



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

The articles of incorporation of "PIEDMONT COLLEGE" have been duly restated under the laws of the State of Georgia on the 25th day of June, 1985, and have been amended by the filing of restated articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said restated articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 25th day of June in the year of our Lord One Thousand Nine Hundred and Eighty Five and of the Independence of the United States of America the Two Hundred and Nine.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA



RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
PIEDMONT COLLEGE

I.

The name of the corporation is:

"PIEDMONT COLLEGE"

II.

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

III.

The corporation shall have perpetual duration.

IV.

The corporation is organized for the operation of a private, independent educational institution.

V.

The purpose of Piedmont College is to provide men and women with opportunity for earning an education in a Judeo-Christian environment.

VI.

The affairs of the corporation shall be managed by the Board of Trustees. The number and method of election of Trustees shall be as determined by the By-Laws of the corporation.

VII.

The Board of Trustees are the sole members of the corporation and have complete control of the general government, direction and policies of the corporation.

VIII.

This corporation shall have no capital stock and no shareholders.

IX.

The corporation is a private, independent, self-perpetuating educational college which has its religious and historic roots in the Congregational Churches of the United States of America.

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X.

The corporation shall have all corporate powers conferred by the Georgia Nonprofit Corporation Code which shall include, but not be limited to, the following:

(a) The corporation shall have power to acquire both real and personal property by purchase, exchange, devise, gift or donation, and to hold, use, or invest same in such way and manner as may tend to promote the objects of said corporation; and to carry out all trusts imposed by the donors, including especially the right, without any order of Court, to lend on security approved by it, or to otherwise invest any and all funds which may be received by it as endowment. Provided, however, that all property, real or personal, that may be purchased or otherwise acquired by said corporation, shall be received and held in trust, that it shall be used, kept, maintained, and disposed of for the educational purposes in these articles set forth. The corporation shall have the power to have a common seal, to sue and be sued under the corporate name of Piedmont College; to keep and maintain order and discipline among its student body, and on its campus; to make any and all contracts with reference to acquisition, management, control, encumbrance, sale or disposition of its property not contrary to the laws of this state or of the United States.

(b) Said corporation shall also have authority to give or provide for instruction in theology and all of the arts, sciences and professions, and in all branches of higher instruction and learning, and to that end to establish or acquire such schools, departments and faculties as it may deem proper.

(c) Said corporation shall also have power and authority to receive by donation or purchase or to otherwise acquire, upon such terms as may be agreed upon, either by way of merger or consolidation, the property, assets and good will of any other college, school or institution of learning, or to become

affiliated therewith upon such terms and conditions and to such extent and for such purposes as may be agreed upon, or to receive, maintain, support and control any such college or institution as a department of such college, with power to appoint or elect the Trustees thereof, if the same is maintained as a separate corporation; or to agree with any other such college or institution as to basis of correlation of departments, of courses of study, or any other means by which the work thereof may be correlated with the work of said college.

(d) The corporation shall further have the power and authority to prescribe the course of study and the degrees of proficiency therein necessary to graduation in any school or department, or under any faculty created, maintained or controlled by it, and to grant such diplomas or certificates to graduates or students in any of such schools or departments, or affiliated colleges, if any, or under any such faculty as it may deem proper, and to confer such degrees upon such graduates as may be appropriate, and such as are conferred by other colleges maintaining or controlling similar schools of instruction and learning; also to grant honorary degrees to persons distinguished for learning, ability and character in their respective vocations.

(e) Said corporation shall also have power to make and adopt all such By-Laws, rules and regulations as may seem to be necessary or proper for the management, control, and conduct of the affairs and property of said college, and said By-Laws, rules and regulations so adopted shall be binding on said corporation until amended in the manner and form described therein for their amendments; provided, none of said By-Laws, rules or regulations shall be contrary to any of the laws of this state or of the United States; and said corporation shall also have all such powers or authority as are usually or properly conferred upon or possessed by colleges or similar institutions for higher learning elsewhere.

XI.

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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. 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 any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

XII.

It is expressly provided and declared that all property whatsoever acquired by the corporation of every kind and character, and all increments, interests or earnings thereof, shall be devoted in perpetuity to educational and charitable purposes. In the event of the dissolution of this corporation, all of the assets of the corporation shall be distributed to, or its assets shall be sold and proceeds distributed to, another organization organized and operating for the same purposes for which this corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, which shall be selected by the Board of Trustees of the corporation. Provided, however, that any such recipient organization or organizations shall at that time qualify

as exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future Federal Tax Code. In the event that for any reason upon the dissolution of the corporation the Board of Trustees of the corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Superior Court of Habersham County, Georgia, shall make such distribution as herein provided upon the application of one or more persons having a real interest in the corporation or its assets.

XIII.

The principal office for the transaction of the business of this corporation as well as its registered office shall be located in the City of Demorest, County of Habersham, State of Georgia.

XIV.

The corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the college. The college shall not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.

XV.

The within restated Articles of Incorporation both amend and restate the existing Articles of Incorporation and the restatement purports merely to restate all those provisions in effect on the date of the adoption of these restated articles which are not being amended hereby.

XVI.

The Articles of Incorporation of Piedmont College as restated herein supersede the original Articles of Incorporation as heretofore amended.

IN WITNESS WHEREOF, Piedmont College has caused these Restated and Amended Articles of Incorporation to be executed and

its corporate seal to be affixed and has caused the foregoing to be attested, all by its duly authorized officers on this 1st day of June, 1985.

PIEDMONT COLLEGE

By: [Signature]
President

Attest:

[Signature]
Secretary

(CORPORATE SEAL)

CERTIFICATE OF ADOPTION OF
RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF PIEDMONT COLLEGE

The Board of Trustees of Piedmont College, a corporation organized and existing under the laws of the State of Georgia, met on the 1st day of June, 1985. The Board of Trustees are the sole members of the corporation and are the only members entitled to vote. The Board of Trustees consists of 25 members, 18 of whom were present at the meeting. A quorum consists of seven Trustees. A vote of the majority which was 10 of those Trustees present, was required to adopt the Restated and Amended Articles and the number of Trustees who voted for the Restated and Amended Articles was 18. At said meeting, the Trustees adopted the foregoing Restated and Amended Articles of Incorporation and did authorize and direct the President and the Secretary to take such action as necessary to effect the Restatement and Amendment of said Articles including the execution thereof.

WITNESS my hand and seal of this Office, this 6th day of June, 1985.

[Signature] (SEAL)
Secretary, Piedmont College

(CORPORATE SEAL)