

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

CONTROL NUMBER: 0048964
EFFECTIVE DATE: 11/06/2000
JURISDICTION : GEORGIA
REFERENCE : 0070
PRINT DATE : 11/07/2000
FORM NUMBER : 311

JAMES A. WALKER, JR.
191 PEACHTREE STREET, 16TH FLOOR
ATLANTA, GA 30303

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

HOME PARK LEARNING CENTER, 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



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.sos.state.ga.us/corporations>

WARREN RARY
Director

QUINTILIS B. ROBINSON
Deputy Director

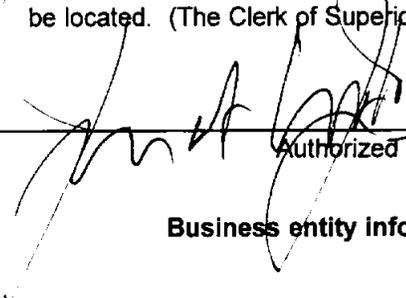
TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

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211-0312 0241

DOCKET #	PENDING #	P360118		CONTROL #
DOCKET CODE	DATE FILED	AMOUNT RECEIVED	CHECK/ RECEIPT #	
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE		60

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	3060360		
	Corporate Name Reservation Number		
	Home Park Learning Center, Inc.		
	Corporate Name		
2.	James A. Walker, Jr.	404-572-6600	
	Applicant/Attorney	Telephone Number	
	191 Peachtree Street, 16th Floor		
	Address		
	Atlanta	Georgia	30303
	City	State	Zip Code
3.	Mail or deliver to the Secretary of State, at the above address, the following:		
	<ul style="list-style-type: none"> 1) This transmittal form 2) Original and one copy of the Articles of Incorporation 3) Filing fee of \$60.00 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. (The Clerk of Superior Court can advise you of the official organ in a particular county.)		
	 _____ Authorized Signature		11/11/00 _____ Date
	Business entity information via the Internet: http://www.sos.state.ga.us/corporations/		

**ARTICLES OF INCORPORATION OF
HOME PARK LEARNING CENTER, INC.**

I.

The name of the corporation is:

HOME PARK LEARNING CENTER, INC.

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 and shall be operated exclusively to foster and support the exempt educational activities of the Georgia Institute of Technology, a tax-exempt entity, through the non-profit establishment and operation of a early learning child care center for the children of faculty, students and employees of the Georgia Institute of Technology, and further to support the exempt educational and community development activities of the Home Park Community Improvement Association, Inc., a tax-exempt entity, through availability of the children of the Home Park community to utilize the early learning child center for the benefit of the children of the Home Park community and surrounding communities. The corporation shall

further support such other educational, scientific and charitable purposes as the Board of Directors shall determine, in compliance with Section 501(c) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation is empowered to exercise all rights and powers conferred by the laws of the State of Georgia upon nonprofit corporations.

V.

No part of the income or principal of the corporation shall inure to the benefit of, or be distributable to, the Directors or officers of the corporation, or to any private individuals, except that the corporation shall be authorized to pay reasonable compensation to the Directors and officers of the corporation and to others for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

VI.

It is intended that the corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. The Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall be operated, supervised or controlled by the Georgia Institute of Technology and by the Home Park Community Improvement Association, Inc., both being existing tax-exempt organizations. 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. No activity of the corporation shall consist of participating in or intervening in

(including the publishing or distributing of statements) political campaigns on behalf of or in opposition to any candidate for public office.

VII.

Although it is intended that the corporation will operate as a public charity, in the event that and so long as the corporation is a private foundation as defined in Section 509(a) of the Code or corresponding future provisions of the federal tax law, the corporation: (a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Code or corresponding future provisions of the federal tax law; (b) shall not engage in any act of self-dealing as defined in section 4941 of the Code or corresponding future provisions of the federal tax law; (c) shall not retain any excess business holdings as defined in section 4943 of the Code or corresponding future provisions of the federal tax law; and (d) shall not make any investment in such manner as to subject it to tax under section 4944 of the Code or corresponding future provisions of the federal tax law; and (e) shall not make any taxable expenditures as defined in section 4945 of the Code or corresponding future provisions of the federal tax law

VIII.

The corporation will have no members.

IX.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to further its educational, scientific and other charitable purposes as described in Article IV hereof, to one or more organizations which are exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall decide. In the event that, for any reason, upon dissolution of the corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Fulton County, Georgia shall make such distribution, exclusively for the purposes of the corporation set forth in Article IV as the Court shall determine, upon the application of one or more persons having a real interest in the corporation or its assets.

