

**RESTATED
ARTICLES OF INCORPORATION**

OF

THE URBAN PRE-COLLEGE EDUCATION NETWORK, INC.

I.

The name of the Corporation shall be **THE URBAN PRE-COLLEGE EDUCATION NETWORK, INC.**

II.

The corporation is organized pursuant to the Georgia Non-Profit Corporation Code 14-2-1006.

III.

The street address of the initial registered office of the corporation is 131 PONCE DE LEON AVE NE STE 131 ATLANTA, GEORGIA 30308 and the initial registered agent of the corporation at such address is MELVYN R. BURROW..

IV.

The name and address of each incorporation is Melvyn R. Burrow, CPA 131 Ponce De Leon Avenue, Ne Suite 131, Atlanta, Georgia 30308.

V.

The corporation will have no members.

VI.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution 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.

VII.

The names and addresses of the persons who are the initial trustees of the corporation are as follows: MELVYN R. BURROW CPA.,131 PONCE DE LEON, AVE NE STE 131 ATLANTA Georgia 30308.

VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third thereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 of 501 (s) (3) of the Internal Revenue code, or the corresponding section of any future federal code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IX.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The Board of Directors have approved these restated articles on November 3, 2010 without member approval.

In witness whereof, we have hereunto subscribed our names this 3rd day NOVEMBER 2010.


MELVYN R. BURROW CPA