

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

DALTON STATE COLLEGE FOUNDATION, INC.

a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on **10/17/2008** and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on October 17, 2008



A handwritten signature in black ink, appearing to read "Karen C Handel". The signature is fluid and cursive.

Karen C Handel
Secretary of State

**ARTICLES OF AMENDMENT
OF
DALTON STATE COLLEGE FOUNDATION, INC.**

DALTON STATE COLLEGE FOUNDATION, INC., (the "Company", a Georgia non-profit corporation formed pursuant to those certain Articles of Incorporation on May 22, 1967 (the "Articles") filed with the Office of the Secretary of State of Georgia on May 23, 1967, does hereby amended the Articles, as follows:

-1-

Being that the original Articles had a thirty-five (35) year duration, these Amended Articles shall apply. Perpetual duration, per O.C.G.A. Section 14-2-1408(e). This Amendment is made within ten (10) years of the original expiration date, i.e. May 23, 2002, thus the corporate existence shall be deemed to have continued without interruption from the former expiration date.


-2-

This Amendment was adopted and duly approved by the Shareholders in accordance with the provisions of O.C.G.A. Section 14-2-1003.


-3-

Notice shall be published in the Daily Citizen News for four (4) times as provided by law.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment on June 6, 2008.


G. ROBERT BUCHANAN, CHAIRMAN OF
DALTON STATE COLLEGE FOUNDATION,
INC.

ATTEST BY:

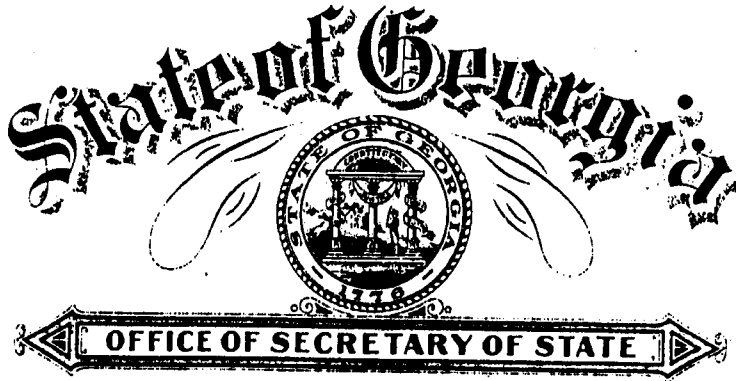

REBECCA DEMPSEY, SECRETARY OF
DALTON STATE COLLEGE FOUNDATION,
INC.

2008 OCT 17 AM 11:52
SECRETARY OF STATE
CORPORATIONS DIVISION

State of Georgia
Amend/Restate 1 Page(s)



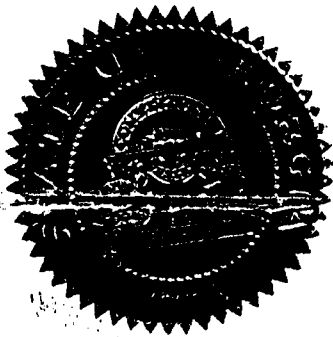
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I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

"DALTON JUNIOR COLLEGE FOUNDATION, INC."

was on the 22nd day of May, 1967,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Whitfield County for a period of thirty-five years
from said date, in accordance with the certified copy hereto attached, and that a certified copy
of the charter of said corporation has been duly filed in the office of the Secretary of State and
the fees therefor paid, as provided by law.



IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this 23rd day of May, in the year
of our Lord One Thousand Nine Hundred and Sixty
Seven and of the Independence of the United States
of America the One Hundred and Ninety-first.

Ben W. Fortson Jr.

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

GEORGIA, WHITFIELD COUNTY.

TO THE SUPERIOR COURT OF SAID COUNTY:

The petition of the following individuals, herein-
after listed, along with their proper addresses, to-wit:

