

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"GEORGIA TECH FOUNDATION FACILITIES, INC."

has been duly incorporated under the laws of the State of Georgia on the 3rd day of December, 1985, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 3rd day of December in the year of our Lord One Thousand Nine Hundred and Eighty Five and of the Independence of the United States of America the Two Hundred and Ten.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
GEORGIA TECH FOUNDATION FACILITIES, INC.

ARTICLE I

The name of the Corporation is GEORGIA TECH FOUNDATION FACILITIES, INC.

ARTICLE II

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The purposes for which the Corporation is organized are to promote and support the Georgia Institute of Technology, an instrumentality of the Board of Regents of the State University System of Georgia and to erect such suitable buildings and other facilities as may be appropriate to the needs and goals of the Institute.

ARTICLE V

The Corporation shall have all powers necessary or convenient to effect any or all of the foregoing purposes for which the Corporation is organized, including, but not limited to: (a) the power to purchase, take, receive by gift, will or otherwise, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein; (b) the power to sell, convey, lease, exchange, transfer and otherwise dispose of, or mortgage, pledge, create a security interest in, deliver a deed to secure debt or otherwise encumber, all or any part of its property and assets, or any interest therein; (c) the power to make contracts and incur liabilities, borrow money, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, deed to secure debt, pledge, creation of a security interest in, or other encumbrance of, all or any part of its property and income; and (d) all other powers enumerated in the Georgia Nonprofit Corporation Code; provided, however, that the Corporation must limit its activities to those which are essentially public in nature.

ARTICLE VI

The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

ARTICLE VII

The Board of Directors shall consist of five members who shall be appointed by the President of the Institute, as provided in the Bylaws of the Corporation. The Corporation reserves the right to fix the number of directors by its Bylaws and to increase and decrease the number of directors from time to time within the limits permitted by law. The initial members of the Board of Directors, as appointed by the President of the Institute, shall be:

<u>Member</u>	<u>Address</u>
Alvin M. Ferst	2045 Peachtree Road, N.E. Suite 530 Atlanta, Georgia 30309
Dr. Richard Fuller	Georgia Institute of Technology Atlanta, Georgia 30332
Warren Heemann	Georgia Institute of Technology Atlanta, Georgia 30332
J. Frank Smith	500 Tech Parkway, Suite 101 Atlanta, Georgia 30313
Robert H. Tharpe	P.O. Box 27562 Station 7 Atlanta, Georgia 30327

ARTICLE VIII

Bylaws of the Corporation shall be adopted by a majority of the directors and may be amended only as provided therein, provided that such Bylaws and amendments shall not conflict with the provisions of these Articles of Incorporation.

ARTICLE IX

The Corporation shall have no capital stock.

ARTICLE X

The Corporation is not organized for profit and, except to the extent necessary to retire indebtedness of the Corporation, shall never be operated for pecuniary gain or profit. No gains, profits or dividends shall be distributed to any director or member of the Corporation, and no part of the earnings, funds or assets of the Corporation shall inure to the benefit of any person except the Board of Regents of the University System of Georgia and to the Institute as an instrumentality of such Board. The Corporation shall never be authorized to engage in a regular business of any kind ordinarily carried on for profit or to engage in any activity not necessary to effect any or all of the public purposes for which the Corporation is organized.

ARTICLE XI

Whenever the Corporation incurs indebtedness to effect any or all of the purposes for which the Corporation is organized, the Corporation shall provide in any instrument of indebtedness that during the term of any such indebtedness the Board of Regents of the University System of Georgia shall have a beneficial interest in the Corporation while such indebtedness is outstanding and shall also provide that the Board of Regents of the University System of Georgia shall obtain full legal title to the property with respect to which such indebtedness was incurred upon the retirement of such indebtedness.

ARTICLE XII

Upon the dissolution of the Corporation, all of the Corporation's earnings, funds and assets shall vest in and be transferred without consideration to the Board of Regents of the University System of Georgia.

ARTICLE XIII

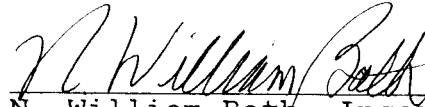
The address of the initial registered office of the Corporation shall be 225 North Avenue, Atlanta, Georgia 30332, and the name of its original registered agent at such address is Robert N. Leitch.

