ARTICLES OF INCORPORATION

OF

GAPABA LAW FOUNDATION, INC.

ARTICLE I

The name of the corporation is GAPABA Law Foundation, Inc. (the "Corporation").

ARTICLE II

The Corporation shall be a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (Official Code of Georgia Annotated, Section 14-3-101, et. seq., as amended). All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Georgia Nonprofit Corporation Code.

ARTICLE III

The address of the initial registered office of the Corporation is [Redacted]. The initial Registered Agent of the Corporation at such address is [Redacted].

ARTICLE IV

The name and address of the Incorporator is [Redacted].
ARTICLE V

The Corporation shall have perpetual duration.

ARTICLE VI

The mailing address of the initial principal office of the Corporation is [Redacted].

ARTICLE VII

The Corporation shall have one or more classes of members, as provided in the Bylaws of the Corporation.

ARTICLE VIII

(a) The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall exercise the powers of the Corporation as set forth under the Bylaws of the Corporation, including the adoption and amendment of the bylaws of the Corporation. The number, qualifications, term of office and manner of selection of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

(b) No person who is serving or has served as a member of the Board of Directors shall have any personal liability to the Corporation for monetary damages for breach of duty of care or other duty as a member of the Board of Directors; provided that this provision shall not eliminate or limit the liability of any such person:

(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;

(iii) for the types of liability set forth in Section 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or
(iv) for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities and indemnities conferred by law, these Articles and the Bylaws of the Corporation.

ARTICLE IX

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”) and for such related purposes as may be permitted to charitable and educational corporations which are organized under the Georgia Nonprofit Corporation Code and which are described in the aforesaid provision of the Code.

ARTICLE X

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 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 above. 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. Notwithstanding any other provision of these Articles, the Corporation shall 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, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, either directly or by transfer to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt
organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.

[Signature]