

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ROBERT W. WOODRUFF FOUNDATION, INC.

ARTICLE I

Name

The name of the corporation is Robert W. Woodruff Foundation, Inc.

ARTICLE II

Organization

The corporation shall be a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code. The corporation shall have no capital stock and no shareholders.

ARTICLE III

Period of Duration

The corporation shall have perpetual duration.

ARTICLE IV

Purposes

The objects or purposes to be promoted or carried on by this corporation are such strictly religious, charitable, scientific and educational activities as will promote the advancement or wellbeing of mankind in any part or parts of the United States of America, either directly or indirectly, through its cooperation with public or private agencies having like purposes or objects, and the corporation shall be forever operated exclusively for said purposes. No part of the net earnings of this corporation shall ever inure to the benefit of any member or individual having a personal or private interest in the activities of the corporation; and no part of the activities of this corporation shall ever be carrying on propaganda or otherwise attempting to influence legislation.

One of the primary objects of this corporation is to aid colleges and universities in the United States of America, and especially to aid medical schools therein in the erection, maintenance and operation of hospitals and clinics for the promotion of medical science and medical research.

The trustees of the corporation may at any time, in their discretion, devote any part or all of the income or corpus of the properties in its hands to any one or more of the purposes stated; or in their discretion may retain any portion of the corpus of said properties to produce income to be used for the purposes of the corporation; and it shall be the duty of said trustees and officers to distribute in each year substantially all of the income of the corporation for that year to or for the promotion of religious, charitable, scientific and/or education purposes.

Said corporation shall not be authorized to accept gifts or contributions for other than the purposes hereinbefore stated.

The term "income" as herein used shall be held to mean any and all earnings (but not including stock dividends) which the corporation may realize from investments or the ownership of property donated or contributed to it. All gifts and donations to said corporation shall be considered corpus.

As the means of accomplishing the foregoing purposes, but without in any way limiting or intending to limit such general purposes by any of the specific powers hereinafter referred to, said corporation shall have the power:

(a) To establish and maintain religious, charitable, scientific and educational activities, agencies, and institutions;

(b) To contribute to, aid, and/or assist any agencies, and/or institutions now or hereafter established for such religious, charitable, scientific and/or educational purposes; provided, however, that no such agency or institution shall have any right to any assistance, support or benefit of or from this corporation or its funds or property in the absence of appropriate action by the corporation giving or conferring such right; and provided further that no substantial part of the activities of any such agency or institution consists in carrying on propaganda or otherwise attempting to influence legislation;

(c) To publish and circulate reports, pamphlets, or other matter or material dealing with religious, charitable, scientific and/or educational subjects;

(d) To make awards, grant scholarships, and create endowments for the purpose of promoting or carrying out any of its objects or purposes;

(e) To take and hold by gift, bequest, devise or purchase, either absolutely or in trust for any of the foregoing purposes, any property, real or personal, and to sell, exchange, transfer or convey such property (subject to such limitations as may be prescribed by law) and to invest and reinvest the same, and to apply the income and principal of such property or any accretion thereto as it may have at its disposal, in furtherance of any of its objects and purposes;

(f) To comply with the directions of donors or testators with regard to any property given, devised or bequeathed to it, for any such religious, charitable, scientific or educational purposes;

(g) To enter into, make, perform, and carry out contracts of every form or kind, for any corporate purpose, without limitation as to amount, with any person, firm, association or corporation;

(h) To draw, make, accept, endorse, discount, execute and issue promissory notes, warrants and other negotiable or transferable instruments;

(i) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise;

(j) To do any and all such acts as are necessary or conducive to the attainment of any of the objects and purposes herein set forth to the same extent and as fully as any natural person might or could do;

(k) To have one or more offices, and to exercise any or all of its corporate powers in the State of Georgia, and in the various other states of the United States, and in the District of Columbia, and in general to have all powers conferred upon a corporation organized for religious, charitable, scientific and educational purposes under the laws of the State of Georgia.

ARTICLE V Board of Trustees

The direction and management of the affairs of the corporation, and the control and disposition of its property and funds shall be vested in a Board of Trustees, not less than three nor more than seven in number. The exact number, qualifications, and term of office of the Board of Trustees shall be as set forth in the bylaws of the corporation.

Vacancies occurring by death, resignation or otherwise in the Board of Trustees, shall be filled by the remaining trustee or trustees in such manner as the bylaws shall prescribe.

No officer, trustee, member, or employee of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof, except reasonable compensation for services actually rendered to or on behalf of said corporation, or as a proper beneficiary of its strictly charitable purposes.

Any trustee may at any time resign by written resignation filed with the Secretary of the corporation.

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.

ARTICLE VI Powers and Restrictions

The corporation shall have all powers necessary to carry out its purposes, including the powers now or hereafter enumerated in the Georgia Nonprofit Corporation Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its 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 above. Notwithstanding any other provision of these Articles, the corporation is not organized and shall not be operated for profit; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; 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; and 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

In furtherance, and not in limitation of the powers conferred by statute, the Board of Trustees is expressly authorized:

(a) To make and alter the bylaws of the corporation, and to adopt a corporate seal;

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

(c) To appoint such officers and agents, whether members of the Board of Trustees or otherwise, as the business of the corporation shall require, and to allow them suitable compensation;

(d) From time to time to determine whether and to what extent, and at what times and at what places and under what conditions and regulations the accounts and books of this corporation, or any of them, shall be open to inspection.

(e) If the bylaws so provide, to hold their meetings and to have one or more offices within or without the State of Georgia, and to keep the books of this corporation, subject to the provisions of the statutes, outside the State of Georgia at such place or places as may from time to time be designated by the Board of Trustees.

This corporation may, in its bylaws, confer powers upon its trustees in addition to the foregoing, and in addition to the powers and authority expressly conferred upon them by law.

ARTICLE VII Dissolution

Upon the dissolution of the corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation, either directly or by transfer to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of by the Board of Trustees shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

ARTICLE VIII Registered Office

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.

These Amended and Restated Articles of Incorporation were adopted by unanimous consent of the Board of Trustees of Robert W. Woodruff Foundation, Inc. on April 1, 2014. Member approval is not required; the corporation has no members.

IN WITNESS WHEREOF, Robert W. Woodruff 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 ____ day of April, 2014.

Robert W. Woodruff Foundation, Inc.

By: _____
Chairman

[Corporate seal]

ATTEST:

Secretary

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ROBERT W. WOODRUFF FOUNDATION, INC.

1.

The name of the Corporation is Robert W. Woodruff Foundation, Inc.

2.

Article VIII of those certain Amended and Restated Articles of Incorporation of Robert W. Woodruff 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 1, 2011.

IN WITNESS WHEREOF, Robert W. Woodruff 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 1st day of November, 2011.

ROBERT W. WOODRUFF FOUNDATION, INC.

By: James B. Williams
Chairman

[CORPORATE SEAL]

ATTEST:

[Signature]
Secretary