall have the power to adopt all rules and bylaws consistent with the charter and the conduct of the affairs and activities of the corporation.

9.

All contributions received and accepted shall be devoted exclusively to the purposes set forth in this charter, the corpus and the income therefrom being perpetually used for those purposes.

10.

The corporation, unless otherwise required by the terms of any contribution, shall have the power in its discretion to retain all contributions in the original form in which they may have been received, and also to buy, sell, exchange and otherwise deal in stocks, bonds, real estate and any other forms of property at either public or private sale, without order of any Court or other authority; to invest and reinvest any funds belonging to the corporation at any time in such securities and property, real and personal, as the Trustees in their sole discretion see fit, irrespective of whether such investments may not be legal investments for trust funds under the laws of Georgia. The corporation may use any bank or trust company in this State as its fiscal agent, and delegate to such institution the custody and management, investment and reinvestment of its funds, and to compensate such agent for its services.

11.

The officers of the corporation shall be a Chairman of the Board of Trustees, a Vice-Chairman, a Secretary and a Treasurer, the latter two offices may be held by one person. The Trustees may appoint such committees and agents and create such other offices as to them shall seem best, and delegate to them such powers and duties as in the discretion of the Trustees may seem appropriate.

12.

The corporation, upon the vote of a majority of its Trustees at the time then in office, shall have the power to do and perform any and all of the powers conferred by this charter, or the laws of the State of Georgia, and shall likewise have all other powers, privileges and immunities which, under the laws of the State of Georgia now, or hereafter may be vested in similar corporations.

13.

The address of the registered office of the corporation shall be 191 Peachtree Street, N.E., Suite 3540, Atlanta, Georgia 30303. The registered agent of the corporation at such address shall be P. Russell Hardin, President, or his successors in office.

These Amended and Restated Articles of Incorporation were adopted by unanimous consent of the Board of Trustees of Lettie Pate Evans Foundation, Inc. on April 2, 2013. Member approval is not required; the corporation has no members.

IN WITNESS WHEREOF, Lettie Pate Evans Foundation, Inc. has caused these Amended and Restated Articles of Incorporation to be executed, its corporate seal to be affixed, and its seal and the execution hereof to be attested, all by its duly authorized officers, this 2nd day of April, 2013.

Lettie Pate Evans Foundation, Inc.

By: Jane B. Williams  
Chairman

[Corporate Seal]

ATTEST:

[Signature]  
Secretary