MRS. DICKSIE B. BANDY
610 S. Thornton Avenue
Dalton, Georgia

PAUL N. BANDY
Route 2
Ringgold, Georgia

CLAUDE E. BLACKSTOCK
Box 744
Dalton, Georgia

KENNETH E. BORING
Tibbs Road
Dalton, Georgia

H. BARRON BROOKS
P. O. Box 160
Chatsworth, Georgia

JAMES E. BROWN
1103 Ridgeleigh Circle
Dalton, Georgia

NORMAN D. BURKETT
P. O. Box 1168
Dalton, Georgia

THURMAN F. CHITWOOD
Resaca, Georgia

MRS. W. W. FINCHER, JR.
P. O. Box 149
Chatsworth, Georgia

DR. ARTHUR M. GIGNILLIAT
819 Thornton Avenue
Dalton, Georgia

GROVER GOWIN
P. O. Box 704
Dalton, Georgia

KENLY G. GREER
Rocky Face, Georgia

THOMAS W. GREESON
P. O. Box 186
Chatsworth, Georgia

RECEIVED
MAY 23 9 16 AM '57
GEN. W. SCHEIDTSON
SECRETARY OF STATE

CARL L. GRIGGS
Rio Vista Drive
Dalton, Georgia

R. E. HAMILTON
704 Greenwood Drive
Dalton, Georgia

PAUL C. HENDERSON
Cohutta, Georgia

J. ROLLINS JOLLY
518 Loveman Lane
Dalton, Georgia

HUGH LYLE JONES
Box 593
LaFayette, Georgia

RUFUS M. JOSEY
500 Fairview Drive
Dalton, Georgia

H. E. KINNEY
P. O. Box 398
Dalton, Georgia

BERT LANCE
Calhoun, Georgia

ARTHUR B. LAUMAN
908 Stoneleigh Drive
Dalton, Georgia

BILLIE M. (MRS. W. NORRIS) LITTLE
1400 Braiden Road
Dalton, Georgia

MELVIN TRUETT LOMAX
Box 1111
Dalton, Georgia

MRS. LEONARD LORBERBAUM
1014 East Lakeshore Drive
Dalton, Georgia

JAMES EDWARD MARLOW, M.D.
108 Alma Drive
Dalton, Georgia

JOHN T. MINOR, III
E. Lakeshore Drive
Dalton, Georgia

EARL T. MCGHEE, M.D.
1012 Burleyson Drive
Dalton, Georgia

ROBERT NANCE
Ringgold, Georgia

JOHN P. NEAL, JR.
111 N. Hamilton Street
Dalton, Georgia

HOWARD NOCHUMSON
Dickson Acres
Dalton, Georgia

V. D. PARROTT, JR.
306 Valley Drive
Dalton, Georgia

JAMES H. PATTON, IV
Forrest Lane
Dalton, Georgia

JOHN R. PROFFITT, JR.
E. Lakeshore Drive
Dalton, Georgia

GEORGE L. RICE
815 E. Willow Park Drive
Dalton, Georgia

M. B. SERETEAN
P. O. Box 1248
Dalton, Georgia

E. DEAN SMITH
Route 6
Dalton, Georgia

W. H. SPARKS
Dickson Acres
Dalton, Georgia

WILLARD ERVIN STRAIN
1508 Dug Gap Road
Dalton, Georgia

THOMAS E. SWIFT
Dickson Acres
Dalton, Georgia

JACK P. TURNER, JR.
614 Valley Drive
Dalton, Georgia

DAVID A. WELLS, M.D.
1219 Memorial Drive
Dalton, Georgia

G. L. WESTCOTT
Thornton Avenue
Dalton, Georgia

ERVIN WILLIAMS
1502 Elaine Way
Dalton, Georgia

BEN WINKLER
W. Lakeshore Drive
Dalton, Georgia

respectfully show:

-1-

Petitioners desire to be incorporated and made
a body corporate under the Laws of the State of Georgia under

the name and style of DALTON JUNIOR COLLEGE FOUNDATION, INC. for a period of thirty-five (35) years, with full right of renewal as may be provided by law.

-2-

The principal office of said Corporation shall be located at such place in Whitfield County, Georgia, as its Trustees may from time to time determine; however, the right is desired to establish other offices either within or without the State of Georgia as may be deemed advisable.

-3-

The petitioners named above shall constitute the initial Board of Trustees of the Corporation and shall serve for a term of One (1) year or until their successors have been elected and qualified in accordance with the By-Laws to be adopted by the Corporation.

-4-

Said Corporation shall have no capital stock; it is not organized for and shall not be operated for pecuniary gain or profit.

-5-

No part of the property of said Corporation and no part of its net earnings shall ever inure to the benefit of any private shareholder or individual and no part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

-6-

The object and purpose of said Corporation is to promote in various ways the cause of higher education, to expand educational opportunities, to acquire and administer funds which, after all payment of necessary expenses, shall be devoted to such objects and purposes.

-7-

Petitioners desire the right for said corporation to create scholarships and endowments, to supplement salaries of duly appointed teachers, to carry on research work in all fields in which Dalton Junior College or its successor or successors may be interested and generally to do any and all things pertaining to and in which the Trustees of said corporation may deem for the best interest of Dalton Junior College, its successors or assigns, subject to the approval of its President and in keeping with the policies of its Governing Board.

-8-

Petitioners further desire that the corporation have the power and authority to accept gifts and contributions of any kind and nature from individuals, corporations, or other organizations or associations, whether made by will or otherwise, and in any form of property; provided that the objects specified by the testator or donor are within the objects and purposes of the corporation.

-9-

The entire management and control of said corporation shall be vested in a Board to be known as the Board of Trustees of the Dalton Junior College Foundation, Inc. Said corporation by appropriate By-Laws and resolutions shall provide that the sole right to name the members of said Board of Trustees, to fix from time to time the number of Trustees constituting said Board (such number shall not be less than Fifteen nor more than Fifty) and to fix the term of office of each member of said Board of Trustees, all of said powers to be vested in the petitioners herein. Otherwise, the Board of Trustees of said corporation shall have the full and complete control of the affairs of the corporation.

