

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AGNES SCOTT COLLEGE, INC.**

The President and the Secretary of Agnes Scott College, Inc., a nonprofit corporation organized and existing under the laws of the State of Georgia, hereby certify that the Board of Trustees did on the 8th day of May, 1992, unanimously adopt the following Amended and Restated Articles of Incorporation:

**ARTICLE ONE**

**Name**

The name of the corporation shall be:

AGNES SCOTT COLLEGE, INC.

**ARTICLE TWO**

**Perpetual Duration**

The corporation shall have perpetual duration.

**ARTICLE THREE**

**Nonprofit Corporation and Charitable Purposes**

The corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable, educational, and religious uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To establish, perpetuate, and operate a liberal arts college, known as "Agnes Scott College," for the higher education of women under auspices distinctly favorable to the maintenance of the faith and practice of the Christian religion;

(b) To establish and carry on such other educational programs and activities as the Board of Trustees may determine in its discretion;

(c) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable purposes hereof;

(d) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Trustees pursuant to these Articles of Incorporation;

(e) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified charitable organizations or for charitable purposes;

(f) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Trustees (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs and interests of the corporation and the persons and communities served by the corporation; and

(g) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees in its discretion, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

## ARTICLE FOUR

### Publicly Supported Tax-Exempt Nonprofit Corporation

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but 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 as set forth in Article Three hereof.

(b) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal

Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(1) or (2) of the Internal Revenue Code, for federal estate tax purposes under section 2055(a)(1) or (2) of the Internal Revenue Code, and for federal gift tax purposes under section 2522(a)(1) or (2) of the Internal Revenue 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 section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. 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 FIVE**

##### **Nondiscriminatory Policies**

(a) All departments of Agnes Scott College and all programs of the corporation 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 of the corporation as set forth in these Articles of Incorporation, giving consideration to any competent person who subscribes and is committed to the purposes and functions of the corporation.

(b) The corporation shall admit students of any race, color, national and ethnic origin, and religion to all the rights, privileges, programs, and activities generally accorded or made available to students at Agnes Scott College. It shall not discriminate on the basis of race, color, or national or ethnic origin in the administration of its educational policies, admissions policies, and athletic and other school-administered programs.

#### **ARTICLE SIX**

##### **Affiliation with the Presbyterian Church (U.S.A.)**

The corporation is affiliated with the Presbyterian Church (U.S.A.); but, as provided in these Articles of Incorporation, ownership and control of the corporation are vested in the Board of Trustees.

#### **ARTICLE SEVEN**

##### **Board of Trustees**

The Board of Trustees shall have general charge of the affairs and any property and assets of the corporation. It

shall be the duty of the trustees to carry out the purposes and functions of the corporation. The trustees shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a public charity which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code.

#### **ARTICLE EIGHT**

##### **Dissolution of Corporation**

Upon dissolution of the corporation, the Board of Trustees, shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees shall determine. 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 then located, exclusively for such purposes or to such

organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE NINE**

**Principal Office**

The mailing address of the principal office of the corporation is Agnes Scott College, Decatur, Georgia 30030.

**ARTICLE TEN**

**Definitions**

(a) For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(1) or (2), section 2055(a)(1) or (2), and section 2522(a)(1) or (2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

(b) For purposes of these Articles of Incorporation, the term "trustee" or "trustees" or "Board of Trustees" shall be equivalent to the corresponding term "director" or



"directors" or "Board of Directors," as provided in the Georgia Nonprofit Corporation Code.

**ARTICLE ELEVEN**

**Limitation of Trustee Liability**

(a) A trustee of the corporation shall not be personally liable to the corporation for monetary damages for breach of duty of care or other duty as a trustee, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the trustee derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a trustee of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of trustees, then the liability of a trustee of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the

fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.

(d) In the event that any of the provisions of this Article (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 shall remain enforceable to the fullest extent permitted by law.

#### **ARTICLE TWELVE**

##### **Amendments**

These Articles of Incorporation, as previously amended, may be amended at any time and from time to time by the affirmative vote of a majority of all of the trustees then in office.

#### **ARTICLE THIRTEEN**

##### **Amendments to Articles of Incorporation, as Previously Amended**

The foregoing Amended and Restated Articles of Incorporation contain amendments to Articles I through VIII of the corporation's original Articles of Incorporation, as previously amended; add Articles One through Thirteen as new Articles to the corporation's original Articles of Incorporation, as previously amended; renumber certain Articles; and, except for those deletions permitted by Section 14-3-1006 of the Georgia Nonprofit Corporation Code,

otherwise purport merely to restate but not to change all those provisions of the original Articles of Incorporation, as previously amended, now in effect not being amended by such new amendments.

#### **ARTICLE FOURTEEN**

##### **Date of Adoption of Amended and Restated Articles of Incorporation and Vote of Trustees**

On May 8, 1992, the date of submission of the foregoing Amended and Restated Articles of Incorporation to the Board of Trustees of the corporation, there were thirty-two (32) trustees of the corporation entitled to vote thereon. The foregoing Amended and Restated Articles of Incorporation were adopted by the affirmative vote of twenty-five (25) members of the Board of Trustees, there being twenty-five (25) trustees present at the meeting at which the Amended and Restated Articles of Incorporation were submitted to the Board of Trustees. The affirmative vote of at least seventeen (17) trustees was required to adopt these Amended and Restated Articles of Incorporation. The corporation has no members, and no persons other than the Board of Trustees are required to approve these Amended and Restated Articles of Incorporation.

#### **ARTICLE FIFTEEN**

##### **Supersedure of Original Articles of Incorporation, as Previously Amended**

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as previously amended.

IN WITNESS WHEREOF, Agnes Scott College, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President, its corporate seal to be affixed thereto, and the foregoing to be attested by its Secretary.

This 17<sup>th</sup> day of June, 1992.

AGNES SCOTT COLLEGE, INC.

By: Ruth Schmidt  
RUTH SCHMIDT, President

ATTEST:

Mary Alverta Bond  
MARY ALVERTA BOND,  
Secretary

[CORPORATE SEAL]

ALSTON & BIRD  
One Atlantic Center  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424  
(404) 881-7000

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SECRETARY OF STATE  
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CERTIFICATE OF RESTATEMENT

In accordance with the requirements of Section 14-3-1006(e) of the Official Code of Georgia Annotated, the President and the Secretary of Agnes Scott College, Inc., a nonprofit corporation organized and existing under the laws of the State of Georgia, hereby certify as follows:

1. The attached Amended and Restated Articles of Incorporation of Agnes Scott College, Inc. contain amendments to the Articles of Incorporation that required the approval only of the Board of Trustees of Agnes Scott College, Inc.

2. The Board of Trustees of Agnes Scott College, Inc. adopted the attached Amended and Restated Articles of Incorporation at a duly called meeting held on May 8, 1992.

3. Agnes Scott College, Inc. has no members; so no approval of the Amended and Restated Articles of Incorporation by members was required.

4. The Amended and Restated Articles of Incorporation required the approval of no person or persons other than the Board of Trustees of Agnes Scott College, Inc.

**IN WITNESS WHEREOF**, Agnes Scott College, Inc. has caused this Certificate of Restatement to be executed by its President, its corporate seal to be affixed thereto, and the foregoing to be attested by its Secretary.

This 17<sup>th</sup> day of June, 1992.

AGNES SCOTT COLLEGE, INC.

By: Ruth Schmidt  
RUTH SCHMIDT, President

ATTEST:

Mary Alverta Bond  
MARY ALVERTA BOND,  
Secretary

[CORPORATE SEAL]

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Atlanta, Georgia 30309-3424  
(404) 881-7000

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