STATE OF GEORGIA
Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE
OF
AMENDMENT

I, Karen C Handel, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

UNIVERSITY OF WEST GEORGIA
FOUNDATION, INC.
a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 10/22/2007 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 articles/certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on October 22, 2007

Karen C Handel
Secretary of State
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF WEST GEORGIA FOUNDATION, INC.

The Articles of Incorporation of University of West Georgia Foundation, Inc., a Georgia non-profit corporation, are amended as follows:

1. The name of the Corporation is: UNIVERSITY OF WEST GEORGIA FOUNDATION, INC.

2. The Articles of Incorporation of the Corporation shall be amended deleting Article 1 in its entirety and inserting the following:

"Article 1

The name of the Corporation is UNIVERSITY OF WEST GEORGIA FOUNDATION, INC., with its principal office in Carroll County, Georgia. The Corporation shall have perpetual existence."

3. This amendment was adopted on August 9, 2007, by a sufficient vote of the Board of Trustees. The Corporation does not have members, so the approval of members was not required.

4. All other provisions of the Articles of Incorporation shall remain in full force and effect.
IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be executed and delivered by its duly authorized officers this _______ day of October, 2007.

UNIVERSITY OF WEST GEORGIA FOUNDATION, INC.

By: ____________________________

Randall K. Redding, Chairman

(Corporate Seal)
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF THE
WEST GEORGIA COLLEGE FOUNDATION, INC.

ARTICLE I

Petitioners desire to be incorporated and made a body corporate under the laws of the State of Georgia under the name and style of the WEST GEORGIA COLLEGE FOUNDATION, INC. for a period of thirty-five (35) years, with full right of renewal as provided by law, with its principal office in Carroll County, Georgia.

ARTICLE II

Effective the date hereof, Article I of the Articles of Incorporation of the WEST GEORGIA COLLEGE FOUNDATION, INC. is hereby amended to read as follows:

The name of the Corporation is the STATE UNIVERSITY OF WEST GEORGIA FOUNDATION, INC., with its principal office in Carroll County, Georgia.

ARTICLE III

Effective the date hereof, Article IV of the Articles of Incorporation of WEST GEORGIA COLLEGE FOUNDATION, INC. is hereby amended to read as follows:

The governing body of the Corporation shall be a Board of Trustees of not less than fifteen (15) nor more than fifty (50) members, which Board, after being initially named, shall thereafter become a self-perpetuating body, with the power to fill vacancies.

ARTICLE IV

Effective the date hereof, Article V of the Articles of Incorporation of WEST GEORGIA COLLEGE FOUNDATION, INC. is hereby amended to read as follows:

That said Corporation shall have the authority to solicit contributions and accept gifts and donations in money or property or other things of value for the purposes of said Corporation.
All gifts, contributions, or donations received, except in the case of specific direction by the donor, shall be devoted to the use and benefit of the State University of West Georgia, in such manner as the Trustees, in their discretion, may deem wise; provided, however, that such use, including such gifts made for a specific use, must be in accordance with the provisions of these Articles of Incorporation.

ARTICLE V

Effective the date hereof, Article X of the Articles of Incorporation of WEST GEORGIA COLLEGE FOUNDATION, INC. is hereby amended to read as follows:

At all times, the Foundation must be organized and operated for the purposes set forth in Article III above. No part of the earnings or profit of the Foundation may inure to the benefit of any private shareholder or individual. The Foundation shall not in any way attempt to influence legislation or participate in any political campaign. Upon termination of the Foundation, the assets shall be distributed to a tax-exempt entity as set forth in the By-Laws.

ARTICLE VI

An Article entitled "Article XII" is added to the original Articles of Incorporation, as follows:

No Trustee shall incur liability for monetary damages for breach of duty of care or other duty as a Trustee except liability for (a) any appropriation in violation of his or her duties of any business opportunity of the Foundation, (b) acts or omissions which involve intentional misconduct or a knowing violation of law, (c) transactions involving conflict of interest, and (d) any transaction for which the Trustee received an improper personal benefit.

In the event any Trustee incurs any personal liability, such Trustee shall be indemnified by the Foundation provided (a) he or she conducted himself or herself in good faith and (b) he or she reasonably believed that his or her conduct was in the best interest of the Foundation.

ARTICLE VII

All other provisions of the original Articles of Incorporation shall remain in full force and effect.
ARTICLE VIII

These amendments were duly approved by a majority vote of the Board of Trustees on the 6th day of November, 1998 without member approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers on this, the 15th day of January, 1998.

WEST GEORGIA COLLEGE FOUNDATION, INC.

By: ____________________________
    THOMAS E. FITZGERALD

ATTEST:

______________________________
R. ALLEN J U D D

(CORPORATE SEAL)