-10-

The Board of Trustees of this corporation, by majority vote, shall have the power to adopt all rules and by-laws consistent with this charter; to conduct and manage the affairs and activities of the corporation and to create committees and other offices in addition to those created by this charter, and to delegate to them such powers and duties as in the discretion of the Board of Trustees of this Corporation may deem appropriate so long as the same activities are not inconsistent with the provision of its articles of incorporation.

-11-

All contributions received and accepted shall be devoted exclusively to the purposes set forth in this charter. Gifts, donations and contributions may be used for defraying obligations and expenses of the corporation unless otherwise specifically prohibited by the terms of said gift, donation or contributions.

-12-

The corporation, unless otherwise required by the terms of any contributions, shall have the power in its discretion to retain all contributions in the original form in which they have been received, and also to buy, sell, exchange, and otherwise deal in stocks, bonds, real estate and any other forms of property at either public or private sale, without order of any court or of other authority; to invest and reinvest any funds belonging to the corporation at any time in such securities and property, real, and personal as the Trustees of this corporation in their sole discretion see fit, irrespective of whether such investments may not be legal investments for trust funds under the Laws of Georgia. The corporation may use any bank or trust

company as its fiscal agent, and delegate to such institution the custody and management, investment and reinvestment of the funds, and to compensate such agent for its services.

-13-

The officers of the corporation shall be a Chairman of the Board of Trustees, a Vice Chairman of the Board of Trustees as well as a Secretary and a Treasurer to the Board of Trustees. No officer, except as an executive manager or other full time employee, may be paid a salary or otherwise be compensated out of the funds of the corporation.

-14-

The corporation, upon a vote of the majority of its Board of Trustees at the time then in office, shall have the power to do and perform any and all of the powers conferred by this charter, or the laws of the State of Georgia, and shall likewise have the other powers, privileges and immunities which, under the laws of the State of Georgia, now and hereafter may be vested in similar corporations, including as well the right to surrender its charter and dissolve the corporation.


-15-

Upon the surrender of the charter of the corporation or upon the corporation being dissolved, its assets shall not be distributed to its members but shall be distributed and vested with the Board of Regents of the University System of Georgia, its successors or assigns.

WHEREFORE, petitioners pray that they be incorporated under the name and style aforesaid, with all the rights, privileges and immunities hereinabove set out, and

such other rights, powers, privileges and immunities as are or may hereafter be conferred upon corporations of like character under the Laws of Georgia.

MCCAMY, MINOR, VINING & PHILLIPS

BY: 
JOHN T. MINOR, III
ATTORNEY FOR PETITIONERS

O R D E R

The within and foregoing application for charter under the name and style as set out in said petition, having been read and considered; and it appearing to the Court that said petition is legitimately within the purview and intent of the Laws of Georgia; and it further appearing to the Court that the name of the corporation is not the name of any other existing corporation now registered in the records of the Secretary of State; and it further appearing that petitioners have complied with all conditions precedent and all statutory requirements applicable to such petitions:

IT IS ORDERED AND ADJUDGED that said petition be, and the same is hereby granted, and the petitioners and their successors are hereby incorporated for the term of thirty-five (35) years, with the right to renew this charter, as may be now or hereafter provided by law, as a body corporate under the name and style of DALTON JUNIOR COLLEGE FOUNDATION, INC. without capital stock, and with all of the powers, privileges and immunities set forth in said petition together with such other rights, powers, privileges and immunities as are or may hereafter be afforded by the laws of this State to similar corporations.

This 22nd day of May, 1967.

(5) J. T. Pope Jr.
J. S. C. C. C.

GEORGIA, WHITFIELD COUNTY.

Personally appeared before me, the undersigned attesting officer, authorized by law to administer an oath, MARK PAGE, who after being duly sworn on oath, deposes and says that he is the editor of The Daily Citizen-News, a newspaper published in the County of Whitfield and in the State of Georgia and in which Sheriff's advertisements for said County appear and that there has been left with him for publication in the next four (4) issues of said paper, corporate charter granted to DALTON JUNIOR COLLEGE FOUNDATION, INC. by the Judge of the Superior Court of Whitfield County, Georgia and deposited with him a sufficient sum to pay the cost of advertising.

(S) Mark Page

MARK PAGE

Sworn to and subscribed
before me, this 22nd day
of May, 1967.

(S) Louise B. Hickey

NOTARY PUBLIC.

GEORGIA, WHITFIELD COUNTY.

I, DUAL BROADRICK, Clerk of the Superior Court of Whitfield County, Georgia, do hereby certify that the foregoing is a true and correct copy of the corporate charter with order of the Judge thereon of DALTON JUNIOR COLLEGE FOUNDATION, INC. as the same appears on file in this office.

I do further certify that applicants' counsel has submitted and there is filed in this office an affidavit signed by the duly authorized agent of The Daily Citizen-News showing that publication of said petition and order has been made according to Sections 22-1805 and 22-1806, Georgia Code Annotated, and that the costs required by Section 22-1804, Georgia Code Annotated, have been fully paid and receipt thereof granted to applicants' counsel on this 22 day of May, 1967.


DUAL BROADRICK, CLERK