

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

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

GEORGIA ASSOCIATION OF PUBLIC PENSION TRUSTEES, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **09/03/2009** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on September 3, 2009



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel
Secretary of State

ARTICLES OF INCORPORATION OF
GEORGIA ASSOCIATION OF PUBLIC PENSION TRUSTEES, INC.

The undersigned incorporators, in order to form a nonprofit corporate entity under the Georgia Nonprofit Corporation Code, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be **Georgia Association of Public Pension Trustees, Inc.**

ARTICLE II

Georgia Association of Public Pension Trustees, Inc. is a nonprofit corporation, organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE III

The purposes for which the Corporation is organized are to provide a forum for the discussion of benefit plan issues; to provide a network for the sharing of benefit plan issues, solutions, and resources; and to provide support and information for education, training, advancement and accreditation for public plan trustees and personnel. In general, to engage in any lawful business or perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, or advisable, directly or indirectly, to carry out any of the purposes of the Corporation as set forth in these Articles of Incorporation, including the exercise of all the rights, powers, and privileges which are now or which may hereafter be conferred upon corporations organized under the Nonprofit Corporation Code.

ARTICLE IV

The Corporation shall have perpetual duration, subject to the laws of the State of Georgia.

ARTICLE V

The Corporation may have members of different classes or categories, with any such members being defined in the bylaws.

ARTICLE VI

The management and control of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. The method of electing the Board of Directors shall be determined by the Bylaws of the Corporations. No Director shall have any right, title, or interest in or to any property of the Corporation.

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ARTICLE VII

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of any duty as a Director; provided, however, that this Article shall not eliminate or limit the liability of a Director to the extent provided by applicable law (i) for any appropriation, in violation of his or her duties, of any business opportunity for the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. If the Georgia Nonprofit Corporation Code is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of each Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as amended. Neither the amendment nor repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendments, repeals, or adoptions of any inconsistent provisions.

ARTICLE VIII

The address of the initial registered agent of the Corporation is in Gwinnett County at 4799 Sugarloaf Pkwy, Bldg J, Lawrenceville, Georgia 30044, and the initial registered agent of the Corporation at such address is David C. Will.

ARTICLE IX

The names and addresses of the incorporators of the Corporation are:

James R. Meynard
2171 East View Parkway
Conyers, GA 30013-5756

David C. Will
ROYAL WASHBURN WILL
4799 Sugarloaf Pkwy, Bldg
Lawrenceville, GA 30044


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SECRETARY OF STATE
CORPORATIONS DIVISION

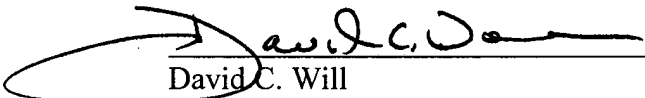
ARTICLE XI

The principal mailing address of the Corporation is:

4799 Sugarloaf Parkway, Bldg. J
Lawrenceville, Georgia 30044

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this the 1st day of September, 2009.


James R. Meynard
2171 East View Parkway
Conyers, Georgia 30013-5756


David C. Will
ROYAL WASHBURN WILL
4799 Sugarloaf Pkwy, Bldg J
Lawrenceville, GA 30044



KAREN HANDEL
Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: dwill@royallaw.net

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Georgia Association of Public Pension Trustees, Inc.

Corporate Name (List exactly as it appears in articles)

2.

David C. Will

770-814-8022

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

4799 Sugarloaf Parkway, Building J

Address

Lawrenceville

Georgia

30044

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

David C. Will

Authorized signature of person filing documents

9/1/09

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>