

DUPLICATE



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

"PACE ACADEMY, INC."

was on the 30th day of June, 1958,  
duly incorporated under the laws of the State of Georgia by the Superior Court of  
Fulton 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 2nd day of July, in the year  
of our Lord One Thousand Nine Hundred and Fifty-  
Eight and of the Independence of the United States  
of America the One Hundred and Eighty-Second.

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

**PETITION FOR AND ORDER GRANTING CHARTER  
OF NON-PROFIT CORPORATION**

**GEORGIA**

**FULTON COUNTY**

**TO THE SUPERIOR COURT OF SAID COUNTY:**

The incorporators whose names and addresses are shown below hereby apply for a charter incorporating them as a non-profit corporation under the Georgia Corporation Act of 1938, as amended, upon the following terms and conditions:

1.

"PACE ACADEMY, INC."

shall be the name of the corporation, which shall be incorporated not for pecuniary gain or profit and with no capital stock, with its principal office in Atlanta, Fulton County, Georgia, with the privilege of establishing branch offices and places of operation both within and without the State of Georgia, for a term of thirty-five years with the right of renewal.

2.

The purpose of the corporation shall be training and educating children and operating a school and kindergarten. The corporation shall be operated exclusively for the aforesaid educational and charitable purposes; no part of its net earnings shall inure to the benefit of any private shareholder or individual; no part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation; and it shall not participate or intervene in any political campaign on behalf of any candidate for public office.

3.

The corporation shall have all the powers which could lawfully be allowed to a non-profit corporation without capital stock under

the laws of Georgia enacted or enacted in the past or in the future, and especially but without limitation including those in Sections 1827 and 1828 of Title 22 of the Georgia Code Annotated, as enacted in the past or the future, with full right and power to do any and all things necessary or proper or incidental thereto. In addition, but without limitation of the foregoing, the corporation shall have power to accept any and all contributions made by will or by gift during life or otherwise, in money or any form of property, unless the terms of such contribution require activity outside the scope of the corporate purposes or not consistent with the corporate purposes. Except as limited by the foregoing, the corporation shall administer and devote all contributions which it may accept, according to the provisions contained in the will or other instrument making such gift or contribution, so that the wishes and directions of the donor shall be in all respects faithfully observed and executed. The corporation shall also have the power to administer funds of others or to designate or recommend beneficiaries or recipients of such funds, if any portion of such funds are used to accomplish objects and purposes of the corporation. Subject to the foregoing requirements, the corporation shall have the power to administer all contributions received in its sole discretion and without accounting to any court or other governmental authority as follows:

(a) To use all or any part of the income or corpus of any or all such contributions;

(b) To retain any such contributions in the original form or to exchange them for money or to exchange, invest and reinvest them or such money in any form of property whatsoever, regardless of whether such property is a legal investment for trust funds under the laws of Georgia;

(c) To buy, sell, lease, exchange and otherwise deal in any and every way in real property, tangible personal property, intangible personal property, mixed property and any form of property whatsoever, at public or private sale on terms or for cash without order of or report to any court or other governmental authority;

(d) To use any national bank in the United States or state banking institution in Georgia as its fiscal agent and to delegate to such agent the custody, management, investment and reinvestment of all or any part of its money and property and to compensate such agent for its services.

4.

The governing authority of the corporation shall be its Board of Trustees. The incorporators shall be the first trustees of the corporation, each to serve at the pleasure of the Board of Trustees. The number and terms and manner of selection of trustees shall be determined by the by-laws.

5.

The by-laws of the corporation shall be adopted by two-thirds of the trustees, and shall provide for their own amendment.

6.

This charter may be amended at any time by an affirmative vote of two-thirds of the trustees at a meeting held after ten days' written notice to the trustees of the time, place and purpose thereof, or held pursuant to written waiver by all trustees of notice of time, place and purpose thereof.

7.

In the event of termination of the corporation, all of its assets remaining after payment of its liabilities shall be transferred to one or more non-profit educational corporations organized under the laws of the State of Georgia, the specific corporation or corporations to be determined by majority vote of the Board of Trustees.

8.

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
William F. Carter	995 Crane Road, N. E., Atlanta, Georgia
Rev. Fitzhugh M. Legerton	2701 Redding Road, N. E., Atlanta, Georgia
J. Ralph McClelland, Jr.	649 Mishore Road, N. W., Atlanta, Georgia
Jeff H. McConnell	4298 Wickerman Drive, N. W., Atlanta, Georgia
Warner Morgan	2291 Woodward Way, N. W., Atlanta, Georgia
Dr. Joseph H. Patterson	710 Peachtree Street, Atlanta, Georgia
William R. Patterson	1516 First National Bank Bldg., Atlanta, Georgia
Robert E. Regenstein	Dunwoody, Georgia
June R. Taggle	3660 Peachtree Road, Atlanta, Georgia
John L. Westmoreland, Jr.	87 Peachtree Battle Ave., N. W., Atlanta, Georgia

WHEREFORE, incorporators pray for an order incorporating them and their assigns as a non-profit corporation upon the foregoing terms and conditions.

