

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

JOSEPH B. WHITEHEAD FOUNDATION

1. The Corporation shall be organized pursuant to the Georgia Nonprofit Corporation Code and made a body corporate under the laws of the State of Georgia under the name and style of:

JOSEPH B. WHITEHEAD FOUNDATION

The Corporation shall have perpetual duration, with its principal office at such place in Fulton County, Georgia, as the Trustees of said Corporation may determine.

2. The Foundation was established in the last Will and Testament of Joseph B. Whitehead, deceased, dated July 16th, 1935, and duly probated in solemn form in the County of Ordinary of Fulton County, Georgia, and recorded in Will Book "L", page 453.

3. The Corporation shall be chartered in compliance with the terms of said Will of Joseph B. Whitehead, deceased, which so directs. Income from the property of the deceased, which was conveyed and transferred to said Corporation in accordance with the terms of the Will, shall be used by said Corporation for charitable, education and eleemosynary purposes set forth therein. Said Will also makes certain special bequests and provisions for the payment of certain contractual obligations of the deceased. By reference, said Will, in all of its terms and provisions, is hereby incorporated as a part of these Amended and Restated Articles of Incorporation.

4. Said Corporation shall have no capital stock. It is not organized for individual pecuniary gain.

5. The Corporation shall have full and complete power and authority to carry out and effectuate in all of its terms and provisions, said Will of Joseph B. Whitehead, deceased, and to receive, hold, manage, invest and distribute any and all other property or funds devoted to charitable, educational or similar purposes under the terms of any other Will, deed or other instrument; to act as Trustee for any and all charitable, educational and similar bequests, devises or gifts, and, in this connection, to carry out and perform all provisions of any Will, deed or other writing under which it may be designated to act as Trustee; and to possess all other powers and prerogatives necessary, convenient or incidental, in acting as Trustee for the purposes stated in the Will of the said Joseph B. Whitehead, deceased, or as Trustee for any charitable, educational or similar purposes which may be set forth in the provision or terms of any other Will, deed or instrument under which it may desire to act in administering any other fund or property.

6. The governing body of said Corporation in which shall be vested all of the powers of administering the property left for said purposes under said Will of Joseph B. Whitehead, deceased, and of conducting and managing the affairs of said Corporation shall be a Board of Trustees. Upon the death, resignation or failure of a Trustee to accept the office, the remaining two (2) Trustees shall choose the successor of the one who shall resign, die, or fail to accept the office as such Trustee. In the event that the living Trustees shall for any reason fail to select such successor Trustee, then in that event, such successor Trustee or Trustees shall be appointed by the Senior Judge of the Superior Court of Fulton County, Georgia to serve, as provided in said Will. Each Trustee shall serve until his or her successor is elected and qualified. Upon the death or resignation of any Trustee or successor Trustee, the selection of the successor, and his acceptance of the office as Trustee shall be recorded in the Minutes of said Board.

7. No person who is serving or has served as a member of the Board of Trustees shall have any liability to the Corporation for monetary damages for any action taken, or any failure to take any action, as a member of the Board of Trustees; except liability:

(a) for any appropriation, in violation of his 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 the types of liability set forth in sections 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code; or

(d) for any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Section shall be in addition to and not in lieu of all other limitations, immunities and indemnities conferred by law, these Articles and the bylaws of the Corporation.

8. To enable said Corporation to effectively comply with the terms of any other will, deed, indenture or other instrument under which it may act as Trustee or otherwise, in the administration of any funds or property for charitable, educational or similar purposes, petitioners desire that it have power, upon a majority vote of said Trustees, or as may be provided in its bylaws, to add such other members to its Board of Trustees, from time to time, when necessary or desirable, to provide the machinery or to conform to requirements of any will, deed or other instrument under which it may be designated to administer any fund or property for charitable, educational or similar purposes; to confer upon such additional Trustees such power and authority as may be convenient or necessary to accomplish said purposes, and to provide for the tenure and succession of such additional Trustees; provided, however, that any such additional Trustees shall not exercise any authority whatsoever over the property and assets which said Corporation shall receive under the Will of said Joseph B. Whitehead, deceased, and no part of such property and assets shall by said Corporation ever be commingled with or administered as a part of any other trust fund or other property whatsoever.

9. Said Corporation shall, upon a vote of the majority of the Trustees named or designated in said Will of Joseph B. Whitehead, deceased, or their successors in office, have power and authority to buy, sell or otherwise deal in real estate, all forms of personal and intangible property, to borrow money and pledge the whole or any portion of the property of said Corporation as security therefor, to adopt bylaws, to sue and be sued, to have and use a common seal, and by a like vote to amend this charter in form or substance and change its legal residence to any other County as provided in The Georgia Nonprofit Corporation Code, and shall have all other powers, privileges and immunities which under the law of Georgia are now or hereafter may be vested in similar corporations.

10. The address of the registered office of the Corporation shall be 191 Peachtree Street, N.E., Suite 3540, Atlanta, Georgia 30303. The registered agent of the Corporation at such address shall be P. Russell Hardin, President, or his successors in office.

These Amended and Restated Articles of Incorporation were adopted by unanimous consent of the Board of Trustees of Joseph B. Whitehead Foundation on April 2, 2013. Member approval is not required; the Corporation has no members.

IN WITNESS WHEREOF, Joseph B. Whitehead Foundation has caused these Amended and Restated Articles of Incorporation to be executed, its corporate seal to be affixed, and its seal and the execution hereof to be attested, all by its duly authorized officers, this 2nd day of April, 2013.

Joseph B. Whitehead Foundation

By: James B. Williams
Chairman

[Corporate seal]

ATTEST:

[Signature]
Secretary