

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

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

GEORGIA COMPENSATORY EDUCATIONAL LEADERS, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **08/02/2011** 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 August 2, 2011



A handwritten signature in black ink, appearing to read 'B: P. Kemp'.

Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION
FOR
GEORGIA COMPENSATORY EDUCATIONAL LEADERS, INC.
A Georgia Nonprofit Corporation

ARTICLE I. NAME

The corporate name for the Corporation is:

GEORGIA COMPENSATORY EDUCATIONAL LEADERS, INC.

ARTICLE II. AUTHORITY

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code as amended. The Corporation may exercise all powers provided in the Georgia Nonprofit Corporation Code in furtherance of the purposes for which the Corporation is organized and in accordance with the Georgia Nonprofit Corporation Code.

ARTICLE III. PURPOSES

The Corporation is organized exclusively for promoting the common business interests of one or more lines of business, more specifically the promotion of the business and professional interests of educators who work to improve the academic performance of disadvantaged children.

ARTICLE IV. DURATION

The Corporation shall have perpetual duration.

State of Georgia
Creation - Domestic Entity 8 Page(s)



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ARTICLE V. MEMBERS

The Corporation shall have members, with the rights, duties, and responsibilities stated in the Corporation's By-laws and the Georgia Nonprofit Corporation Code.

ARTICLE VI. RESTRICTIONS

Section 1. Private Inurement. 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 may pay reasonable compensation for services rendered. The corporation shall not have capital stock or shareholders.

Section 2. Lobbying and Political Activity. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent that it would not be granted or would lose an exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law ("Section 501(c)(6)").

Section 3. Contingent Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6).

ARTICLE VII. AMENDMENTS

These Articles of Incorporation, other than Article X, may be amended as set forth in the Corporation's Constitution and By-laws, in any way not inconsistent with the laws of the State of Georgia or of the United States.

ARTICLE VIII. DIRECTORS

Section 1. Powers and Duties. The Directors shall be known as the Executive Board and shall have the rights, powers, and duties described in the Corporation's Constitution and By-Laws. The number, term, qualifications, and method of electing the Corporation's directors and the directors' authority are set out in its By-laws and in the Georgia Nonprofit Corporation Code.

Section 2. Initial Directors. The initial Executive Board shall consist of seven (7) members, whose names and addresses are:

Shelia Baker
P.O. Box 767
Mableton, Georgia 30126

Celeste Strohl
P.O. Box 767
Mableton, Georgia 30126

Dr. Frances Sampson
P.O. Box 767
Mableton, Georgia 30126

Andrew McGee
P.O. Box 767
Mableton, Georgia 30126

Jan Duke
P.O. Box 767
Mableton, Georgia 30126

Dr. James Everson
P.O. Box 767
Mableton, Georgia 30126

Elaine Dawsey
P.O. Box 767
Mableton, Georgia 30126

ARTICLE IX. INITIAL OFFICE AND AGENT

Section 1. Registered Office. The name and street address and county of the initial registered agent and initial registered office of the Corporation shall be Jonathan T. McCants, 1150 Monarch Plaza, 3414 Peachtree Road, N.E., Atlanta, Fulton County, Georgia 30326.

Section 2. Principal Office. The mailing address of the initial principal office shall be P.O. Box 767, Mableton, Georgia 30126.

ARTICLE X. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of an officer or director of the Corporation for monetary damages for breach of duty of care or other duty as an officer or director; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of her duties, of any business opportunity of the Corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability which cannot be limited under the Georgia Nonprofit Corporation Code; or (iv) For any transaction from which the officer or director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. 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 an officer or director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the members present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Nonprofit Corporation Code to authorize the further elimination or limitation of liability of officers or directors, then the liability of an officer or director of the Corporation shall be so limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code, in addition to the limitation on personal liability provided herein and without need to amend these Articles.

