

AMENDED AND RESTATED BYLAWS

ROBERT W. WOODRUFF FOUNDATION, INC.

ARTICLE I

NAME

The name of the corporation shall be ROBERT W. WOODRUFF FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

Section 1. The principal office of the corporation shall be in the City of Atlanta, County of Fulton, and State of Georgia.

Section 2. The corporation may also have an office or offices outside the State of Georgia at such other place or places as the Board of Trustees may from time to time appoint, or the business of the corporation may require.

ARTICLE III

CORPORATE SEAL

The corporate seal of the corporation shall have inscribed thereon the name of the corporation, the year "1937" and the words, "Corporate Seal, Georgia."

ARTICLE IV

THE BOARD OF TRUSTEES

Section 1. The powers of the corporation shall be vested in and exercised by a Board of Trustees of not less than three nor more than five members, which shall be composed, upon the organization of the corporation, of the initial members named in the Articles of Incorporation, and thereafter, of the persons named by them, or by the survivor or survivors of them, as their successors.

Section 2. Any vacancy in the Board of Trustees however arising shall be filled by the vote of the remaining Trustee or Trustees, at any regular meeting of the Board, or at any special meeting of the Board called for that purpose.

Section 3. Any Trustee may at any time resign by written resignation filed with the Secretary of the corporation.

Section 4. Trustees elected on or after November 5, 2002, shall serve through their 75th year, their terms ending upon the first meeting of the Board of Trustees following their 76th birthday.

ARTICLE V

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees may hold its meetings at the principal office of the corporation or at such other place or places as it may from time to time designate.

Section 2. The annual meeting of the Board of Trustees shall be held on the first Tuesday in April each year. Other meetings of the Board of Trustees may be held at such other times as its members may designate. At least ten (10) days prior to all meetings, regular or special, of the Board of Trustees, written notice thereof shall be sent by the Secretary to each Trustee by mail to the address furnished the Secretary by such Trustee.

Section 3. Actual presence of a Trustee at any meeting shall constitute a waiver of any notice herein provided as to such Trustee. Any notice of meeting herein provided may be waived by written waiver filed with the Secretary of the corporation.

Section 4. A quorum at any regular or special meeting shall consist of a majority of the Trustees then in office.

Section 5. The Trustees may hold their meetings and have one or more offices and keep the books of the corporation within or without the State of Georgia at any office of the corporation or at such other place or places as the Board of Trustees may from time to time determine.

ARTICLE VI

COMPENSATION OF TRUSTEES

The Board of Trustees may from time to time fix reasonable compensation for their services and for expenses incurred in attending meetings of the Board. Nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE VII

OFFICERS OF THE CORPORATION

Section 1. Officers. The officers of the corporation shall consist of a Chairman, a Vice Chairman, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may deem necessary or desirable. Such officers shall be elected by the Board of Trustees at any meeting and shall serve at the pleasure of the Board. Any two or more offices may be held by the same person except that neither the Chairman nor the President may also serve as Secretary.

Section 2. Chairman. The Chairman shall be a member of the Board of Trustees of the corporation. He shall be the chief executive officer of the corporation, shall preside at all meetings of the Board of Trustees and shall generally direct and supervise all affairs of the corporation, subject to the direction of the Board of Trustees. He shall execute all notes, bonds, deeds, and conveyances of the corporation.

Section 3. Vice Chairman. The Vice Chairman shall be a member of the Board of Trustees of the corporation and shall perform the duties and have the powers of the Chairman during the absence, disability, or incapacity of the Chairman, and shall perform such other duties as the Board shall from time to time designate.

Section 4. President. The President shall be the chief administrative officer of the corporation, subject to the supervision and direction of the Chairman and the Board of Trustees. He shall be responsible for operation of the principal office of the corporation, which shall provide administrative services for the general management of the affairs of the corporation including investigations and summarization of grant proposals and development of grant recommendations for trustee consideration. Subject to the approval of the Board of Trustees, he shall determine staff requirements and budget and shall be authorized to execute all contracts related to the corporation's administration.

Section 5. Secretary. The Secretary shall be present at all meetings of the Board of Trustees, shall keep an accurate written record of all proceedings of the meetings in a minutes book provided for that purpose, and shall have custody of and attest to the seal of the corporation. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of other documents as the Board of Trustees may direct, all of which shall be open to the examination of any officer or trustee.

Section 6. Treasurer. The Treasurer shall be the custodian of all funds of the corporation, and of all trust funds which may be placed in its control for administration. He shall be responsible for keeping an accurate account of such funds and shall report in writing at each meeting of the Board of Trustees on all property, cash and securities on hand and on all transactions, receipts and disbursements since his last report to the Board.

Section 7. Other Duties and Authority. Each officer, employee and agent of the corporation shall have such other duties and authority as may be conferred upon him by the Board of Trustees or delegated to him by the Chairman.

Section 8. Compensation. The salaries of the officers shall be fixed from time to time by the Board of Trustees.

ARTICLE VIII

COMMITTEES

The Board of Trustees may create standing or special committees of the Board of Trustees with such power and duties as the Board of Trustees may determine.

ARTICLE IX

CHECKS AND TRANSFERS OF PROPERTY

Section 1. All checks, drafts, and demands or orders for money, and all notes or obligations of this corporation, or paper discounted by it equal to or in excess of \$20,000, shall be signed by the Chairman, Vice Chairman, President or Treasurer, and by another of the aforementioned officers, the Secretary, or the Controller, or by such other person or persons as may be from time to time designated by resolution of the Board of Trustees. Such conveyances under \$20,000 shall be signed by an officer of the corporation as defined in Article VII.

Section 2. All transfers of property of this corporation shall be signed by the Chairman or Vice Chairman, and attested by the Secretary. Any person, firm or corporation acquiring any such property or acting as transfer agent of the property to be transferred shall be fully protected when this corporation's property is sold or transferred by a writing bearing the signatures aforesaid and no person, firm or corporation need ascertain the authority of the persons so signing to make the sale or transfer so signed.

ARTICLE X

INDEMNITY

The corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a trustee or officer of the corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best

interests of the corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall pay for or reimburse the reasonable expenses incurred by a trustee or officer who is a party to a proceeding because such individual is a trustee or officer in advance of final disposition of the proceeding, if:

(a) The trustee or officer furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in this Article or that the proceeding involves conduct for which liability has been eliminated by the corporation's Amended and Restated Articles of Incorporation; and

(b) The trustee or officer furnishes the corporation a written undertaking to repay any advances if it is ultimately determined that the trustee or officer is not entitled to indemnification.

The written undertaking required by paragraph (b) above must be an unlimited general obligation of the trustee or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

The corporation shall also pay for or reimburse the reasonable expenses incurred by a trustee or officer because such individual is a trustee or officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party to such proceeding.

ARTICLE XI

AMENDMENT OF BYLAWS

These bylaws may be amended, altered or repealed at any regular or special meeting of the Board of Trustees, provided that notice of the proposed amendment be given in writing to all of the Trustees at least five (5) days before such meeting.

I, Erik S. Johnson, duly elected and acting Secretary of Robert W. Woodruff Foundation, Inc. do hereby certify that the above Amended and Restated Bylaws were enacted by the Board of Trustees of Robert W. Woodruff Foundation, Inc. on April 1, 2014.

This 1st day of April, 2014.



Erik S. Johnson, Secretary