

ARTICLES OF INCORPORATION

OF

SAVANNAH-CHATHAM COUNTY PUBLIC SCHOOLS
EDUCATION FOR A.L.L. FOUNDATION, INC.

I.

The name of the Corporation is: SAVANNAH-CHATHAM COUNTY PUBLIC
SCHOOLS EDUCATION FOR A.L.L. FOUNDATION, INC.

II.

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit
Corporation Code.

III.

The Corporation shall have perpetual duration and no members.

IV.

The initial registered office of the Corporation is 208 Bull Street, Savannah, Chatham
County, Georgia 31401. The initial registered agent of the Corporation at such address shall be
Dr. Thomas Lockamy, Jr.

V.

The purposes for which the Corporation is organized are the following:

(A) The Corporation is organized exclusively for charitable, scientific, literary and
educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of
1986, as amended (the "Code"), including, for such purposes, the making of distributions to
organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the
corresponding provision of any future United States Internal Revenue Law.)

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(B) This Corporation is not organized and shall not be operated for pecuniary gain or profit. 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 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article V hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. 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 Code (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 Code (or the corresponding provision of any future United States Internal Revenue Law).

VI.

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors and the method of election shall be set forth the by-laws of the Corporation.

VII.

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the

Code as an exempt organization, or to The Board of Public Education for the City of Savannah and County of Chatham, a governmental entity, to be used exclusively for charitable, scientific, literary and educational purposes, as described in Article V hereof. In the event that, for any reason, upon dissolution of the Corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Chatham County, Georgia shall make such distribution, exclusively upon the application of one or more persons having an interest in the Corporation or its assets.

VIII.

The name and address of the incorporator is:

Dr. Thomas Lockamy, Jr., 208 Bull Street, Savannah, Georgia 31401.

IX.

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent federal tax laws).

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent federal tax laws).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent federal tax laws).

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

X.

(a) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitratve, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Nonprofit Corporation Code, subject to the conditions prescribed under such statutory provisions.

(b) In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met and that all statutory requirements and procedures have been satisfied, upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

(c) Nothing in this Article shall be construed as limiting the applicability and scope of

Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

(d) In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation, this 9th day of January, 2007.


DR. THOMAS LOCKAMY, JR., Incorporator

SECRETARY OF STATE
CORPORATIONS DIVISION
2007 JAN 16 PM 2:12

CONSENT TO SERVE AS REGISTERED AGENT

The undersigned hereby consents to serve as Registered Agent of SAVANNAH-CHATHAM COUNTY PUBLIC SCHOOLS EDUCATION FOR A.L.L. FOUNDATION, INC. until further notice shall be given to the Secretary of State of the State of Georgia.

This 9th day of January, 2007.


DR. THOMAS LOCKAMY, JR.

Address: 208 Bull Street
Savannah, Georgia 31401



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: mlmarks@bouhan.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)

Savannah-Chatham County Public Schools Education for A.L.L. Foundation, Inc.

Corporate Name (List exactly as it appears in articles)

2. Melanie L. Marks, Esq.

912-644-5718

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

Telephone Number

P. O. Box 2139

Address

Savannah

GA

31402-2139

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.)

Bouhan, Williams + Levy, LLP

By: Melanie L. Marks

Authorized signature of person filing documents

1/10/2007

Date

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