

# 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

### **CENTENNIAL PLACE SCHOOL FOUNDATION, INC.**

**a Domestic Non-Profit Corporation**

has been duly incorporated under the laws of the State of Georgia on **01/04/2007** 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 of the City of Atlanta  
and the State of Georgia on January 4, 2007



*Karen C Handel*

**ARTICLES OF INCORPORATION**  
**OF**  
**CENTENNIAL PLACE SCHOOL FOUNDATION, INC.**

**Article I.**

The name of the corporation is CENTENNIAL PLACE SCHOOL FOUNDATION, INC.  
(the "Corporation").

**Article II.**

The Corporation shall have perpetual existence.

**Article III.**

The Corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Code. It shall be organized and operated exclusively for charitable 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 §14-3-302 and 303 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.

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#### **Article IV.**

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, 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 in Article III 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 or public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue 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 V.**

The Corporation shall not have members.

#### **Article VI.**

The registered office of the Corporation shall be 1170 Peachtree Street, NE, Suite 1900, Atlanta, Fulton County, Georgia 30309. The initial registered agent at such address is Michael V. Coleman.

#### **Article VII.**

The initial mailing address of the Corporation is c/o Centennial Place Elementary School, 531 Luckie Street, N.W., Atlanta, Georgia 30313.

#### **Article VIII.**

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 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 shall apply to or have any effect on the liability of 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 IX.**

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 one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, to any other organization which qualifies to preserve the Corporation's nonprofit tax status under 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 X.**

The name of the Incorporator of the Corporation is Tara Evans and her address is 1170 Peachtree Street, NE, Suite 1900, Atlanta, Georgia 30309.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 3rd day of January, 2007.

  
Tara Evans, Incorporator

CORPORATIONS DIVISION

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SECRETARY OF STATE



CATHY COX  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

Registered agent, officer, entity status information via the Internet  
<http://www.georgiacorporations.org>

ENRICO M. ROBINSON  
Director

SUSAN GOLDEN  
Assistant Director

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

**IMPORTANT**

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: tevans@lordbissell.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 2006031240

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Centennial Place School Foundation, Inc.

Corporate Name (List exactly as it appears in articles)

2. Tara Evans

404-870-4664

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

1170 Peachtree St. NE, #1900

Address

Atlanta

GA

30168

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Authorized signature of person filing documents

1/3/06

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>