

12. PRESUMPTION OF ASSENT.

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

## ARTICLE IV - OFFICERS

### 1. NUMBER.

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

### 2. ELECTION AND TERM OF OFFICE.

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the stockholders. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

### 3. REMOVAL.

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

### 5. PRESIDENT.

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the stockholders and of the directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall



perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

#### 6. VICE-PRESIDENT.

In the absence of the president or in event of his death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the directors.

#### 7. SECRETARY.

The secretary shall keep the minutes of the stockholders' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder, have general charge of the stock transfer books of the corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the directors.

#### 8. TREASURER.

If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

#### 9. SALARIES.

The salaries of the officers shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

## ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

### 1. CONTRACTS.

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### 2. LOANS.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

### 3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

### 4. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

## ARTICLE VI - CERTIFICATES FOR SHARES AND THEIR TRANSFER

### 1. CERTIFICATES FOR SHARES.

Certificates representing shares of the corporation shall be in such form as shall be determined by the directors. Such certificates shall be signed by the president and by the secretary or by such other officers authorized by law and by the directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the stockholders, the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the



former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the directors may prescribe.

## 2. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of this state.

## ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of February in each year.

## ARTICLE VIII - DIVIDENDS

The directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

## ARTICLE IX - SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, "Corporate Seal".

#### ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XI - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the stockholders representing a majority of all the shares issued and outstanding, at any annual stockholders' meeting or at any special stockholders' meeting when the proposed amendment has been set out in the notice of such meeting.

MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS

of

USSERY/RULE ARCHITECTS, P. C.

The annual meeting of the stockholders of the corporation was held at 103 Brunswick Avenue, St. Simons Island, Georgia,

on Dec 3 1992 at 10:00AM.

The meeting was called to order by Tom Rule  
the President of the corporation.

The secretary then reported that the meeting had been called pursuant to a notice of meeting and/or waiver of notice thereof in accordance with the by-laws. It was ordered that a copy of the notice and waiver of notice be appended to the minutes of the meeting.

The secretary then read the roll of stockholders from the stock transfer ledger. The following stockholders were present in person or by proxy:

| <u>Stockholder</u> | <u>Shares</u> | <u>In Person</u> | <u>By Proxy</u> |
|--------------------|---------------|------------------|-----------------|
| Tom Rule           | 100           | YES              |                 |
| Robert Ussery      | 100           | "                |                 |

The chairman stated that a majority of the total number of shares issued and outstanding was represented and that the meeting was complete and ready to transact any business before it. It was ordered that proxies be appended to the minutes of the meeting.



The president then gave a general report of the business and finances of the corporation and the secretary reported the following changes of stockholders since the last such report: *NONE*

The chairman then stated that the election of directors of the corporation was now in order. The following were nominated as directors: *Robert Ussery + Tom Rule*

The chairman appointed *N/A* and *N/A* as Inspectors of Election and they subscribed and verified their oath of office. The oaths of the Inspectors were appended to the minutes of the meeting. A ballot was taken, the vote was canvassed and the Inspectors of Election reported the following votes cast for directors of the corporation.

| <u>Nominee</u>       | <u>Number of Votes</u> |
|----------------------|------------------------|
| <i>Robert Ussery</i> | <i>2 &gt; =</i>        |
| <i>Tom Rule</i>      | <i>2 &gt; =</i>        |

The chairman declared the following nominees duly elected directors of the corporation to serve until the next annual meeting of stockholders or until their successors are elected and shall qualify:

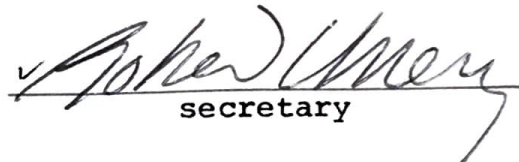
The following action was taken at the meeting:

*passed*



There being no further business, the meeting was, on motion, adjourned.

Dated 12-3-82

  
secretary

#### INSPECTORS REPORT

We the undersigned Inspectors of Election, having faithfully and impartially conducted the election of directors, did receive the votes of the shareholders as set forth in these minutes.

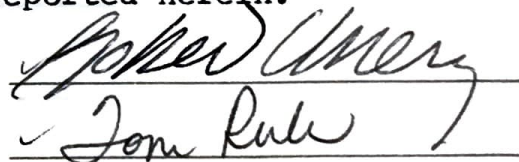
Dated

\_\_\_\_\_  
Inspector of Election

\_\_\_\_\_  
Inspector of Election

#### RATIFICATION

We, the undersigned shareholders, or assignees thereof, have read these minutes and do hereby approve, ratify and confirm all business transacted as reported herein.

