

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

CERTIFICATE OF INCORPORATION

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

CiDrep SickKids Foundation, Inc.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **08/08/2017** 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 **08/10/2017**.



A handwritten signature in black ink, appearing to read 'B: P. Kemp'.

Brian P. Kemp
Secretary of State

**ARTICLES OF INCORPORATION
FOR
CiDrep SickKids Foundation, Inc.
A GEORGIA NONPROFIT CORPORATION WITHOUT MEMBERS**

1.

The corporate name for the Corporation is:

CiDrep SickKids Foundation, Inc.

2.

The street address and county of the Corporation's initial registered office is:

**3343 Peachtree Road, NE
Suite 1600
Atlanta, Fulton County, Georgia 30326**

and the name of its initial registered agent at that office is:

Michele P. Madison, Esq.

3.

The name and address of the incorporator is:

**Michele P. Madison, Esq.
Morris Manning & Martin, LLP
3343 Peachtree Road, NE
Suite 1600
Atlanta, Georgia 30326**

4.

The Corporation will not have members.

5.

The mailing address of the initial principal office of the Corporation is:

**3101 Towercreek Parkway, SE
Suite 425
Atlanta, Georgia 30339**

6.

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code, as it may be amended from time to time (the "Corporation Code").

7.

No director shall have personal liability for any action taken, or any failure to take action, as a director, except liability for (a) any appropriation, in violation of the director's duties, or a corporate business opportunity, (b) acts or omissions involving intentional misconduct or a knowing violation of law, (c) the types of liability described in O.C.G.A. § 14-3-831, as amended (relating to liability for unlawful distributions from the corporation), and (d) any transaction from which the director received an improper personal benefit.

8.

The purposes for which the Corporation is organized are:

The Corporation is organized exclusively for charitable or educational purposes.

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 may pay reasonable compensation for services rendered.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent that it would not be granted or lose an exemption 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 (the "Tax Code").

The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

9.

The Corporation shall be managed, its affairs regulated, and indemnity provided to its officers and directors as provided in its Bylaws.

The number, term, qualifications, and method of electing the Corporation's directors and the directors authority are set-out in its Bylaws.

The method of amending the Bylaws is set-out in the Bylaws.

10.

If the Corporation is classified as a "private foundation" under the Tax Code, then:

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

11.

The Corporation may not make any "distribution", as defined in the Corporation Code, to any organization other than an organization which is exempt from income taxes pursuant to Section 501(c)(3) of the Tax Code and which is described as eligible to receive "charitable contributions" under Section 170(c) of the Tax Code or any corresponding provision of any future federal tax laws.

12.

Upon dissolution of the Corporation, after making the distribution of assets required by the Corporation Code, the remaining assets shall be distributed:

- (a) to a State, a possession of the United States, or any political subdivision of the foregoing, or the United States or the District of Columbia, but only if the assets distributed are to be used for exclusively public purposes, as defined in Section 170(c) of the Tax Code; or
- (b) to an organization exempt from income tax under Section 501(c)(3) of the Tax Code; or
- (c) any combination of the foregoing.

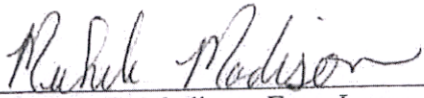
13.

Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activity or make any distribution or payment not permitted to be engaged in or made:

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Tax Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c) of the Tax Code.

[Signature on Following Page]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 7th day of August, 2017.


Michele P. Madison, Esq., Incorporator

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SECRETARY OF STATE
CORPORATIONS DIVISION



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

**TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT OR NONPROFIT CORPORATION**

IMPORTANT: Please provide the entity's primary email address when completing this form.

Primary Email Address: pfarr@mmmlaw.com

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)
CiDrep SickKids Foundation, Inc.
Corporate Name (List exactly as it appears in articles.)

2. Penny J. Farr
Name of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)
3343 Peachtree Rd NE Suite 1600
Address
Atlanta GA 30326
City State Zip Code
pfarr@mmmlaw.com 4042337000
Filer's Email Address Telephone Number

3. Michele P. Madison
Name of Registered Agent in Georgia
3343 Peachtree Rd NE Suite 1600
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)
Atlanta Fulton GA 30326
City County State Zip Code
mmadison@mmmlaw.com
Registered Agent's Email Address

4. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form;
- 2) The Articles of Incorporation; and
- 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. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that the information on this form will be entered in the Secretary of State business entity database, and I certify that the above information is true and correct to the best of my knowledge.

Penny J. Farr
Signature of Authorized Person
Penny J. Farr
Print name

August 8 2017
Date