SUMNERLAND, ASHILL & BISHAN

By William R. Patterson  
Attorneys for Incorporators  
1516 First National Bank Building  
Atlanta 3, Georgia

**ORDER**

The within and foregoing application is granted and the above-named incorporators and their assigns are hereby incorporated as a non-profit corporation upon the terms and conditions set forth therein.

This 30th day of June, 1958.

Luther Alverson  

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Judge, Superior Court  
Atlanta Judicial Circuit

Filed in office this the 30 day of June, 1958  
Harry Magbee D.Clk

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA, COUNTY OF FULTON

Before me, the undersigned, a Notary Public, this day personally ~~Loane~~ Grier, who, being first duly sworn, according to law, says that he or she is the Agent of the Daily Report Company, publishers of the FULTON COUNTY DAILY REPORT, the official newspaper in which the Sheriff's advertisements in and for said County are published, and a newspaper of general circulation, with its principal place of business in said County, and that there has been deposited with said newspaper the cost of publishing four (4) insertions of said application for Charter "Pace Academy, INC."

once a week for four (4) weeks with the order of the Judge thereon.

Subscribed and sworn to before me Lamar Grier

this 30th day of June, 1958

Walter R. Pressley  
Notary Public, Fulton County, Georgia

STATE OF GEORGIA

COUNTY OF FULTON

I, J. W. SIMMONS, Clerk of the Superior Court of  
Fulton County, Georgia, do hereby certify that the within  
and foregoing is a true and correct copy of petition of  
William F. Carter, et al, for incorporation  
under the name and style of  
Face Academy, Inc.

and the Order of Court thereon allowing same, all of which  
appears of file and record in this office.

Given under my hand and seal of office

This 30 day of June 1958



*J. W. Simmons*  
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CLERK OF SUPERIOR COURT  
FULTON COUNTY, GEORGIA

# DUPLICATE



**OFFICE OF SECRETARY OF STATE**

*I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that* the name

**"PACE ACADEMY, INC."**

is not the name of any other existing corporation now registered in this office, as prescribed 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 30th day of June, in the year of our Lord One Thousand Nine Hundred and Fifty - eight and of the Independence of the United States of America the One Hundred and Eighty-second.

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

pd  
7-2-58

WILLIAM A. SUTHERLAND  
MAC ASBILL  
JOSEPH B. BRENNAN  
LAURENS WILLIAMS  
HERBERT R. ELSAS  
RANDOLPH W. THROWER  
JAMES H. WILSON, JR.  
C. BAXTER JONES, JR.  
MAC ASBILL, JR.  
KENNETH H. LILES  
WILLIAM R. PATTERSON  
WILLIS B. SNELL  
JAMES V. HEFFERNAN  
D. ROBERT CUMMING, JR.  
JAMES P. GROTON  
MICHAEL J. EGAN, JR.  
GEORGE L. COHEN

LAW OFFICES OF  
**SUTHERLAND, ASBILL & BRENNAN**

SUCCESSORS TO  
SUTHERLAND, TUTTLE & BRENNAN

RING BLDG., 18<sup>TH</sup> & M STS., N.W.  
WASHINGTON 6, D. C.  
METROPOLITAN 8-6662

FIRST NATIONAL BANK BLDG.  
ATLANTA 3, GEORGIA  
JACKSON 4-6265

MADISON RICHARDSON  
ASSOCIATE COUNSEL

ATLANTA

June 30, 1958

Corporation Department  
Secretary of State  
State Capitol  
Atlanta, Georgia

Gentlemen:

We are enclosing two copies of the petition of Pace Academy, Incorporated for dissolution, Exhibit A to that petition, the order of court thereon, the publisher's affidavit and the certification of the Clerk of the Superior Court of Fulton County.

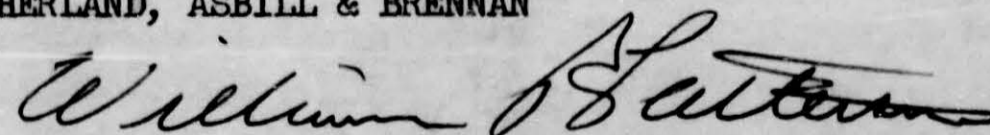
We are also enclosing two copies of the petition for charter of a non-profit corporation, Pace Academy, Inc., Exhibit A to that petition, the order of the court thereon, the publisher's affidavit and the certification of the Clerk of the Superior Court of Fulton County.

We are also enclosing our check in the amount of \$11.00 representing \$5.00 fee for filing each of the above petitions and \$1.00 for the name certificate for Pace Academy, Inc.

Very truly yours,

SUTHERLAND, ASBILL & BRENNAN

By



William R. Patterson

WRP/amm

Encls.