

Secretary of State  
Business Service and Regulation  
Suite 315, West Tower  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 9407253  
EFFECTIVE DATE : 03/23/1994  
COUNTY : GWINNETT  
REFERENCE : 0069  
PRINT DATE : 03/23/1994  
FORM NUMBER : 311

V. LEE THOMPSON, JR.  
P.O. DRAWER 1250  
LAWRENCEVILLE, GEORGIA 30246

### **CERTIFICATE OF INCORPORATION**

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

### **GWINNETT TECH FOUNDATION, INC.**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

MAX CLELAND  
SECRETARY OF STATE  
VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORTIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta

**ARTICLES OF INCORPORATION  
OF  
GWINNETF TECH FOUNDATION, INC.**

STATE OF GEORGIA)  
GWINNETF COUNTY)

**I.**

The name of the corporation is **GWINNETT TECH FOUNDATION, INC.**

**II.**

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

**III.**

The corporation shall have perpetual duration.

**IV.**

The corporation is organized for the following purposes:

(a) To operate a nonprofit foundation to aid and foster education in conformity with Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law;

(b) To assist students by providing scholarships, endowments and grants;

(c) To promote the cause of higher education at Gwinnett Technical Institute and to acquire and administer cash, grants, and other funds and properties principally from industry, business, and foundations, as well as from students, faculty, staff, alumni and other friends of Gwinnett Technical Institute.

(d) To provide assistance to Gwinnett Technical Institute in all legitimate ways possible for the support and development of Gwinnett Technical Institute in its educational, cultural, social, civic, and professional endeavors and development.

(e) To receive trust funds as may be approved by the Board of Directors and to administer the funds of such trusts as are accepted by the Directors pursuant to the terms of such accepted and qualified trust terms.

(f) To have the power to accept, acquire, receive, take and hold, by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise, for any of its objects and purposes, any property, real, personal and mixed, of whatever kind, nature or description and wherever situated; to retain all contributions in the original form in which received; to buy, sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of or deal in, at either public or private sale, all forms of property, real, personal and mixed, in order to carry out the objects and purposes of the corporation; to borrow money and secure the payment thereof by mortgage, pledge, deed, indenture, or other instrument, or by other lien upon, assignment of, or agreement to all or any part of the property, rights or privileges of the corporation, wherever situated, whether now owned or hereafter to be acquired; to invest and reinvest any funds belonging to the corporation at any time and from time to time in such securities and property, real, personal and mixed as the Director of the corporation in their sole discretion see fit, and in general to exercise such powers which now or hereafter may be conferred upon a nonprofit corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law. All of the foregoing powers shall be exercisable without order of court or any other authority.

## V.

Notwithstanding any other provisions contained herein to the contrary, the purposes for which the corporation is organized shall be exclusively educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law, and shall be construed in accordance therewith.

## VI.

Notwithstanding any other provision contained herein to the contrary, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law. The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall inure to the benefit of any Director or other individual member. The corporation shall not engage in a regular business of any kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes set forth above. The corporation shall not engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or income therefrom be devoted to such purposes.

## **VII.**

In the event of dissolution of the corporation, its assets shall be applied and distributed in the following sequence and manner.

1. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provision shall be made therefor.

. Assets held by the corporation upon condition requiring return, transfer or or reconveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or reconveyed in accordance with such requirements.

3. Any remaining assets shall be distributed in accordance with Section 14-3-1403 of the Georgia Nonprofit Corporation Code to one or more organizations which themselves are exempt as organizations described in both Section 501(c) (3) and Section 170(c) (2) of the Internal Revenue Code of 1954, as amended, or the corresponding sections of any prior or further United States Internal Revenue Law, or to the United States of America or to the state of Georgia or any of its political subdivisions, for exclusively public purposes.

## **VIII.**

The affairs of the corporation shall be managed by a Board of Directors. The method of election of Directors shall be as determined by the Bylaws of the corporation. The principal mailing address of the corporation shall be 1250 Atkinson Road, Lawrenceville, Gwinnett County, Georgia 30246. The corporation shall not have members.

## **IX.**

The initial Board of Directors shall consist of eleven (11) members whose names and addresses are as follows:

Russ Weaver  
4710 Bryson Cove  
Lilburn, GA 30247

J.W. Benefield  
P.O. Box 1154  
Lawrenceville, GA 30246

Ralph DeKemper  
Director - Human Resources  
Rockwell International  
1800 Satellite Boulevard  
Duluth, GA 30136

Eve Hoffman  
Eve Hoffman Associates  
4400 Loblolly Trail, Suite 100  
Norcross, GA 30092

Martin Hollis  
Group Vice President  
Trust Company Bank  
701 Pike Street, NW  
Lawrenceville, GA 30245

Wayne Mason  
President  
Madison Ventures  
50 Perry Street SW, Suite 308  
Lawrenceville, GA 30245

Bruce Morine  
Vice President  
Peachtree Doors, Inc.  
P.O. Box 5700  
Norcross, GA 30091

Al Quick  
Division Vice President  
NCR  
2651 Satellite Boulevard  
Duluth, GA 30136

Sharon J. Rigsby  
Assistant to the President  
Gwinnett Technical Institute  
1250 Atkinson Road  
Lawrenceville, GA 30245

Ruth Strickland  
President  
Peachtree Corners, Inc.  
3060 Holcomb Bridge Road, Suite F  
Norcross, GA 30071

Lee Thompson  
Attorney  
P.O. Drawer 1250  
Lawrenceville, GA 30246

**EX-OFFICIO MEMBER**

J. Alvin Wilbanks, President  
Gwinnett Technical Institute  
1250 Atkinson Road  
Lawrenceville, GA 30245

**X.**

1. No Director shall have any personal liability to the Corporation or to its members, if any, for monetary damages for breach of duty or care or other duty as a Director, except that this provision shall not eliminate or limit the liability of a Director for:

(a) any appropriation, in violation of his duties, of any business opportunity of the Corporation;

(b) acts or omissions which involve intentional misconduct or a knowing violation of law;

(c) the types of liabilities set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or

(d) for any transaction from which the director received an improper personal benefit, provided that no such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

2. The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not affected thereby, have the power to indemnify an individual who is or was a Director against expenses (including attorney's fees), judgements, penalties, fines, amounts paid in settlement, and other liability arising from any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, to the extent provided by Part 5 of the Georgia Nonprofit Corporation Code. The Board of Directors may authorize

the Corporation to purchase and maintain insurance on behalf of any individual who is or was a trustee, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by such individual in any such capacity or arising out of his or her status as such.

**XI.**

The mailing address of the initial registered office of the corporation is 1250 Atkinson Road, Lawrenceville, Georgia 30245. The initial registered agent of the corporation at such address is Nellie P. Hoenes and her written consent to such appointment is attached to these Articles of Incorporation.

**XII.**

The name and address of the incorporator is **J. Alvin Wilbanks, 1250 Atkinson Road, Lawrenceville, Georgia 30245.**

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

This \_\_\_\_\_ day of \_\_\_\_\_, 1994.

\_\_\_\_\_  
J. Alvin Wilbanks



**CONSENT TO APPOINT  
AS REGISTERED AGENT**

Secretary of State  
Corporations Department  
State of Georgia

I, NELLIE P. HOENES do hereby consent to serve as Registered Agent for the corporation GWINNETT TECH FOUNDATION, INC.

This 8<sup>th</sup> day March, 1994.

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NELLIE P. HOENES

ADDRESS:

1250 Atkinson Road  
Lawrenceville, Georgia 30245