

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LETTIE PATE WHITEHEAD FOUNDATION, INC.

1.

The Corporation shall be organized pursuant to the Georgia Nonprofit Corporation Code and incorporated under the laws of Georgia under the name and style of:

LETTIE PATE WHITEHEAD FOUNDATION, INC.

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 Corporation shall be chartered in compliance with the terms of the will of Conkey P. Whitehead, deceased, which so directs. Certain property from the estate of said Conkey P. Whitehead, which was conveyed and transferred to said Corporation in accordance with the terms of the will, shall be held and used by this Corporation for charitable and educational purposes. By reference, said will is hereby incorporated as part of these Amended and Restated Articles of Incorporation.

3.

Said Corporation is organized for charitable and educational purposes under the will of Conkey P. Whitehead, and not for individual pecuniary gain, and said Corporation shall have no capital stock.

4.

Said Corporation shall have authority to carry out the provisions of said will of Conkey P. Whitehead, and to receive, hold, manage, invest and distribute any other property or funds devoted to charitable or educational purposes under the terms of any other will, deed or other instrument; to act as Trustee for any charitable or educational bequests, devises or gifts, and to carry out all provisions of any instrument under which it may be designated to act as Trustee; and to possess all other powers needed or convenient in acting as Trustee under the will of Conkey P. Whitehead, or as Trustee for any charitable or educational purposes set forth in the provisions of any other instrument under which it may desire to act.

5.

The governing body of said Corporation in which shall be vested all authority to administer the property left to it under the will of Conkey P. Whitehead, and to manage the affairs of said Corporation, shall consist of a Board of three (3) Trustees, one of whom shall be a resident of the State of Georgia, one a resident of the State of Virginia, and the other a resident of either North or South Carolina, Tennessee, Florida, Alabama, Mississippi or Louisiana. If after qualifying any Trustee should die, resign or become permanently disabled, his successor shall be elected by the remaining Trustees. If they shall not select a successor within a reasonable time, as fixed in the bylaws of said Corporation, the successor shall be appointed by the judge of the court having original equity or chancery jurisdiction in the county of the residence of said deceased, resigned or disabled Trustee. Each Trustee shall serve until his successor is elected and qualifies. Upon the death or resignation of any Trustee or successor Trustee, the selection of the successor and his or her written acceptance of the office as Trustee shall be recorded in the minutes of said Board. In managing the affairs of said Corporation, the Trustees and their successors shall have all the rights and authority directed to be conferred upon them in the will of Conkey P. Whitehead, and shall be subject to the limitations and restrictions therein imposed. A majority of the Trustees shall have authority to act at any time on any subject, except as to making sales of the corpus of property owned by the Foundation, in which event their unanimous written consent shall be required.

6.

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 14-3-864 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.

7.

In order to enable said Corporation to comply effectively with the terms of any instrument, excluding the will of Conkey P. Whitehead, under which it may act, in administering any funds or property for charitable or educational purposes, the Corporation shall have power, upon majority vote of said trustees, or as may be provided in its bylaws, to add such other trustees as they deem advisable. Such added trustees shall have the authority which may be needed or convenient to accomplish said purposes, and to provide for their tenure and succession. These added trustees, however, shall not exercise any authority over the property which said Corporation shall receive under the will of Conkey P. Whitehead, and at no time shall the Corporation commingle or administer together any part of such property with any other trust fund or property whatever.

8.

Said Corporation, upon majority vote of the trustees, shall have authority to amend this charter in form or substance and to change its legal residence to any other county as provided in the Georgia Nonprofit Corporation Code. The Corporation shall have all of the rights, privileges and immunities hereinbefore set out, with such other and further rights, privileges and immunities as are or hereafter may be afforded to corporations of like character under the laws of Georgia.

9.

The address of the registered office of the Corporation shall be 50 Hurt Plaza, Suite 1200, Atlanta, Georgia 30303. The registered agent of the Corporation at such address shall be P. Russell Hardin, President, or his successors in office.

IN WITNESS WHEREOF, Lettie Pate Whitehead Foundation, Inc. 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 8th day of November, 2006.

Lettie Pate Whitehead Foundation, Inc.

By: 
Chairman

[Corporate seal]

ATTEST:


Secretary

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
LETTIE PATE WHITEHEAD FOUNDATION, INC.

1.

The name of the Corporation is Lettie Pate Whitehead Foundation, Inc.

2.

Paragraph 9 of those certain Amended and Restated Articles of Incorporation of Lettie Pate Whitehead Foundation, Inc. shall be amended to read:

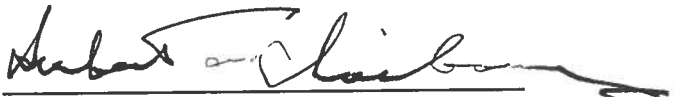
The address of the registered office of the Corporation shall be
191 Peachtree Street, NE, Suite 3540, Atlanta, Georgia 30303.
The registered agent of the Corporation at such address shall be
P. Russell Hardin, President, or his successors in office.

3.

The Corporation has no members, and no approval of these Articles of Amendment is required by any person other than the Board of Trustees of the Corporation, which is its Board of Directors. These Articles of Amendment have been approved by a sufficient vote of the Board of Trustees of the Corporation on November 2, 2011.

IN WITNESS WHEREOF, Lettie Pate Whitehead Foundation, Inc. has caused these Articles of Amendment to be executed, its corporate seal affixed, and its seal and execution hereof to be attested, all by its duly authorized officers, this 2nd day of November, 2011.

LETTIE PATE WHITEHEAD FOUNDATION, INC.

By: 
Chairman

[CORPORATE SEAL]

ATTEST:


Secretary