

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Globe Academy Foundation, Inc.
a Domestic Non-Profit Corporation

is hereby issued a CERTIFICATE OF RESTATED ARTICLES under the laws of the State of Georgia on **August 20, 2014** by the filing of all documents in the Office of the Secretary of State and by the paying of all 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 September 09, 2014



A handwritten signature in black ink that reads "B. P. Kemp".

Brian P. Kemp
Secretary of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

ARTICLE I: The name of the Corporation is the GLOBE Academy Foundation, Inc. (the "Corporation").

ARTICLE II: The Articles of Incorporation of the Corporation are being amended and restated as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of the

GLOBE ACADEMY FOUNDATION, INC.
(a Georgia nonprofit corporation)

Article I: Name

The name of the corporation is the GLOBE Academy Foundation, Inc. (the "GLOBE Foundation").

Article II: Organization

The GLOBE Foundation is a nonprofit corporation and is not organized for the private gain of any person. The GLOBE Foundation is organized pursuant to the Georgia Nonprofit Corporation Code ("GNCC").

Article III: Registered Office and Agent

The initial registered office of the GLOBE Foundation is 2225 Heritage Drive Atlanta, GA 30345. The initial registered agent of the GLOBE Foundation at that office is Sharon Camara.

Article IV: Incorporators

The name and address of the incorporators are Sharon Camara, Christina Lane, and Anita Patel at 2225 Heritage Drive, Atlanta, GA 30345.

Article IV: Purposes and Powers

The GLOBE Foundation is organized exclusively for religious, charitable, scientific, literary and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and, in particular, for the following purposes:

- (1) The primary purpose of the GLOBE Foundation is to raise, manage and distribute funds to provide resources for improvements to The GLOBE Academy, Inc., including but not limited to, faculty, facilities, technology, teacher and program improvements.
- (2) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles of Incorporation (the "Articles"), or which will at any time appear conducive to or expedient for the protection or benefit of the GLOBE Foundation.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Georgia and the objects and purposes set forth in these Articles, it is expressly provided that to such extent as a nonprofit corporation organized under the GNCC may now or in the future lawfully do, the GLOBE Foundation will have the power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or designed directly or indirectly to promote the interests of the GLOBE Foundation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or in the future be authorized to do or to exercise under the GNCC or under any act amending, supplementing or substituting for GNCC.

The provisions of this Article IV will be construed both as purposes and powers and each as an independent purpose and power. The specific purposes and powers enumerated above will, except when otherwise provided in this Article IV, in no way be limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles.

Notwithstanding any other provision of these Articles, the GLOBE Foundation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States internal revenue law.

Article V: Non-Membership Corporation

The GLOBE Foundation shall not have members.

Article VI: Board of Directors

All corporate powers will be exercised by or under the authority of, and the business and affairs of the GLOBE Foundation will be managed under the direction of, the Board of Directors. The number, qualifications, term of office, and manner of election of directors will be as set forth in the Bylaws of the GLOBE Foundation.

Article VI: Limitation of Liability

No person who is serving or who has served as a member of the Board of Directors will be liable to the GLOBE Foundation for monetary damages for any action taken or any failure to take any action, as a director, except liability for: (i) any appropriation, in violation of his or her duties, of any business opportunity of the GLOBE Foundation; (ii) acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) the types of liability set forth in Sections 14-3-860 through 14-3-864 of the GNCC; and (iv) any transaction from which such person received an improper personal benefit. The limitation of liability conferred in this Article VI will be in addition to and not in lieu of all other limitations, immunities and indemnities conferred by law, contract, these Articles, and the Bylaws of the GLOBE Foundation. If the GNCC is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the GLOBE Foundation, in addition to the limitation on liability provided herein, will be limited to the fullest extent permitted by such law, as amended. Any repeal, amendment, or modification of this Article VI will be prospective only and will not adversely affect any right, benefit, or protection of a director of the GLOBE Foundation existing at the time of such repeal, amendment, or modification.

Article VII: No Private Inurement; Certain Restricted and Prohibited Activities; Private Foundation Classification

The GLOBE Foundation is not organized and will not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the GLOBE Foundation will inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the GLOBE Foundation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the GLOBE Foundation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the GLOBE Foundation will 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 GLOBE Foundation will 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 to which contributions are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

If the GLOBE Foundation is classified as a "private foundation" (as that term is defined in Section 509 of the Code), then notwithstanding any other provisions of these Articles or the Bylaws of the GLOBE Foundation, the GLOBE Foundation: (a) will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent federal tax laws); (b) will not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent federal tax laws); (c) will not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent federal tax laws); (d) will not make any investments

in such a manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent federal tax laws); and (e) will not make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

Article VIII: Dissolution

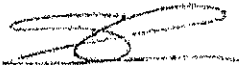
Subject to any approvals described in these Articles or the Bylaws of the GLOBE Foundation, upon the dissolution and final liquidation of the GLOBE Foundation, the Board of Directors will, after paying or making provision for payment of all of the GLOBE Foundation's known liabilities and obligations, and returning, transferring or conveying assets held by the GLOBE Foundation conditional upon their return, transfer or conveyance upon dissolution of the GLOBE Foundation, distribute, transfer, convey, deliver, and pay over all of the assets of the GLOBE Foundation then remaining in the hands of the GLOBE Foundation, exclusively for charitable, religious, educational and scientific purposes, as described in Article IV of these Articles, in such manner and to such organization or organizations which at that time, qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, for a public purpose as the Board of Directors will determine. Any such assets not disposed of in accordance with the foregoing will be disposed of by the superior court of the county in Georgia in which the registered office of the GLOBE Foundation is then located, exclusively for such purposes or to such organization or organizations as said court will determine, which at the time are organized and operated exclusively for such purposes.

Article IX: Interpretation

References herein to the GNCC will be deemed to include any amendments to the GNCC hereinafter enacted. In the event that any of the provisions of these Articles (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and will remain enforceable to the fullest extent permitted by law.

* * *

IN WITNESS WHEREOF, the undersigned, being an Incorporator of the Corporation, has adopted the Amended and Restated Articles of Incorporation, this 30th day of March, 2014, member approval not required.



Sharon Camara, Incorporator

2014 SEP -9 AM 10:41
SECRETARY OF STATE
CORPORATIONS DIVISION

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Globe Academy Foundation, Inc.
a Domestic Non-Profit Corporation

is hereby issued a CERTIFICATE OF INCORPORATION under the laws of the State of Georgia on **February 18, 2014** by the filing of all documents in the Office of the Secretary of State and by the paying of all 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 March 03, 2014



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State