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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE MOREHOUSE SCHOOL OF MEDICINE, INC.

ARTICLE I

Name

The name of the Corporation is
THE MOREHOUSE SCHOOL OF MEDICINE, INC.

ARTICLE II

Organization

The Corporation is organized pursuant to the
provisions of the Georgia Non-Profit Corporation Code.

ARTICLE III

Period of Duration

The Corporation shall have perpetual duration.

ARTICLE IV

Purposes and Powers

(a) The Corporation is organized and shall be operated for the establishment, support and maintenance of a school of medicine, which school shall engage in all those activities necessary and proper for the education of students to become licensed physicians, which activities shall include, but not be limited to, medical education at both the undergraduate and graduate levels, research, and the provision of medical services.

(b) The Corporation shall have all powers necessary or convenient to effect any or all the purposes for which the Corporation is organized, including, but not limited to, the powers enumerated in the Georgia Nonprofit Corporation Code or any amendment thereto, and shall have the power to confer degrees and enter into contracts of guaranty,

has no direct interest in the subject matter guaranteed and to make purely accommodation guarantees, endorsements and contracts of suretyship.

ARTICLE V

Election of Trustees

The affairs of the Corporation shall be managed by the Board of Trustees which shall exercise all of the powers of the Corporation. The qualifications, maximum number and manner of election of the Trustees shall be provided in the By-Laws of the Corporation.

ARTICLE VI

Initial Board of Trustees

The initial Board of Trustees of the Corporation shall consist of eight (8) members, whose names and addresses are as follows:

NAMES:	ADDRESSES:
Calvin A. Brown	1123 Gordon Street, S.W. Atlanta, Georgia 30310
Robert L. Foreman, Jr.	75 Poplar Street, N.E. Atlanta, Georgia 30303
Joseph N. Gayles	Talladega College Talladega, Alabama 35160
Hugh M. Gloster	830 Westview Drive, S.W. Atlanta, Georgia 30314
Howard Jordan, Jr.	2560 Laurens Circle, S.W. Atlanta, Georgia 30331
Nelson H. McGhee, Jr.	2870 M. L. King, Jr. Drive, S.W. Atlanta, Georgia 30311
Louis W. Sullivan	830 Westview Drive, S.W. Atlanta, Georgia 30311
Clinton E. Warner	1253 Clearbrook Drive, S.W. Atlanta, Georgia 30311

ARTICLE VII

Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 IV hereof. 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 (by publishing or distributing statements or otherwise) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VIII

Dissolution

The assets of the Corporation are irrevocably dedicated to educational purposes. In the event of the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, convey or distribute all of the assets of the Corporation to or for the

benefit of Morehouse College, Atlanta, Georgia, in accordance with an agreement to be reached between the Morehouse College and the Corporation, or in the event the Morehouse College is no longer in existence or does not then qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any United States Internal Revenue law), to such other organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under such section or corresponding provision, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court 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.

ARTICLE IX

Registered Office and Agent

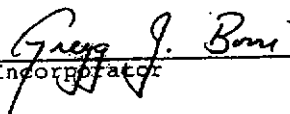
The address of the initial registered office of the Corporation shall be 830 Westview Drive, Atlanta, ^{Fulton} Georgia 30314. The initial registered agent of the Corporation at such address shall be Louis W. Sullivan.

ARTICLE X

Incorporator

The name and address of the incorporator is Gregg J. Borri, 2500 Trust Company Tower, Atlanta, Georgia 30303.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.




Incorporator

TO: David S. Poythress
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, Louis W. Sullivan, do hereby consent to serve
as registered agent for Morehouse School of Medicine, Inc.
The address of the registered agent is 830 Westview Drive,
Atlanta, Georgia, 30314.

This 12 day of August, 1980.



Louis W. Sullivan

DUPLICATE

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I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

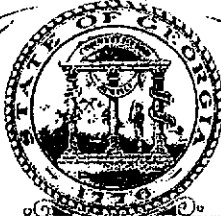
"THE MOREHOUSE SCHOOL OF MEDICINE, INC."

has been duly incorporated under the laws of the State of Georgia on the ^{12th} day of **September**, 19 ⁰⁰, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

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 ^{12th} day of **September** in the year of our Lord One Thousand Nine Hundred and Fifty and of the Independence of the United States ^{five.} of America the Two Hundred and

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

State of Georgia



OFFICE OF SECRETARY OF STATE

I, David B. Poythress, 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

"THE MOREHOUSE SCHOOL OF MEDICINE, 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 my seal of my office, at the Capitol, in the City of Atlanta, this 12th day of September in the year of our Lord One Thousand Nine Hundred and ~~Eighty~~ Eighty and of the Independence of the United States of America the 150th Hundred and FIVE.



David B. Poythress
Secretary of State, Office Corporation
Commissioner of the State of Georgia