

Articles of Incorporation

Restated Articles of Incorporation
of
Georgia Tech Foundation, Inc.
As Amended

The provisions hereof constitute the Articles of Incorporation of GEORGIA TECH FOUNDATION, INC., a Georgia corporation, as restated on June 4, 1985, pursuant to Section 14-3-1006 of the Georgia Nonprofit Corporation Code, and as subsequently amended on September 18, 1987, June 2, 1990, October 2, 1998 and December 12, 2008.

1. The name of this corporation shall be “GEORGIA TECH FOUNDATION, INC.”
2. Said corporation is organized pursuant to the Georgia Nonprofit Corporation Code and shall have perpetual duration.
3. The corporation shall not have members.
4. The object of said corporation shall be to promote in various ways the cause of higher education in the State of Georgia; to raise and receive funds for the support and enhancement of the Georgia Institute of Technology; and to aid the Georgia Institute of Technology in its development as a leading educational institution.
5. The corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes. It shall have no capital stock and no part of its net income shall inure to the benefit of or be distributed to any of its members, trustees, 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 and objects set out herein.
6. No substantial part of the activity of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation in any manner or to any extent participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
7. The entire management and control of the corporation and all the powers and authority of the corporation, including the power to amend its Articles of Incorporation, shall be vested in a Board of Trustees. The number, qualifications, term of office, and manner of selection of members of the Board of Trustees shall be as set forth in the Bylaws of the corporation.
8. 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

9. Upon the dissolution of the corporation, its Board of Trustees, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purposes and objects of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any assets not so disposed of 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

10. No person who is serving or has served as a member of the Board of Trustees 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 Trustees for any action taken, or any failure to take any action, except liability:

(a) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation;

(b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) for any transaction from which such person derived an improper personal benefit; or

(d) for the types of liability set forth in sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code.

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 bylaws of the corporation.

11. These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of a majority of the elected members of the Board of Trustees present at any legally held special (but not regular) meeting of the Board of Trustees.