

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0466037  
EFFECTIVE DATE: 11/04/2004  
JURISDICTION : GEORGIA  
REFERENCE : 0024  
PRINT DATE : 11/10/2004  
FORM NUMBER : 311

ELBERT N. WHITMIRE, III  
P.O. BOX 1744  
ATHENS, GA 30603

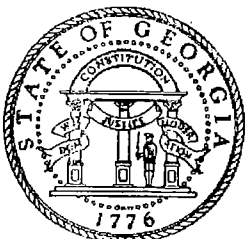
**CERTIFICATE OF INCORPORATION**

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

**PRINCE AVENUE CHRISTIAN SCHOOL, INC.**  
**A DOMESTIC NONPROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above 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 the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

PRINCE AVENUE CHRISTIAN SCHOOL, INC.

ARTICLES OF INCORPORATION

ARTICLE I.

The name of the Corporation is: PRINCE AVENUE CHRISTIAN SCHOOL, INC.

ARTICLE II.

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code, as amended.

ARTICLE III.

The Corporation shall have perpetual duration.

ARTICLE IV.

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

(A) The Corporation will operate the Prince Avenue Christian School which is a recognized ministry of the Prince Avenue Baptist Church, Athens, Georgia. The Prince Avenue Christian School is an elementary and secondary school, training students in accordance with the mission of infusing the school community with a Biblical world view by effectively sharing the Gospel and developing followers of Jesus Christ through scripturally based discipleship, academics, fine arts, and athletics.

(B) The Corporation has a policy of non-discrimination with respect to admission of pupils to the school operated by the Corporation and with respect to employment of teachers and other employees. It is the policy of Prince Avenue Christian School, Inc. to admit students of any race, color, national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs and athletic or other school administered programs.

(C) The Corporation shall remain a ministry of Prince Avenue Baptist Church

(D) The Corporation is organized exclusively for religious, educational, scientific and charitable 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).

(E) 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 (trustees), 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 in Article IV 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).

(F) The Corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in O.C.G.A. § 14-3-302, as amended. The Corporation shall also be empowered to hold or administer property for the purposes stated in this Article IV.

#### ARTICLE V.

The affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees of the Corporation and method of election shall be set out in the bylaws.

#### ARTICLE VI.

The Corporation shall have no members.

#### ARTICLE VII.

The initial registered office of the Corporation shall be at: 595 Prince Avenue, Athens-Clarke County, Georgia 30603. The initial registered agent of the Corporation at such address shall be: William N. Pevey.

#### ARTICLE VIII.

The mailing address of the initial principal office of the corporation is 595 Prince Avenue, P.O. Box 1112, Athens-Clarke County, Georgia 30603.

#### ARTICLE IX.

The initial Board of Trustees shall consist of twelve (12) members whose names and addresses are:

Mr. Allan Adams  
155 Frontier Court  
Athens, GA 30605

Mrs. Amy Frierson  
245 Harve Mathis Rd.  
Athens, GA 30601

Mr. Dave Barfield  
5075 Barnett Shoals Rd.  
Athens, GA 30605-4736

Mr. Jim Gilstrap  
865 Kingston Rd.  
Colbert, GA 30628

Miss Sarah Bell  
1201 Arrowhead Road  
Watkinsville, GA 30677

Mrs. Sarah Milliner  
220 Orchard Creed Dr.  
Athens, GA 30606

Mrs. Susan Bogardus  
255 Deerhill Dr.  
Bogart, GA 30622

Mr. Rodney Patton  
1111 Creekshore Dr.  
Athens, GA 30606

Mr. Hiram Childs  
2240 Oliver Bridge Rd.  
Watkinsville, GA 30677

Mr. Greg Thaxton  
371 Pete Dickens Rd.  
Bogart, GA 30622-  
2070

Mr. David Dantice  
P.O. Box 373  
4841 Fairplay Rd.  
Bostwick, GA 30623

Mr. Bill White  
197 Sandwood Circle  
Athens, GA 30607

#### ARTICLE X.

The name and address of the incorporator is: Elbert N. Whitmire, III, P. O. Box 1744, Athens, Georgia 30603-1744.

#### ARTICLE XI.

Upon the dissolution of the Corporation's affairs, the Board of Trustee 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 Prince Avenue Baptist Church or to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for educational, scientific or charitable purposes, as described in Article IV hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Trustees shall fail to act in the manner herein provided within a reasonable period of time, the Judge of the Superior Court having proper jurisdiction shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

#### ARTICLE XII.

(a) In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article XII shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article IV herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

(b) Each reference in this Article XII to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

#### ARTICLE XIII.

No Trustee shall have any personal liability to the Corporation or its members for

monetary damages for breach of duty of care or other duty as a Trustee, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of November, 2004.



Elbert N. Whitmire, III  
Incorporator

SECRETARY OF STATE  
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CORPORATION DIVISION