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The following have been appended to the minutes:

Waiver of Notice  
Notice of Meeting and Affidavit of Mailing  
Proxy(ies)  
Oath of Inspectors of Election

WAIVER OF NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

---

We, the undersigned shareholders, hereby agree and consent that the annual meeting of shareholders of the corporation be held on the date and at the time and place stated below for the purpose of electing directors of the corporation and the transaction thereat of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting

Time of meeting

Place of meeting

Dated 12-3-82

Bob Meyer  
Tom Rube

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

of

---

PLEASE TAKE NOTICE THAT the annual meeting of shareholders of the corporation for the purpose of electing directors and the transaction of such other business as may properly come before the meeting will be held on the date and at the time and place stated below.

Date of meeting  
Time of meeting  
Place of meeting

The share transfer ledger of the corporation shall remain closed from 19 to 19

Dated

---

secretary

AFFIDAVIT OF MAILING OF  
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

STATE OF  
COUNTY OF

ss.:

being duly sworn

according to law deposes and says:

I am the secretary of  
that on 19 I personally deposited in a  
post office box in the city of  
county of state of  
copies of the above notice of annual meeting of shareholders,  
each enclosed in a securely sealed postage paid envelope, one  
of the notices addressed to each person whose name appears on  
the annexed list of shareholders and to their respective post  
office addresses as therein set forth.

Sworn to before me this  
day of 19

---

secretary



OATH OF INSPECTORS OF ELECTION

of

---

STATE OF  
COUNTY OF

ss.:

We, the undersigned, being duly sworn, each for himself deposes and says that he will faithfully, truly and honestly perform the duties of Inspector of Election of the election of directors of the corporation to be held at the annual meeting of shareholders of the corporation on 19 with strict impartiality and according to the best of his ability, understanding and judgment.

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Inspector of Election

---

Inspector of Election

Severally sworn to before me this  
day of 19

---

PROXY FOR ANNUAL MEETING OF SHAREHOLDERS

of

---

KNOW ALL MEN BY THESE PRESENTS, that I am the owner of

and I hereby appoint and constitute

my true and lawful attorney and proxy with full power of substitution and revocation, to attend and represent me at the annual meeting of shareholders of the corporation to be held on 19 and for and on my behalf to vote on any question, proposition or resolution, or any other matter which may come before the meeting or any adjournment thereof upon which I would be entitled to vote if personally present.

This proxy shall be void if I personally attend the said meeting.

IN WITNESS WHEREOF, I have executed this proxy on the  
day of 19

---

MINUTES OF THE REGULAR MEETING OF DIRECTORS  
of

The regular meeting of directors of the corporation was held at

on 19 at M.

The following were present

being a quorum and all of the directors of the corporation.

meeting and  
thereof.

was elected chairman of the  
was appointed secretary

The secretary then presented and read to the meeting a waiver of notice of meeting, subscribed by all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The minutes of the preceeding meeting of the board of directors held on 19 was thereupon read and adopted.

The president then rendered a general report of the business of the corporation, the secretary presented his report and the treasurer rendered a report of the finances of the corporation. The officers' reports were received and ordered on file.

The following were duly nominated and a vote having been taken were unanimously elected officers of the corporation to serve for one year and until their successors are elected and shall qualify:

President

Vice-President

Secretary

Treasurer



There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

Dated

---

secretary

---

chairman

The following have been appended to these minutes:

Waiver of Notice

WAIVER OF NOTICE OF THE REGULAR MEETING OF DIRECTORS  
of

---

We, the undersigned, being all the directors of the corporation hereby agree and consent that the regular meeting of directors of the corporation be held on the date and the time and at the place stated below for the purpose of transacting any and all business that should properly come before the meeting and hereby waive all notice of the meeting and of any adjournment thereof.

Date of meeting

Time of meeting

Place of meeting

Dated

\_\_\_\_\_  
director

\_\_\_\_\_  
director

\_\_\_\_\_  
director

of

SDM 1



There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

Dated

director

---

chairman

---

secretary

The following have been appended to the minutes of the meeting:

Waiver of Notice

WAIVER OF NOTICE OF SPECIAL MEETING OF DIRECTORS

of

---

We, the undersigned being all the directors of the corporation hereby agree and consent that the special meeting of directors be held at the date, time and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting

Time of meeting

Place of meeting

Purpose of meeting

Dated

---

director

---

director

---

director

CERTIFICATE BOOK



# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : J113499  
DATE INC/AUTH/FILED: 11/16/1981  
JURISDICTION : GEORGIA  
PRINT DATE : 06/30/2003  
FORM NUMBER : 211

USSERY-RULE ARCHITECTS, P.C.  
ROBERT C. USSERY  
1804-A FREDERICA RD.  
SAINT SIMONS ISLAND, GA 31522

## CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

USSERY/RULE ARCHITECTS, P.C.  
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date, and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20030630145911522