ARTICLE XIV

The name and address of the incorporator are as follows:

N. William Bath Hansell & Post
3300 First Atlanta Tower
Atlanta, Georgia 30383

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



N. William Bath, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, Robert N. Leitch, do hereby consent to serve as registered agent for Georgia Tech Foundation Facilities, Inc.

This 27th day of November, 1985.



Robert N. Leitch



CERTIFICATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

GEORGIA TECH FOUNDATION FACILITIES, INC.

THIS DOCUMENT RECEIVED
AND FILED IN THE OFFICE
OF THE SECRETARY OF STATE.

BY: J. R. K. [Signature]

DATE: 6/12/87 Pursuant to the provisions of Article 8 of the Georgia Nonprofit Corporation Code, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Georgia Tech Foundation Facilities, Inc.

2. The amendments so adopted are as follows:

(a) Article IV is amended by deleting the period at the end thereof and adding the following additional language:

"; provided, however, that the purposes for which the Corporation is organized shall in all events be exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

(b) Article V is amended by adding the following new sentence at the end thereof:

"Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

(c) Article XII is amended by deleting the period at the end thereof and adding the following:

"or, if said Board of Regents is not at that time an instrumentality of the State of Georgia, to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes."

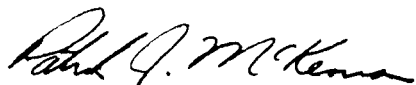
These Articles of Amendment were adopted at a meeting of the members of the Corporation on June 5, 1987. At this meeting, there were 4 votes of members present at the meeting or represented by proxy who were entitled to vote on this Amendment, of which 4 votes were cast in favor of this Amendment.

Dated June 5, 1987.


[CORPORATE SEAL]

GEORGIA TECH FOUNDATION
FACILITIES, INC.

Attest:



Patrick J. McKenna
Secretary

By: 
Its: Chairman

RECEIVED
JUN 12 9 24 AM '87
SECRETARY
STATE

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

DOCKET NUMBER : K93260554
CONTROL NUMBER: J519174
EFFECTIVE DATE: 11/18/1999
REFERENCE : 0077
PRINT DATE : 11/22/1999
FORM NUMBER : 611

JONES, DAY, REAVIS & POGUE
CAMILLE CAINE DUERR
303 PEACHTREE ST., STE. 3500
ATLANTA, GA 303083424

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

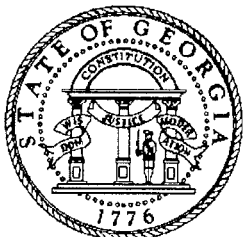
GEORGIA TECH FOUNDATION FACILITIES, INC.
A DOMESTIC NONPROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

GEORGIA TECH FACILITIES, INC.

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 of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GEORGIA TECH FOUNDATION FACILITIES, INC.**

FIRST. The name of the corporation is Georgia Tech Foundation Facilities, Inc.

SECOND. Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following new Article I:

"The name of the corporation is Georgia Tech Facilities, Inc."

THIRD. The amendment was duly adopted by the Board of Directors of the Corporation as of the 12th day of October, 1999.

FOURTH. The Board of Directors adopted the amendment without shareholder action. Shareholder action was not required to adopt the amendment pursuant to Section 14-3-1003 of the Georgia Nonprofit Corporation Code.

Executed as of the 12th day of October, 1999.

**GEORGIA TECH
FOUNDATION FACILITIES, INC.**

By: _____

Patrick J. McKenna
Patrick J. McKenna
Secretary

SECRETARY OF STATE

Nov 10 1 54 PM '99

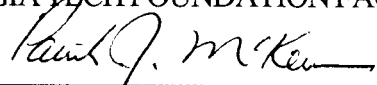
CERTIFICATE OF REQUEST FOR PUBLICATION

I hereby certify that in accordance with §§ 14-2-1006.1(a) and (b) of the Georgia Business Corporation Code, I have mailed or delivered to the *Fulton County Daily Report*, which is the official organ of Fulton County where the registered office of Georgia Tech Foundation Facilities, Inc., is located, a request to publish a notice of the intent to deliver to the Secretary of State Articles of Amendment that will change the name of Georgia Tech Foundation Facilities, Inc. to Georgia Tech Facilities, Inc. I further certify that I submitted payment in the amount of \$40.00 to said newspaper along with the request for publication.

This 18th day of November, 1999.

GEORGIA TECH FOUNDATION FACILITIES, INC..

By: _____


Patrick J. McKenna
Secretary