

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES NAME CHANGE

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

The Learning Factory, INC
a Domestic Profit Corporation

has amended and filed duly restated articles in the Office of the Secretary of State on 07/02/2019 changing its name to

The Learning Factory, Inc.
a Domestic Nonprofit Corporation

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 restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **07/17/2019**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**RESTATED ARTICLES OF INCORPORATION
OF
THE LEARNING FACTORY, INC**

The undersigned incorporators, who are individuals 18 years of age or older, a majority of whom are citizens of the United States and pursuant to the nonprofit corporation laws of this state, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is The Learning Factory, Inc.

ARTICLE II. RESTATEMENT

The corporation is restating from a profit corporation to a nonprofit corporation.

ARTICLE III. PURPOSE

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purpose of this corporation is:

- To specialize in producing positive learning opportunities, experiences and results for all learners

ARTICLE IV. REGISTERED AGENT

The initial registered agent is Calvin W. Blackburn, III, Attorney-at-Law. The street address of the registered office for this corporation is 120 Ralph McGill Boulevard. #1107, Atlanta, Georgia, 30308. The county of the registered office is Fulton County.

ARTICLE V. INCORPORATORS

The name and address of the incorporators of this corporation are:

Cheryl D. Blackburn, 120 Ralph McGill Blvd. unit #1107, Atlanta, GA 30308

Dr. Arnetta Eady, 325 Regency Crest Court, Atlanta, GA 30331

Carla Williams, 861 Woodlake Drive, Jackson, Mississippi 39206

ARTICLE VI. INITIAL DIRECTORS

The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation. The initial directors shall be five (5) in number. The names and addresses of these initial directors are as follows:

Cheryl D. Blackburn, 120 Ralph McGill Blvd. unit #1107, Atlanta, GA 30308

Dr. Arnetta Eady, 325 Regency Crest Court, Atlanta, GA 30331

Carla Williams, 861 Woodlake Drive, Jackson, Mississippi 39206

Attorney Calvin W. Blackburn, III, 120 Ralph McGill Blvd unit #1107, Atlanta, GA 30308

Luther Burton, CPA, 935 Regency Crest Drive, Atlanta, GA 30331

ARTICLE VII. MEMBERS

The corporation will not have members.

ARTICLE VIII. DURATION

The period of duration is: Perpetual

ARTICLE IV. PRINCIPAL OFFICE

The mailing address of the corporation's principal office is 120 Ralph McGill Blvd #1107, Atlanta, GA 30308.

ARTICLE X. ADDITIONAL PROVISIONS

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 in Article Second hereof.
2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of this corporation.
4. No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.


ARTICLE XI. DISSOLUTION

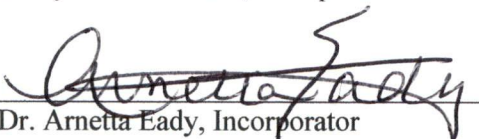
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Board of Directors adopted these restated articles on 27th of June, 2019 with member approval.

IN WITNESS WHEREOF, these restated articles have been executed this 27th of June, 2019

IN WITNESS WHEREOF, these restated articles have been executed this 27th of June, 2019


Cheryl D. Blackburn, Incorporator


Dr. Arnetta Eady, Incorporator


Carla Williams, Incorporator

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SECRETARY OF STATE
CORPORATIONS DIVISION