

AMENDED AND RESTATED BYLAWS
JOSEPH B. WHITEHEAD FOUNDATION

ARTICLE I

NAME

The name of the corporation shall be JOSEPH B. WHITEHEAD FOUNDATION.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at such place within the State of Georgia as the Board of Trustees shall from time to time designate.

ARTICLE III

CORPORATE SEAL

The corporate seal of the corporation shall have inscribed thereon the name of the corporation, the year "1937" and the words, "Corporate Seal, Georgia."

ARTICLE IV

THE BOARD OF TRUSTEES

Section 1. The governing body of the Foundation shall consist of a Board of Trustees with three members. Each trustee shall serve until his or her successor is elected and qualified by filing his or her written acceptance with the Board.

Section 2. If any Trustee shall desire to resign, he shall so notify the Secretary in writing. Thereupon the Secretary shall so inform the Chairman (or in his absence or incapacity, the Vice Chairman), who shall call a special meeting of the Board for the purpose of passing upon said resignation and the selection of the successor Trustee; provided, however, that if said notice shall be received by the Secretary at, or within a period of thirty (30) days before a regular meeting of the Board, no special meeting need be called and the same may be passed upon at said regular meeting.

Section 3. In the event of a vacancy upon the Board of Trustees of any one or more of the three Trustees originally chosen by the incorporators, and should the other Trustees then in

office fail to elect a successor or successors to them, then such successor Trustee or Trustees shall be appointed by the chief Judge of the Superior Court of Fulton County.

Section 4. The Board of Trustees may from time to time provide for the selection, terms of office and number of additional Trustees to be added to the Board, in order to comply with any other will, deed, indenture or other instrument under which the Foundation may act as Trustee, or otherwise, in the administration of any funds or property for charitable, educational or similar purposes. Said additional Trustees may be elected upon a majority vote of said original Board of Trustees, or their successors, for such terms as the Board of Trustees at said election may determine, and with such powers and authority as may be conferred in the discretion of said Board of Trustees to accomplish said purposes; provided, however, that any such additional Trustees shall not exercise any authority whatsoever over the property and assets which said Foundation shall receive under the Will of Joseph B. Whitehead, deceased, and provided further that no part of such property and assets shall ever be commingled with, or administered as a part of any other trust fund or property.

Section 5. A quorum of said Trustees are authorized and empowered in their discretion, at any time and from time to time, to elect not exceeding three alternate Trustees, three being the number of Trustees directed to govern said Foundation under the provision of Item V of the Will of Joseph B. Whitehead. When so chosen an alternate Trustee may be invited to attend all meetings of the Trustees and may participate in any discussion, but shall not have the power to vote and shall not be counted for the purpose of ascertaining the presence of a quorum; provided, however, that when any Trustee is absent from a meeting the Chairman of the Board of Trustees shall have the power and authority at his option to appoint an alternate Trustee as a Trustee to serve at such meeting in the place and stead of such absent Trustee. When an alternate Trustee is so appointed, he shall have and possess at such meeting all the power and authority of the absent Trustee, including the right to vote.

Section 6. Trustees elected on or after November 5, 2002, shall serve through their 75th year, their terms ending upon the first meeting of the Board of Trustees following their 76th birthday.

ARTICLE V

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees may hold its meetings at the principal office of the corporation or at such other place or places as it may from time to time designate.

Section 2. The annual meeting of the Board of Trustees shall be held on the first Tuesday in April each year. Other meetings of the Board of Trustees may be held at such other times as its members may designate. The Secretary shall give all members of the Board at least ten (10) days' written notice by mail or telegraph of all such meetings except that such notice may be waived and that the presence of a member at any meeting shall constitute a waiver on his part of such notice.

ARTICLE VI

QUORUM

At all meetings of the Board of Trustees two (2) members shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting, at which there is a quorum, shall be the act of the Board.

ARTICLE VII

COMPENSATION OF TRUSTEES

The Board of Trustees may from time to time fix reasonable compensation for their services and for expenses incurred in attending meetings of the Board. Nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE VIII

OFFICERS OF THE FOUNDATION

Section 1. Officers. The officers of the Foundation shall consist of a Chairman, a Vice Chairman, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may deem necessary or desirable. Such officers shall be elected by the Board of Trustees at any meeting and shall serve at the pleasure of the Board. Any two or more offices may be held by the same person except that neither the Chairman nor the President may also serve as Secretary.

Section 2. Chairman. The Chairman shall be a member of the Board of Trustees of the Foundation. He shall be the chief executive officer of the Foundation, shall preside at all meetings of the Board of Trustees and shall generally direct and supervise all affairs of the Foundation, subject to the direction of the Board of Trustees. He shall execute all notes, bonds, deeds, and conveyances of the Foundation.

