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SECRETARY OF STATE

ARTICLES (

THE MOREHOUSE SCHO

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Purpos

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(b) The Corporat
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ARTICLE V

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ARTICLE VI

Board of... Trustees
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NAMES:

ADDRESSES:

- | | |
|----------------|---|
| Calvin... | 111... Con... ion Street
Atlanta, Georgia |
| Robert I... n, | 75... Popla... Street,
Atlanta, Georgia |
| Joseph M... | Tal... adeg... College
Tal... adeg..., Alabama |
| Rugh M. ... | 830... West... ew Drive
Atlanta, Georgia |
| Howard ... r. | 256... Lau... ens Circl...
Atlanta, Georgia |
| Nelson ... , J | 287... M... . King, J...
Atlanta, Georgia |
| Louis W. ... n | 830... West... ew Drive
Atlanta, Georgia |
| Clinton ... r | 125... Cle... brook Dr...
Atlanta, Georgia |

No part of the net assets of the corporation shall be distributed to any officer, director, or employee of the corporation for services rendered to the corporation in any capacity, or for any other purpose, except as provided in Article IV of the Charter, or as otherwise provided in the Charter, or as otherwise provided in any plan or agreement approved by the Board of Directors, or as otherwise provided in any plan or agreement approved by the Board of Directors, or as otherwise provided in any plan or agreement approved by the Board of Directors.

... of the Corporation shall be distributed to any officer, director, or employee of the Corporation for services rendered to the Corporation in any capacity, or for any other purpose, except as provided in Article IV of the Charter, or as otherwise provided in the Charter, or as otherwise provided in any plan or agreement approved by the Board of Directors, or as otherwise provided in any plan or agreement approved by the Board of Directors, or as otherwise provided in any plan or agreement approved by the Board of Directors.

VIII

The assets of the Corporation shall be dedicated to the education of the children of the Corporation, and the Corporation shall be liable for the payment of all of the expenses of the Corporation.

... of the Corporation shall be dedicated to the education of the children of the Corporation, and the Corporation shall be liable for the payment of all of the expenses of the Corporation.

benefit of Morehouse College, Atlanta, Georgia, in accordance with an agreement to be reached between the College and the Corporation, or in the event the College is no longer in existence or does not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any United States Internal Revenue Law), to the Corporation or organizations organized and operated exclusively for educational purposes as shall at the time of the disposition of such assets be determined by the Board of Trustees of the Corporation, or if the Board of Trustees shall not so determine, by the Superior Court of the County of DeKalb, Georgia, the principal office of the Corporation is the principal office of the Corporation, or to such other organizations, as said Court shall determine, 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, 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 shall be J. Bonri, 2500 Trust Company Tower, Atlanta, Georgia.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this _____ day of _____, 19____.

Greg J.
Incorporator

DUPLICATE

700 9.

State of Georgia



OFFICE OF SECRETARY OF STATE



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

WAREHOUSE SCHOOL OF MEDICINE, INC."

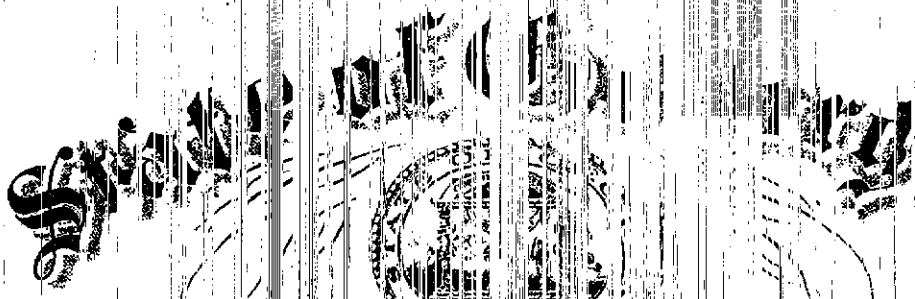
FILE #

has been
day of
Secretary
copy of

under the laws of the State of Georgia on the 12th day of September 1919, by the filing of articles of incorporation in the office of the Secretary of State and the incorporation thereof pursuant to the laws and articles of incorporation attached hereto.

IN TESTIMONY WHEREOF, I have hereunto set my hand and placed 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 of America the Two hundred and

David B. Poythress
SECRETARY OF STATE, EX-OFFICIO CLERK OF THE SENATE
COMMISSIONER OF THE STATE



OFFICE OF THE REGISTER

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