
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ATLANTA YOUNG WRITERS INSTITUTE, INC.
(A Georgia Nonprofit Corporation)

Pursuant to, and with the effect provided in, Section 14-3-1006 of the Georgia Code, *et seq.*, (the “Georgia Nonprofit Corporation Code”), and with the approval of the Corporation’s Board of Directors, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation (hereinafter referred to as the “Organization”) shall be:

Atlanta Young Writers Institute, Inc.

ARTICLE II. NONPROFIT CORPORATION

The Organization is formed as a nonstock, nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE III. PRINCIPAL OFFICE

The initial principal office of the Organization is located in Cobb County, Georgia at the following address: 1631 Bridge Mill Drive, Apt. F, Marietta, GA 30067.

ARTICLE IV. DURATION

The Organization shall have perpetual duration.

ARTICLE V. PURPOSES

5.01 The Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future federal tax code.

5.02 No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Organization 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 herein. Notwithstanding any other provisions of these Articles of Incorporation, the Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the code or the corresponding provision of any subsequent federal tax law.

5.03 No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Organization 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, as amended (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, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

5.04 Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization 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.

ARTICLE VI. POWERS

6.01 Except as hereinbefore limited, the Organization shall have all the powers by law permitted a corporation organized under the Georgia Nonprofit Corporation Code.

6.02 All corporate powers of the Organization shall be exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction of, a Board of Directors. All of the powers and duties conferred or imposed on a board of directors by the Georgia Nonprofit Corporation Code shall be exercised or performed by the Board of Directors. The number of directors, the qualifications for directors, the terms each shall serve, and the grounds and procedures for the removal of each shall be provided in the bylaws of the Organization. The initial Board of Directors shall consist of two (2) directors to serve until their successors are duly elected and qualified. Vacancies in the initial Board of Directors shall be filled by the remaining directors to serve for the unexpired portion of the term related to such vacancy.

6.03 The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Leslie A. Quigless	1631 Bridge Mill Drive, Apt. F, Marietta, GA 30067

ARTICLE VII. MEMBERS

Membership in the Organization shall be subject to such requirements and conditions, and members shall have such rights and privileges, as may be provided in the Bylaws of the Organization. The Organization shall be a membership corporation without certificates or shares of stock.

ARTICLE VIII. BYLAWS

The Board of Directors of the Organization shall adopt Bylaws governing the conduct of the business and affairs of the Organization. Thereafter, the power to alter, amend, or repeal the Bylaws of the Organization shall be vested in the Board of Directors.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Organization shall be Promenade II, Suite 2400, 1230 Peachtree Street, N.E., Atlanta, Georgia, 30309. The initial registered agent of the Organization shall be Joseph C. Mandarino, who shall be located at the initial registered office of the Organization.

ARTICLE X. DISSOLUTION

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, distribute the assets of the Corporation as specified in a plan of dissolution adopted in accordance with Section 14-3-1403 of the Georgia Code or the corresponding provision of any subsequent Georgia nonprofit corporation statute.

ARTICLE XI. INCORPORATOR

The name and address of the Incorporator of the Organization is as follows: Joseph C. Mandarino, c/o Stanley, Esrey & Buckley, LLP, Promenade II, Suite 2400, 1230 Peachtree Street, N.E., Atlanta, Georgia, 30309

ARTICLE XII. AMENDMENT, FUNDAMENTAL CORPORATE CHANGE

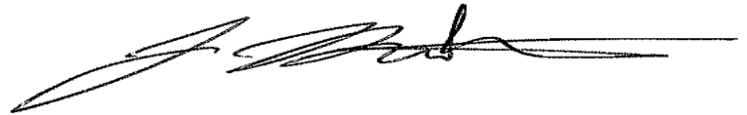
These Articles of Incorporation may not be amended, nor may the Organization adopt a plan of merger, consolidation, or dissolution, without the affirmative votes of not less than two thirds of the whole Board of Directors. Further, the Organization may not sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or substantially all of its property without the affirmative votes of not less than two thirds of the whole Board of Directors.

ARTICLE XIII. LIABILITY

To the fullest extent that Georgia law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, and

committee members, no director or officer of the Organization or committee member shall be personally liable to the Organization or its Members for monetary damages for breach of duty of care or other duty as a director, officer or Organization or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Organization or committee member for or with respect to any acts or omissions of such director, officer, or committee member occurring prior to such amendment or repeal. The Organization shall indemnify any director, former director, officer, former officer, committee member or former committee member against liability to the fullest extent permitted under Georgia law.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand on this the 30th day of October, 2011.

A handwritten signature in black ink, appearing to read 'Joseph C. Mandarino', with a long horizontal flourish extending to the right.

Joseph C. Mandarino, Incorporator

This Instrument was prepared by:

Joseph C. Mandarino
Stanley, Esrey & Buckley, LLP
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