Section 3. Vice Chairman. The Vice Chairman shall be a member of the Board of Trustees of the Foundation and shall perform the duties and have the powers of the Chairman during the absence, disability, or incapacity of the Chairman, and shall perform such other duties as the Board shall from time to time designate.

Section 4. President. The President shall be the chief administrative officer of the Foundation, subject to the supervision and direction of the Chairman and the Board of Trustees. He shall be responsible for operation of the principal office of the Foundation, which shall provide administrative services for the general management of the affairs of the Foundation including investigations and summarization of grant proposals and development of grant recommendations for trustee consideration. Subject to the approval of the Board of Trustees, he

shall determine staff requirements and budget and shall be authorized to execute all contracts related to the corporation's administration.

Section 5. Secretary. The Secretary shall be present at all meetings of the Board of Trustees, shall keep an accurate written record of all proceedings of the meetings in a minutes book provided for that purpose, and shall have custody of and attest to the seal of the Foundation. He shall attend to the giving and serving of all notices of the Foundation, and shall have charge of other documents as the Board of Trustees may direct, all of which shall be open to the examination of any officer or trustee.

Section 6. Treasurer. The Treasurer shall be the custodian of all funds of the Foundation, and of all trust funds which may be placed in its control for administration. He shall be responsible for keeping an accurate account of such funds and shall report in writing at each meeting of the Board of Trustees on all property, cash and securities on hand and on all transactions, receipts and disbursements since his last report to the Board.

Section 7. Other Duties and Authority. Each officer, employee and agent of the Foundation shall have such other duties and authority as may be conferred upon him by the Board of Trustees or delegated to him by the Chairman.

Section 8. Compensation. The salaries of the officers shall be fixed from time to time by the Board of Trustees.

ARTICLE IX

CHECKS AND TRANSFERS OF PROPERTY

Section 1. All checks, drafts, and demands or orders for money, and all notes or obligations of this corporation, or paper discounted by it in excess of \$20,000, shall be signed by the Chairman, Vice Chairman, President or Treasurer, and by another of the aforementioned officers, the Secretary, or the Controller, or by such other person or persons as may be from time to time designated by resolution of the Board of Trustees. Such conveyances under \$20,000 shall be signed by an officer of the corporation as defined in Article VIII.

Section 2. All transfers of property of this corporation shall be signed by the Chairman or Vice Chairman, and attested by the Secretary. Any person, firm or corporation acquiring any such property or acting as transfer agent of the property to be transferred shall be fully protected when this corporation's property is sold or transferred by a writing bearing the signatures aforesaid and no person, firm or corporation need ascertain the authority of the persons so signing to make the sale or transfer so signed.

ARTICLE X

INDEMNITY

The corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a trustee or officer of the corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall pay for or reimburse the reasonable expenses incurred by a trustee or officer who is a party to a proceeding because such individual is a trustee or officer in advance of final disposition of the proceeding, if:

(a) The trustee or officer furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in this Article or that the proceeding involves conduct for which liability has been eliminated by the corporation's Amended and Restated Articles of Incorporation; and

(b) The trustee or officer furnishes the corporation a written undertaking to repay any advances if it is ultimately determined that the trustee or officer is not entitled to indemnification.

The written undertaking required by paragraph (b) above must be an unlimited general obligation of the trustee or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

The corporation shall also pay for or reimburse the reasonable expenses incurred by a trustee or officer because such individual is a trustee or officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party to such proceeding.

ARTICLE XI

AMENDMENTS

These bylaws may be amended, upon a majority vote of said Board, at any regular meeting, or at any special meeting at which all of the members of the Board are present, without previous notice of the proposed amendment; or, by a majority vote of those members of the Board present at any special meeting where notice of said amendment is contained in the call of said special meeting.

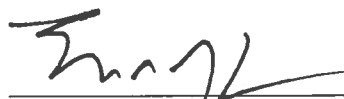
ARTICLE XII

THE WILL OF JOSEPH B. WHITEHEAD

As provided in the Charter of this corporation, the primary purpose of its existence is to execute in all of its terms and provisions the Will of Joseph B. Whitehead, deceased.

I, Erik S. Johnson, duly elected and acting Secretary of Joseph B. Whitehead Foundation do hereby certify that the above Amended and Restated Bylaws were enacted by the Board of Trustees of Joseph B. Whitehead Foundation on April 1, 2014.

This 1st day of April, 2014.



Erik S. Johnson, Secretary