

ARTICLES OF INCORPORATION OF
GEORGIA ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS *Inc.*

ARTICLE I

The name of the corporation is: Georgia Association of Student Financial Aid Administrators, Inc. This corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

This corporation is organized for the following purposes:

- A. To promote the professional competency and association of Student Financial Aid Administrators in college and universities, governmental agencies, foundations, lending institutions, and others associated with private and community organizations concerned with the support and administration of student financial aid programs.
- B. To assist educational institutions, foundations, lending institutions, governmental agencies, and private and community organizations to promote and develop effective programs pertinent to student financial aid.
- C. To facilitate communication between educational institutions and sponsors of student financial aid funds through an exchange of ideas, information and experience.
- D. To initiate such systematic studies, cooperative experiments, conferences, and other related activities as may be desirable or required to fulfill the purposes of the Corporation.

The corporation shall not be operated for profit (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 purposes as hereinabove stated). The corporation shall not, directly or indirectly 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. Notwithstanding any other provision herein, 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(a) of the Internal Revenue Code of 1954 as an organization described in Code Section 501(c)(3) (or the corresponding provisions of any future United States internal revenue laws). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to legislate, except that the corporation may elect to have provisions of Section 501(h) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) apply with respect to such activities.

ARTICLE IV

The affairs of the corporation shall be managed by a board of directors, called the executive board. The number and method of selecting the directors shall be determined by the by-laws of the corporation.

SECRETARY OF STATE
CORPORATIONS DIVISION

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ARTICLE V

The corporation shall have all the powers conferred on it by the Georgia Nonprofit Corporation Code except the corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall inure to the benefit of any director or other private individual. The corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the corporation is organized. The corporation shall never participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

ARTICLE VI

The initial registered office of the corporation shall be at Suite 200, 2082 East Exchange Place, Tucker, Georgia 30084. The initial registered agent of the corporation at such address shall be Donald E. Payton.

ARTICLE VII

The initial board of directors shall consist of seven members who shall be:

Clark Aldridge
6959 Cinnamon Loop
Columbus, GA 31909

David Gray
1000 Montreal Road
Clarkston, GA 3002150-H

Connie King
4198 Ridgetop Trail
Ellenwood, GA 30049

Marie R. Mons
3859 Beya Way
Doraville, GA 30341

Mamie Smith
Treetop Apartments #4
- Douglas, GA 31533

Carol Kennedy
Wesleyan Gardens Apartments #19
2056 Vineville Avenue
Macon, GA 31204

Ray Tripp
250 Shady Grove Drive
Athens, GA 30605

ARTICLE VIII

The names and addresses of the incorporators are:

1. C. K. Palmer
5530 Roberts Drive
Dunwoody, GA 30338

2. Donald R. Jeanes
1123 Little Creek Dr.
Fayetteville, GA 30214

3. Linda McAnnally
1219 West Emory St., #I-8
Dalton, GA 30720

ARTICLE IX

The corporation shall have such members or classes of members as provided for in the by-laws.

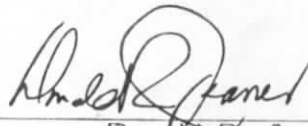
On dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following categories of recipients, as the board of directors of the corporation shall determine:

- (a) A nonprofit organization or organizations which may have been created to succeed the corporation, as long as such organization or each of such organizations shall qualify as an organization described in Section 115, Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding Provisions of any future United States internal revenue laws): and/or
- (b) A nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall qualify as an organization described in Section 115, Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue laws). In the event that for any reason upon the dissolution of the corporation the board of directors of the corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Superior Court of DeKalb County shall make such distribution as herein provided upon the application of one or more persons.

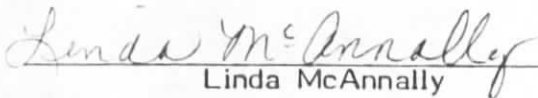
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



C. K. Palmer



Donald R. Jeanes



Linda McAnnally

CONSENT TO ACT AS AGENT

I, Donald E. Payton, of 2082 East Exchange Place, Suite 200, Tucker, DeKalb County, Georgia 30084, hereby consent to serve as the Registered Agent for the Georgia Association of Student Financial Aid Administrators, Inc., a corporation formed pursuant to the Georgia Nonprofit Corporation Code, and to accept service of process for said corporation. Whereas I have placed my hand and seal this 11th day of October, 1983.

William H. Simmons
Witness

Donald E. Payton
Donald E. Payton

Dot S. Burvee
Notary Public

Dot S. Burvee, Notary Public
Commission Expires: Aug. 1986

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"GEORGIA ASSOCIATION OF STUDENT FINANCIAL AID ADMINISTRATORS, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
7th day of September, in the year of our Lord
One Thousand Nine Hundred and Eighty Three and
of the Independence of the United States of America the Two
Hundred and Eight.

Max Cleland

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