

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

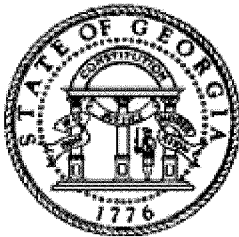
CERTIFICATE OF INCORPORATION

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

LAKESIDE HIGH SCHOOL FOUNDATION, INC.
a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **07/24/2006** 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 of the City of Atlanta
and the State of Georgia on July 24, 2006



A handwritten signature in black ink that reads "Cathy Cox".

Cathy Cox
Secretary of State

ARTICLES OF INCORPORATION
OF
LAKESIDE HIGH SCHOOL FOUNDATION, INC.

ARTICLE I

The name of the Corporation is LAKESIDE HIGH SCHOOL FOUNDATION,
INC.

ARTICLE II

The address of the initial registered office of the Corporation is 2286 Leafmore Drive, Decatur, Georgia, 30033. The initial registered agent of the Corporation at such address is Tara Stamps.

ARTICLE III

The name of the Incorporator is Suzanne C. Feese. The Incorporator's address is King & Spalding, LLP, 1180 Peachtree Street, Atlanta, Georgia 30309.

ARTICLE IV

The Corporation shall not have members.

ARTICLE V

The mailing address of the initial principal office of the Corporation is 2286 Leafmore Drive, Decatur, Georgia 30033.

ARTICLE VI

The Corporation shall be a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.



ARTICLE VII

(a) The business and affairs of the Corporation shall be managed under the direction and authority of a Board of Directors. The Board of Directors shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, term of office, and manner of selection of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

(b) No person who is serving or has served as a member of the Board of Directors 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 Directors, except liability:

(i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(iii) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or

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

The limitation of liability conferred in this Article 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.

ARTICLE VIII

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code") and for such related purposes as may be permitted to charitable and educational corporations which are organized under the Georgia Nonprofit Corporation Code and which are described in the aforesaid provision of the Code. The principal charitable and educational purpose of the Corporation shall be to promote and enrich the education of students attending public school in Dekalb County, Georgia by providing financial support for the educational programs of Lakeside High School.

ARTICLE IX

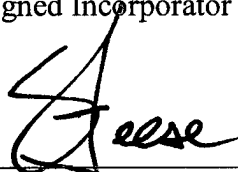
No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation to the Dekalb County Board of Education. 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 to such organization or organizations which are exempt under Section 501(c)(3) of the Code, as said court shall determine.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.



Suzanne C. Feese, Incorporator

SECRETARY OF STATE
2008 JUL 24 P 4: 15
CORPORATIONS DIVISION



CATHY COX
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>

ENRICO M. ROBINSON
Director

SUSAN GOLDEN
Assistant Director

**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: sfeese@kslaw.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)

Lakeside High School Foundation, Inc.

Corporate Name (List exactly as it appears in articles)

2. **Susan C. Feese, Esq.**

404-572-3566

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

Telephone Number

King & Spalding LLP, 1180 Peachtree Street

Address

Atlanta

GA

30309-3521

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.)

Authorized signature of person filing documents

7/24/06

Date

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