

TUCKER HIGH SCHOOL FOUNDATION, INC.

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation is: Tucker High School Foundation, Inc.

ARTICLE II

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

ARTICLE III

The corporation shall have no members.

ARTICLE IV

The initial registered office of the Corporation shall be, 1479 Brockett Rd, Suite 200, Tucker, Georgia 30084 and the initial registered agent of the Corporation at said address shall be Sharon Effatt Howard, Esq.

ARTICLE V

The name and address of the incorporator is Sharon Effatt Howard, Esq., 1479 Brockett Rd, Suite 200, Tucker, Georgia 30084.

ARTICLE VI

This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or 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 in Article VII hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"), and the Corporation shall not participate in, or



intervene in (including via publication 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 VII

The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Code, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE VIII

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors of the Corporation and method of election shall be set out in the bylaws.

ARTICLE IX

The initial Board of Directors shall consist of 13 members.

ARTICLE X

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provisions for the payment or all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for educational purposes, as described in Article VII hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Judge of the Superior Court of DeKalb County, Georgia shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE XI

(a) The Corporation shall distribute its income for each taxable year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in the Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943c of the Code.

(d) The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 945(d) of the Code.

ARTICLE XII

(a) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer or director shall be indemnified by the Corporation against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actual and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitative, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Nonprofit Corporations Code, subject to the conditions prescribed under such statutory provisions.

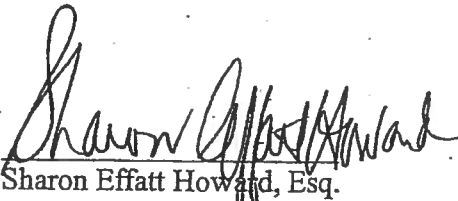
(b) In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer or director, only on a determination that

certain specified standards of conduct have been met that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person, the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia Law.

(c) Nothing in this Article shall be construed as limiting the applicability and scope of Georgia Law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expenses of the Corporation.

(d) In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 31st day of January, 2011.


Sharon Effatt Howard, Esq.
Incorporator

The Howard Law Firm, P.C.
Suite 200, Kyleif Center
1479 Brockett Road
Tucker, Georgia 30084

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SECRETARY OF STATE
CORPORATIONS DIVISION