*Cathy Cox*

Cathy Cox  
Secretary of State



INCORPORATED UNDER

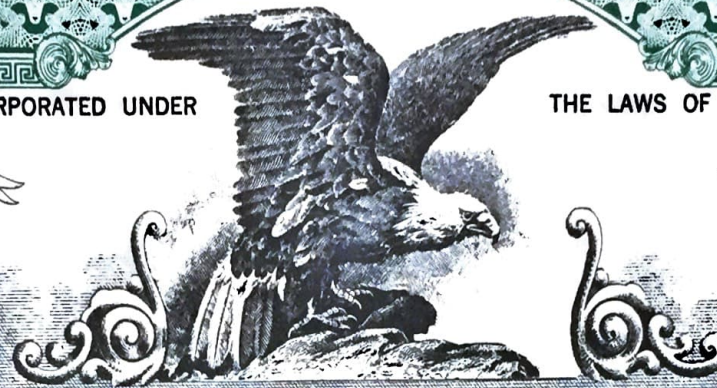
THE LAWS OF GEORGIA

NUMBER

2

SHARES

100



Ussery/Rule Architects, P.C.

Authorized Capital Stock 1,000 Shares

**This Certifies that**

\* \* \* \* ROBERT C. USSERY \* \* \* \*

*is the*

*registered holder of*

ONE HUNDRED

*Shares*

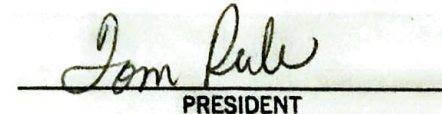
Ussery/Rule Architects, P.C.

FULLY PAID AND  
NON-ASSESSABLE

*transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.*

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed  
this 4<sup>th</sup> day of December A.D. 19 81

  
SECRETARY

  
PRESIDENT

No Par Value



The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations.

|         |  |                                   |           |
|---------|--|-----------------------------------|-----------|
| TEN COM | — as tenants in common   | UNIF GIFT MIN ACT—                | Custodian |
| TEN ENT | — as tenants by the entireties   | (Cust)                            | (Minor)   |
| JT TEN  | — as joint tenants with right of survivorship and not as tenants in common | under Uniform Gifts to Minors Act | (State)   |

Additional abbreviations may also be used though not in the above list.

*For value received,* \_\_\_\_\_ *hereby sell, assign and transfer unto*

PLEASE INSERT SOCIAL SECURITY OR OTHER  
IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

\_\_\_\_\_ Shares  
*represented by the within Certificate, and do hereby irrevocably constitute*  
*and appoint* \_\_\_\_\_

*Attorney to transfer the said shares on the books of the within-named Corpora-*  
*tion with full power of substitution in the premises.*

*Dated,* \_\_\_\_\_

*In presence of*

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.



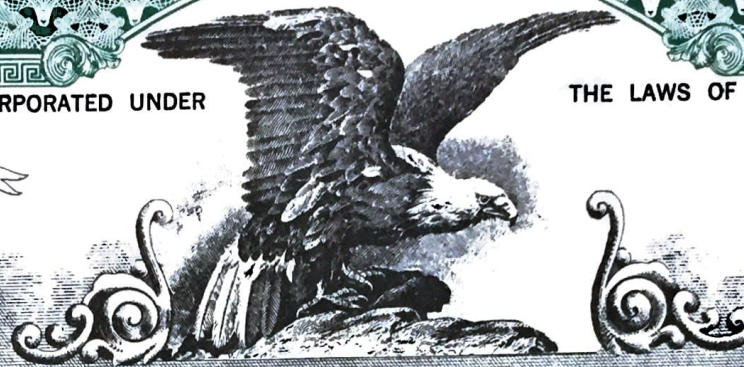
INCORPORATED UNDER

THE LAWS OF GEORGIA

NUMBER

3

SHARES



Ussery/Rule Architects, P.C.

Authorized Capital Stock 1,000 Shares

**This Certifies that**  
*registered holder of*

*is the*  
*Shares*

Ussery/Rule Architects, P.C. FULLY PAID AND  
NON-ASSESSABLE

*transferable only on the books of the Corporation by the holder hereof in  
person or by Attorney upon surrender of this Certificate properly endorsed.*

In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and its Corporate Seal to be hereunto affixed  
this \_\_\_\_\_ day of \_\_\_\_\_ A. D. 19\_\_\_\_

\_\_\_\_\_  
SECRETARY

\_\_\_\_\_  
PRESIDENT

No Par Value



The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations.

|         |  |                    |                                   |
|---------|--|--------------------|-----------------------------------|
| TEN COM | — as tenants in common   | UNIF GIFT MIN ACT— | Custodian                         |
| TEN ENT | — as tenants by the entireties   |                    | (Cust) (Minor)                    |
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|         |  |                    | (State)                           |

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PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

\_\_\_\_\_ Shares  
*represented by the within Certificate, and do hereby irrevocably constitute*  
*and appoint* \_\_\_\_\_

*Attorney to transfer the said shares on the books of the within-named Corpora-*  
*tion with full power of substitution in the premises.*

*Dated,* \_\_\_\_\_

*In presence of* \_\_\_\_\_

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.