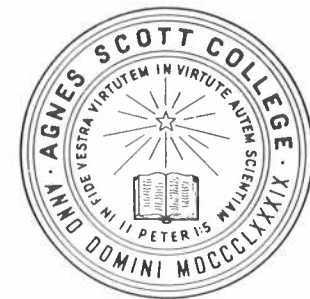


AGNES SCOTT COLLEGE

ARTICLES OF INCORPORATION

(As Restated May 28, 1982)



**BOARD OF TRUSTEES
AGNES SCOTT COLLEGE
DECATUR, GEORGIA**

**Articles of Incorporation
of
Agnes Scott College**

I.

The institution is incorporated under the name of AGNES SCOTT COLLEGE, with its principal office and place of operation in Decatur, DeKalb County, Georgia. The corporation shall have perpetual duration.

II.

Said corporation is constituted for the purpose of establishing, perpetuating and conducting a liberal arts college for the higher education of women under auspices distinctly favorable to the maintenance of the faith and practice of the Christian religion. All departments of the College shall be open alike to students of any religion or sect, and no denominational or sectarian test shall be imposed in the admission of students. In selecting faculty and staff, the Board of Trustees, upon the recommendation of the President, shall elect those who can best carry out the objectives as set forth in these Restated Articles of Incorporation, giving consideration to any competent person who is in accord with these purposes.

III.

AGNES SCOTT COLLEGE is affiliated with the Presbyterian Church in the United States, but ownership and control of the College are vested in a self-perpetuating Board of Trustees.

IV.

The corporation is constituted of the Board of Trustees of AGNES SCOTT COLLEGE now in office and their successors chosen and elected as hereinafter provided.

The Board of Trustees shall consist of not exceeding thirty-two elected members of whom at least a majority shall be members of the Presbyterian Church in the United States but all of whom shall be in sympathy and accord with the objectives of the College as set forth in these Articles of Incorporation. The President of the College shall

be ex-officio, a member of the Board, in addition to the elected Trustees.

All of the Trustees shall be elected (except as hereinafter provided) for terms of four years and shall be eligible for re-election in designated classes at the pleasure of the Board.

Each retiring President of the Agnes Scott Alumnae Association shall, if otherwise qualified, become a member of the Board of Trustees in the spring of such retirement and shall serve as such for one term of four years.

In the event of a vacancy arising among the Trustees by resignation, death or otherwise, the Board may, in its discretion, choose and elect a successor to fill such vacancy for the unexpired term.

V.

The presence of nine members of the Board of Trustees shall be necessary to constitute a quorum.

VI.

All Trustees who attain the age of seventy years on or before the first day of January preceding the annual (Spring) meeting shall be retired as Trustees at that meeting, notwithstanding the terms for which elected a Trustee, provided, however, that such mandatory retirement shall not be applicable to any Trustee who had attained seventy years of age on or before May 14, 1982.

Upon nomination of the Chairman of the Board of Trustees, any Trustee as he or she is retired by reason of attaining seventy years of age may be elected a Trustee-Emeritus by the affirmative vote of three-fourths of the Trustees, whereupon he or she shall retain such status for life. Trustees-Emeritus shall be invited to and shall be entitled to attend all meetings of the Board of Trustees and may participate in discussions thereat but shall not have the power to vote and shall not be counted for the purpose of ascertaining the presence of a quorum. Such Trustees-Emeritus shall be available for consultation with and advice to the Board of Trustees but shall not be members of the Board of Trustees for any purpose.

VII.

The Board of Trustees shall be the exclusive and ultimate source of authority in all matters pertaining to the College, its government and conduct. The Board shall be granted all the powers, rights, and privileges necessary for the support and maintenance of the institution, together with such others as are usually conferred on boards of trustees in this State, including the right to grant degrees, to hold and acquire property, to accept donations on any terms that they may deem proper, to sue and be sued in their corporate capacity, to sell, mortgage or otherwise dispose of property acquired as may seem for the best interest of the College, to charge and collect tuition, and employ officers and teachers.

The Trustees may act through the President of the College and such other officers, agents, or committees as they may elect or appoint. These shall have such powers, functions, and duties as may be prescribed by the Board in bylaws or by resolution.

The Board shall have power to adopt bylaws for its government and for that of the College, not in conflict with these Restated Articles of Incorporation.

VIII.

These Restated Articles of Incorporation may be amended by an affirmative vote of a majority of all the Trustees. Any such amendment may be made at a regular or special meeting of the Board, provided noticed of the proposed amendment is given to all Trustees in writing at least thirty days prior to the meeting.

HISTORICAL NOTE

The first charter for the institution was granted by the Superior Court of DeKalb County, Georgia, on August 27, 1889, and the name given at that time was "Decatur Female Seminary."

On November 4, 1890, the charter was amended by court order, and the name was changed to "The Agnes Scott Institute."

Minor changes and additions were made in another amendment signed by the Court on April 10, 1897.

Still another change of importance was dated May 12, 1906, and in this case the name of the institution was made "The Agnes Scott College."

Several small changes, principally concerned with the number and qualifications of Trustees, were made in amendments dated respectively March 14, 1914, and August 1, 1917; and the corporate name of "Agnes Scott College" was adopted.

In 1941 an amendment was approved which allowed one-fourth of the Trustees to be members of some other church or churches besides the Presbyterian.

In 1959 the number of Trustees was increased from twenty-seven to thirty-two.

In 1970 the charter was amended to provide for the category of Trustee-Emeritus.

In 1971 the Articles of Incorporation were restated (1) to set forth guidelines for the selection of members of the faculty, (2) to reaffirm the College's affiliation with the Presbyterian Church in the United States, and (3) to establish one over-all category of Trustees.

In 1975 the Articles of Incorporation were amended as to the structure of the Board and the qualifications of its members.

The Articles of Incorporation now in force, as amended from time to time, are perpetual.