Section 4. Severability. In the event that any provision of this Article (including a clause) 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 XI. DISSOLUTION

Upon the dissolution of the Corporation, the Executive Board shall pay or make provision for the payment of all of the liabilities of the Corporation from the Corporation's remaining funds, and shall thereafter dispose of all of the assets of the Corporation to another professional organization exempt from taxation that supports educational leaders and/or programs for educationally deprived children.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator, who is a citizen of the United States, is:

Jonathan T. McCants, Esq.
Bird, Loechl, Brittain & McCants, LLC
1150 Monarch Plaza
3414 Peachtree Road, N.E.
Atlanta, GA 30326

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Georgia Nonprofit Corporation Code.

2011 AUG -2 PM 3:00
SECRETARY'S DIVISION
CORPORATION

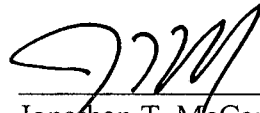
BY: 

Jonathan T. McCants, Incorporator
Bird, Loechl, Brittain & McCants, LLC
1150 Monarch Plaza
3414 Peachtree Road, N.E.
Atlanta, GA 30326

**CONSENT TO SERVE AS
REGISTERED AGENT**

I hereby consent to serve as Registered Agent at the registered office shown below my name for Georgia Compensatory Educational Leaders, Inc. This consent shall remain effective until such time as a new Registered Agent is appointed.

This 2nd day of August, 2011.



Jonathan T. McCants
Bird, Loechl, Brittain & McCants, LLC
1150 Monarch Plaza
3414 Peachtree Road, N.E.
Atlanta, Georgia 30326

2011 AUG -2 PM 3:30
SECRETARY OF STATE
CORPORATIONS DIVISION



KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: JMcCANTS@BIRDLAWFIRM.COM

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Georgia Compensatory Educational Leaders, Inc.

Corporate Name (List exactly as it appears in articles)

2.

Jonathan T. McCants/Bird Loechl Brittain & McCants LLC

404-264-9400

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

3414 Peachtree Road, NE, Suite 1150

Address

Atlanta

GA

30326

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

[Signature]
Authorized signature of person filing documents

8/2/11
Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>

Bird, Loechl, Brittain & McCants

A LIMITED LIABILITY COMPANY ‡

ATTORNEYS AT LAW

1150 MONARCH PLAZA

3414 PEACHTREE ROAD, NORTHEAST

ATLANTA, GEORGIA 30326

(404) 264-9400

WENDELL R. BIRD*, P.C.
RICHARD L. BRITTAİN
KEVIN J. LOECHL**
JONATHAN T. McCANTS***

MARK P. MILLER****
MARTIN C. MUÑOZ*****
TROY G. WOOLLEN

THOMAS O. KOTOUÇ†*****
RUSSELL P. REACH†*****

FACSIMILE: (404) 365-9731
E-MAIL: INFO@BIRDLAWFIRM.COM
WEB SITE: WWW.BIRDLAWFIRM.COM

*ALSO ADMITTED IN FLORIDA,
ALABAMA AND CALIFORNIA
**ALSO ADMITTED IN ILLINOIS
***ALSO ADMITTED IN MISSISSIPPI
****ALSO ADMITTED IN VIRGINIA
*****ALSO ADMITTED IN CALIFORNIA
*****ALSO ADMITTED IN ALABAMA
NEBRASKA AND SOUTH CAROLINA

†***** (1960-2007)
†OF COUNSEL

‡ INCLUDING PROFESSIONAL CORPORATIONS

August 2, 2011

Georgia Secretary of State
Corporations Division
#2 Martin Luther King, Jr. Drive, S.E.
Suite 315, Floyd West Tower
Atlanta, GA 30334-1530


RE: Georgia Compensatory Educational Leaders, Inc. – Articles of Incorporation

Dear Sir or Madam:

Please accept for filing the enclosed Articles of Incorporation of Georgia Compensatory Educational Leaders, Inc.. We have enclosed a check for the filing in the amount of \$100.00 made payable to the "Secretary of State". Please stamp as filed the enclosed copy of the Articles and return it to us in the enclosed stamped, self-addressed envelope.

Do not hesitate to contact the undersigned should you have any questions.

Sincerely,



Karin L. Adams, Paralegal
Bird, Loechl, Brittain & McCants, LLC

Encls