

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**313 West Tower**

**2 Martin Luther King, Jr. Drive**

**Atlanta, Georgia 30334-1530**

## CERTIFICATE OF RESTATED ARTICLES

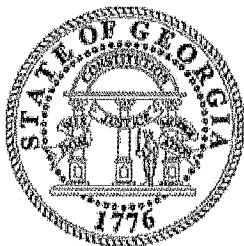
I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

**ATLANTA LEGAL AID SOCIETY, INC.**

**a Domestic Non-Profit Corporation**

has amended and filed duly restated articles on **12/22/2011** in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on December 22, 2011



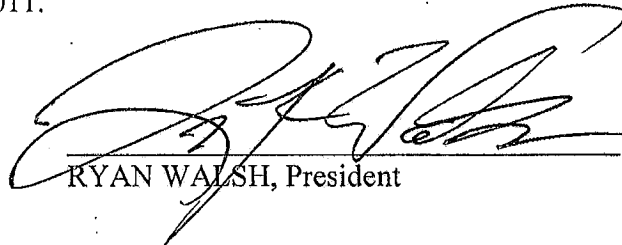
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Brian P. Kemp  
Secretary of State

**CERTIFICATE OF AN OFFICER PURSUANT TO  
APPLICABLE PROVISIONS OF  
THE GEORGIA NONPROFIT CORPORATION CODE**

Pursuant to applicable provisions of the Georgia Nonprofit Corporation Code, as amended, the undersigned, an officer of ATLANTA LEGAL AID SOCIETY, INC. hereby certifies to the Secretary of State of Georgia that the Amended and Restated Articles of Incorporation contain no amendment requiring approval by the members or any other person other than the Board of Directors and the Board of Directors has adopted these Amended and Restated Articles of Incorporation.

The undersigned officer has caused this certificate to be duly executed and delivered this 15th day of December, 2011.



RYAN WALSH, President

2011 DEC 22 AM 11:29  
SECRETARY OF STATE  
CORPORATIONS DIVISION

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**ATLANTA LEGAL AID SOCIETY, INC.**

**ARTICLE ONE**  
**Name**

The name of the corporation shall be: Atlanta Legal Aid Society, 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 applicable provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation to render legal aid to persons or associations who by reason of financial hardship are unable to procure same, and to promote measures for their protection. The charitable purposes of the corporation shall be carried out in such ways as the Board of Directors shall determine in its discretion. In furtherance of such purposes, the corporation shall have full power and authority:

1. To assist eligible individuals and groups who, from poverty, are unable to secure the services of an attorney;
2. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;
3. To make distributions for other charitable purposes;
4. To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, corporation, or other organization or entity, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same may be amended from time to time; and
5. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property, wherever located.

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Amend/Restate 8 Page(s)



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6. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
7. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any entity;
8. To make loans for eleemosynary purposes;
9. To borrow money and secure the same by note, bond, mortgage, security deed, or otherwise as a natural person may do;
10. To sue, be sued, complain, and defend in its corporate name;
11. To have and use a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
12. To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Georgia, for regulating and managing the affairs of the corporation;
13. 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 Directors 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 applicable provisions of Georgia law, including the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).
14. The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent 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**

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. 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.

(a) The corporation shall not be organized or operated for pecuniary gain or profit and shall have no capital stock.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, officer, or director 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.

(c) 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 (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE FIVE** **Board of Directors**

The management and control of the corporation shall be vested in a Board of Directors, consisting of not more than thirty-five (35) members or less than thirty (30) members who may serve in such classes and for such terms as the Board may from time to time designate. The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors 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 nonprofit public benefit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. The Board of Directors shall have the power to adopt and amend the corporate bylaws and may appoint one or more committees from its members and may delegate to such committee or committees such of its powers, authority and duties as it may vote, including the power to make and amend the corporate bylaws.

#### **ARTICLE SIX** **Members**

The corporation may, but is not required to, have members. Membership of the corporation, if any, shall be composed of such persons, corporations or associations as may be elected in accordance with the corporation's bylaws. The rights of any member in the corporation shall not be assignable or transferable and his rights shall cease with his death, resignation or termination of membership for any cause. The Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation.

**ARTICLE SEVEN**  
**Dissolution of Corporation**

By a vote of two-thirds of the directors then in office, the Board of Directors may dissolve and liquidate affairs of the corporation. Upon dissolution of the corporation, the Board of Directors 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 Directors 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 such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE EIGHT**  
**Registered Office and Registered Agent**

The registered office of the corporation shall be at 151 Spring Street, Atlanta, Fulton County, Georgia 30303. The current registered agent of the corporation at such address shall be Steven Gottlieb. The names of the original incorporators of the corporation are set forth in the original articles of incorporation, dated June 3, 1924.

**ARTICLE NINE**  
**Principal Office**

The mailing address of the current principal office of the corporation is 151 Spring Street, Atlanta, GA 30303-2007.

**ARTICLE TEN**  
**Definitions**

For purposes of these Articles of Incorporation, "charitable purposes" and "eleemosynary 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)(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.

**ARTICLE ELEVEN**  
**Limitation of Director Liability**

(a) A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director, except liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (ii) for acts or omissions that involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code (conflicting interest transactions); or (iv) for any transaction from which the director 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 director 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 directors, then the liability of a director 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.

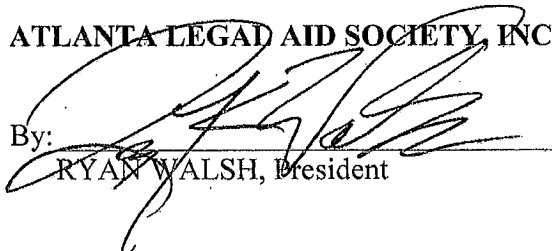
**ARTICLE TWELVE**  
**Amendments**

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of two-thirds of all of the directors then in office.

IN WITNESS WHEREOF, Atlanta Legal Aid Society, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President and its corporate seal to be affixed thereto, as of the 15th day of December, 2011.

ATLANTA LEGAL AID SOCIETY, INC.

By:

A handwritten signature in black ink, appearing to read "Ryan Walsh", is written over a horizontal line.

RYAN WALSH, President

[CORPORATE SEAL]

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