X.

The initial principal and registered office of the corporation shall be Office of Legal Affairs, 400 Tenth Street, Atlanta, Georgia 30332-0495. The initial registered agent of the corporation at such address shall be Randy Nordin.

XI.

The initial Board of Directors shall consist of five (5) members who shall be :

- (1) Jennifer Burke
1120 Atlantic Drive NW
Atlanta, Georgia 30318
- (2) Richard W. Cheatham, AIA
1800 Peachtree Street NW
Suite 402
Atlanta, Georgia 30309
- (3) Gail Disabatino
Georgia Institute of Technology
225 North Avenue
Atlanta, Georgia 30332-0285
- (4) April Brown
Georgia Institute of Technology
225 North Avenue
Atlanta, Georgia 30332-0285
- (5) Chuck Donbaugh
Georgia Institute of Technology
225 North Avenue
Atlanta, Georgia 30332-0435

XII.

The name and address of the incorporator is:

James A. Walker, Jr.
Powell, Goldstein, Frazer & Murphy LLP
191 Peachtree Street, 16th Floor
Atlanta, Georgia 30303

XIII.

The Board of Directors shall be elected as provided in the By-Laws.

XIV.

(a) No director of the corporation shall be personally liable to the corporation or its members for monetary damages by reason of any action or inaction by him as a director; provided that this provision shall eliminate or limit the liability of a director only to the maximum extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws. The provisions of this Article shall not apply with respect to any acts or omissions occurring prior to its effective date.

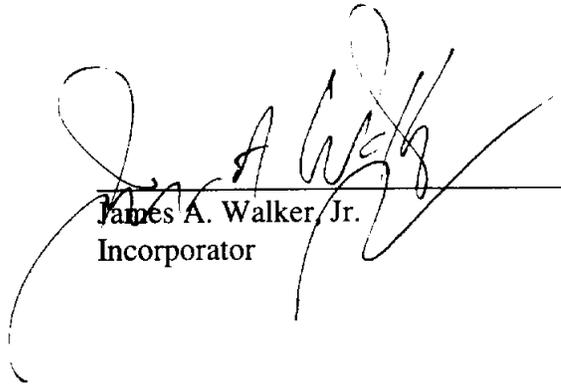
(b) No repeal or modification of this Article shall adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

XV.

Except as prohibited by law, the corporation may indemnify any person who is or was a trustee, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, any employee benefit plan) against any and all liabilities arising out of or incurred in connection with that person's service to or on behalf of the corporation, and may take such steps as may from time to time be deemed appropriate, in accordance with and to the maximum extent permitted by applicable law and the

By-laws of the corporation, to insure the payment of such amounts as may be necessary to effect such indemnification.

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



James A. Walker, Jr.
Incorporator

411669.v1

BSR (1)
FEB 6 10 25 AM '00

- 7 -
SECRETARY OF STATE

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

www.pgfm.com

PLEASE RESPOND: Atlanta Address

Sixteenth Floor
191 Peachtree Street, N.E.
Atlanta, Georgia 30303
404 572-6600
Facsimile 404 572-6999

Sixth Floor
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202 347-0066
Facsimile 202 624-7222

Direct Dial No.
(404) 572-6929
Email: peldridg@pgfm.com

November 1, 2000

Secretary of State
Business Services and Regulation
2 Martin Luther King, Jr. Drive, S.E.
Suite 315, West Tower
Atlanta, Georgia 30334

Re: Articles of Incorporation of Home Park Learning Center, Inc.

Dear Sir or Madam:

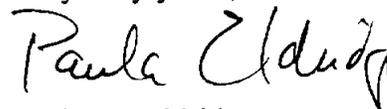
To effect the incorporation of Home Park Learning Center, Inc., we deliver to you herewith the following documents:

1. An original and one conformed copy of the Articles of Incorporation of Financial Hope, Inc.
2. The completed and signed BSR Form 227, Transmittal Information for Georgia Profit or Nonprofit Corporations; and
3. Two checks in the amounts of \$60.00 and \$10.00, payable to the Secretary of State, in payment of the applicable fees for incorporation and for the issuance of a Certificate of Existence.

We respectfully request that you (a) file the Articles of Incorporation and (b) issue a Certificate of Existence for Home Park Learning Center, Inc. Please return to us a conformed copy of the Articles of Incorporation with the Certificate of Existence attached.

Please notify the undersigned at the above phone number if there are any questions about these documents or if any additional information is required.

Very truly yours,



Paula M. Eldridge

For POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

Enclosures

:::ODMA\PCDOCS\ATL\432511\1