

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, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

GEORGIA TECH GLOBAL, INC.
a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **09/25/2009** 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 September 25, 2009



A handwritten signature in black ink that reads "Karen C Handel". The signature is written in a cursive style with a large, sweeping initial "K".

Karen C Handel
Secretary of State

ARTICLES OF INCORPORATION
OF
GEORGIA TECH GLOBAL, INC.

I.

NAME. The name of the corporation (the "Corporation") is GEORGIA TECH GLOBAL, INC.

II.

OFFICES. The street address and county of the initial registered office is Room 305 Lyman Hall Building, 221 Uncle Heinie Way, NW Atlanta, Fulton County, Georgia 30332 and the name of the initial registered agent of the Corporation at such address is Patrick J. McKenna. The mailing address of the initial principal office of the Corporation is Room 305 Lyman Hall Building, 225 North Avenue, NW, Atlanta, Georgia 30332-0257.

III.

INCORPORATOR. The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Patrick J. McKenna	Room 305 Lyman Hall Building 221 Uncle Heinie Way, NW Atlanta, Georgia 30332

IV.

MEMBERS. The Corporation shall not have members.

V.

NONPROFIT CORPORATION. The Corporation is formed and organized pursuant to the Georgia Nonprofit Corporation Code and, except as may be provided herein, may engage in any and all activities that are lawful for a Georgia nonprofit corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue law) (the "Code").

VI.

PURPOSE. The Corporation is organized exclusively for charitable, scientific, and educational purposes, within the meaning of Code Section 501(c)(3), and more specifically, exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the Georgia Institute of Technology consistent with Code § 170(b)(1)(iv).



VII.

PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private shareholders or individuals, or organizations organized and operated for profit, 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 forth in Article VI hereof.

VIII.

RESTRICTIONS ON POLITICAL AND OTHER ACTIVITIES. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No activity of the Corporation shall consist of participating or intervening in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements). Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried on by, or which would invalidate its status as, an organization (a) which is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) and (b) contributions to which are deductible under Code Section 170(c)(2).

IX.

BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of not less than one (1) member and not more than ten (10) members. Pursuant to Section 14-3-803 of the Georgia Nonprofit Corporation Code, the Board of Directors may change the number of Directors. The Board of Directors shall exercise all the powers of the Corporation. Directors shall be appointed by the President of the Georgia Institute of Technology, as provided in the Bylaws of the Corporation. The initial members of the Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Steven W. McLaughlin	A. French Building 237 Uncle Heinie Way, NW Atlanta, Georgia 30332
Gary B. Schuster	Carnegie Building 223 Uncle Heinie Way, NW Atlanta, Georgia 30332
Steven G. Swant	Carnegie Building 223 Uncle Heinie Way, NW Atlanta, Georgia 30332

X.

LIMITATION ON LIABILITY. No director or former director of the Corporation shall be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (a) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (b) for acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code (dealing with "conflicting interest transactions"); or (d) for any transaction from which the director received an improper personal benefit.

XI.

VOTING. The affirmative vote of two-thirds of the whole number of members of the Board of Directors shall be required to merge or consolidate the Corporation, to transfer substantially all of the assets of the Corporation and to finally liquidate or dissolve the Corporation. These Articles may be amended as provided in the Bylaws.

XII.

DISSOLUTION. Upon the dissolution or final liquidation of the Corporation, the directors shall, after the Corporation pays or makes provisions for the payment of all of the known liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively either by direct distribution for the purposes of the Corporation (as set forth in Article VI), or by distribution to one or more organizations (a) which then qualify for exemption from federal income taxation under the provisions of Code Section 501(a) as an organization described in Code Section 501(c)(3), and (b) contributions to which are then deductible under Code Section 170(c)(2), as the directors shall determine. Any such assets not so disposed of by the Board of Directors 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 which are organized and operated exclusively for such purposes, as said court shall determine.

IN WITNESS WHEREOF, the Incorporator executes these Articles of Incorporation as of the ____ day of September, 2009.

Patrick J. McKenna

Patrick J. McKenna, Incorporator

SECRETARY OF STATE
CORPORATIONS DIVISION
2009 SEP 25 PM 1:54



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: ccduerr@jonesday.com

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

1. 2009154323

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

Georgia Tech Global, Inc.

Corporate Name (List exactly as it appears in articles)

2. R. Mason Cargill

404-581-8909

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

Telephone Number

1420 Peachtree Street, N.E., Suite 800,

Address

Atlanta,

GA

30309

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.)

R Mason Cargill

Authorized signature of person filing documents

September 25, 2009
Date

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