

ARTICLES OF INCORPORATION

The Museum School of Avondale Estates

Parent Teacher Organization, Inc.

Article I: Name

The name of the corporation is The Museum School of Avondale Estates Parent Teacher Organization (TMS PTO), Inc.

Article II: Purpose

- (a) This corporation is organized exclusively for educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of the TMS PTO is to foster the relationship between school and community for the academic success of all of the students of The Museum School of Avondale Estates. To that end, the organization works in partnership with the school's administration and committees and organizes events, programs, and fundraisers in support of that mission.

- (b) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 VI of these Articles. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) 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 1986, as amended (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 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article III: Membership/Board of Directors

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the TMS PTO bylaws. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the bylaws.

Article IV: Registered Office and Agent

The registered office of the Corporation is 3191 Covington Highway Avondale Estates, GA 30002. The registered agent of the Corporation at such address is Katherine Kelbaugh, Principal.

Article V: Incorporator

The name and address of the incorporator is: Annemarie Eades, 1038 Hess Drive, Avondale Estates, GA 30002.

Article VI: Dissolution

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as an exempt organization, to be used exclusively for educational purposes, as described in Article II of these Articles. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Judge of the Superior Court of DeKalb County, Georgia shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

Article VII. Guidance

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as to not be subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

Article VIII.

(a) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitral, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Nonprofit Corporation Code, subject to the conditions prescribed under such statutory provisions.

(b) In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to person who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

(c) Nothing in this Article shall be construed as limiting the applicability and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right or indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

(d) In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. Any expenses or other amounts that are paid by way of insurance, or by indemnification, reimbursement, or advances of funds other than by court order, action by shareholders, the Corporation shall provide notice of such payment to the shareholders in accordance with the applicable provisions of the laws of the State of Georgia.

IN WITNESS WHERE, the undersigned has executed these Articles of Incorporation this 7th day of October 2010.