

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

G.R.A.C.E. SCHOLARS, INC.
a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **07/07/2008** 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 in the City of Atlanta
and the State of Georgia on July 7, 2008



A handwritten signature in black ink that reads "Karen C Handel". The signature is written in a cursive style.

Karen C Handel
Secretary of State

**ARTICLES OF INCORPORATION
OF
G.R.A.C.E. SCHOLARS, INC.**

G.R.A.C.E. Scholars, Inc., a Georgia corporation (the "Corporation"), acting pursuant to Section 14-3-202 of the Georgia Nonprofit Corporation Code, as amended, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is: G.R.A.C.E. Scholars, Inc.

ARTICLE II

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

ARTICLE III

The street address of the registered office of the Corporation is 1230 Peachtree Street, NE, Suite 3100, Atlanta, GA 30309, located in Fulton County, Georgia. The registered agent of the Corporation at such address is Laura L. Wartner, Esq.

ARTICLE IV

The name and address of the sole incorporator is Laura L. Wartner, Esq., Smith, Gambrell & Russell, LLP, 1230 Peachtree Street, NE, Suite 3100, Promenade II, Atlanta, Georgia 30309.

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than one (1) nor more than thirty (30) Directors. The method of election or appointment of Directors and their service shall be determined by and fixed in the By-Laws.

ARTICLE VI

The mailing address of the principal office of the Corporation is 680 West Peachtree Street, NW, Atlanta, Georgia 30308.

ARTICLE VII

The Corporation shall have two (2) members within the meaning of Section 14-3-140(22) of the Georgia Nonprofit Corporation Code. The two (2) members of the Corporation shall be (1) the individual then serving as the Archbishop of the Roman Catholic Archdiocese of Atlanta and (2) the individual then serving as the Bishop of the Roman Catholic Diocese of Savannah.



ARTICLE VIII

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of the duty of care or other duty as a director; provided, however, to the extent required by applicable law, this Article shall not eliminate or limit the liability of a director (i) for any appropriation, in violation of his 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 Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or (iv) for any transaction from which the director derived an improper personal benefit. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time. Such purposes shall include the receipt of donations and the granting of scholarships to qualifying students pursuant to Georgia House Bill 1133, as codified and amended, and applicable regulations as promulgated by the Georgia Department of Revenue.

ARTICLE X

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time.

ARTICLE XI

The Corporation shall have no stock or stockholders: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons except that the Corporation may pay expenses or compensation in a reasonable amount to its directors or officers for services rendered in furtherance of its purposes set forth in Article IX hereof.

ARTICLE XII

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.

ARTICLE XIII

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or education purposes, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 7th day of July, 2008.



Laura L. Wartner, Incorporator

2008 JUL -7 PM 1:35
SECRETARY OF STATE
CORPORATIONS DIVISION



KAREN HANDEL
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>

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: ehart@sgrlaw.com

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

1. 2008105098

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

G.R.A.C.E. Scholars, Inc.

Corporate Name (List exactly as it appears in articles)

2. Elissa Hart

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

404-815-3583

Telephone Number

1230 Peachtree St. NE, Suite 3100

Address

Atlanta

GA

30309

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

SECRETARY OF STATE
CORPORATIONS DIVISION

7/7/08
7:08 PM
JUL 7 2008

Date

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