Control Number : 22048412

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

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

Carson M. Brewer Scholarship Foundation Corp.
a Domestic Nonprofit Corporation

has amended and filed duly restated articles on 12/12/2022 in the Office of the Secretary of State 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 **01/25/2023**.

Brad Raffensperger

Brad Raffensperger
Secretary of State

Articles of Restatement

ARTICLES OF RESTATEMENT TO ARTICLES OF INCORPORATION OF THE CARSON M. BREWER SCHOLARSHIP FOUNDATION CORP.

THE CARSON M. BREWER SCHOLARSHIP FOUNDATION CORP., a Georgia nonprofit corporation, hereby certifies as follows:

1. The name of the corporation is The Carson M. Brewer Scholarship Foundation Corp.

2. Pursuant to Section 14-3-1006 of the Georgia Nonprofit Corporation Code, these Articles of Restatement amend and restate the Articles of Incorporation of The Carson M. Brewer Scholarship Foundation Corp. These Articles of Restatement were duly adopted by the Board of Directors of The Carson M. Brewer Scholarship Foundation Corp. on December 12, 2022.

3. The Articles of Incorporation of The Carson M. Brewer Scholarship Foundation Corp. are hereby amended and restated to read in their entirety as follows:

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE CARSON M. BREWER SCHOLARSHIP FOUNDATION CORP.

Article 1

The name of the corporation is: The Carson M. Brewer Scholarship Foundation Corp. (the "Corporation").

Article 2

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

Article 3

The street address of the registered office is 2732 Long Grove Drive, Marietta, Georgia 30062. The registered agent of the Corporation is Mary F. Brewer. The county of the registered office is Cobb County.

Article 4

The name and address of each incorporator is: (1) Mary F. Brewer, 2732 Long Grove Drive, Marietta, Georgia 30062 and (2) Michael D. Brewer, 2732 Long Grove Drive, Marietta, Georgia 30062.

Article 5

The mailing address of the principal office of the Corporation is 2732 Long Grove Drive, Marietta, Georgia, 30062.

Article 6

The Corporation will not have members within the meaning of Section 14-3-140(22) of the Georgia Nonprofit Corporation Code.

Article 7

The Corporation is organized and shall be operated exclusively for charitable purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), 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.

Article 8

The specific purpose of the Corporation is to award educational scholarships and scholarships for athletic programs.

Article 9

The affairs of the Corporation shall be managed by the Board of Directors. It shall be the duty of the Board of Directors to carry out the purposes and functions of the Corporation. The directors shall be elected in the manner provided in the bylaws of the Corporation and shall have the powers and duties, in addition to those provided under law, as set forth in these Articles and in the bylaws.

Article 10

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws and the Corporation's bylaws, and only to the extent consistent with the charitable purposes of the Corporation as set forth herein.

Article 11

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 its exempt purposes. The Corporation may not be controlled by, nor under the direction of, individuals or entities seeking to derive profit or gain from the Corporation. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Article 12

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner as the Board of Directors shall determine. The Corporation may dispose of assets to any organization that shall at that time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, The Carson M. Brewer Scholarship Foundation Corp. has caused these Articles of Restatement to the Articles of Incorporation to be executed by the undersigned duly authorized officer on this 12th day of December 2022.

THE CARSON M. BREWER SCHOLARSHIP FOUNDATION CORP.

By: DocuSigned by: Mary F. Brewer DBC296CD7D87435...

Mary F. Brewer, Co-President

Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 12/12/2022 5:42:50 PM

TRANSMITTAL INFORMATION FORM
RESTATEMENT

1. **Carson M. Brewer Scholarship Foundation Corp.**
Entity Name

22048412
Entity Control No.

2. **Mary F. Brewer, Mrs.**
Name of Person Filing Restatement

2732 Long Grove Drive	**Marietta**	**GA**	**30062**
Address	City	State	Zip Code

3. Submitted with this filing is a filing fee of $20.00 payable to “Secretary of State”. Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Mary F. Brewer
Signature of Authorized Person