

WAIVER OF NOTICE
OF THE ORGANIZATION MEETING
OF
USSERY/RULE ARCHITECTS, P. C.

We, the undersigned, being all the incorporators named in the certificate of incorporation of the above corporation hereby agree and consent that the organization meeting thereof be held on the date and at the time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Place of meeting 103 Brunswick Avenue, St. Simons Island, Georgia
Date of meeting December 4, 1981
Time of meeting 2:00 P.M.

John W. Ussery
Tom Rule

Dated:

certificate of incorporation

ASSIGNMENT OF SUBSCRIPTION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, hereby sells, transfers and assigns unto

all his right, title and interest in and to the subscription for stock in

a corporation organized under the laws of the State of
and hereby authorizes, requests and directs said corporation to issue a certificate or certificates for the said shares in the name of and to
or such other person as he may order, upon payment by him of the amounts due on the said subscription and compliance with the other terms and conditions of said subscription.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of
19

Witness: _____

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or such other person as he may order, upon payment by him of the amounts due on the said subscription and compliance with the other terms and conditions of said subscription.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of
19

Witness: _____

assignment

Gentlemen:

WE, THE UNDERSIGNED, hereby tender our resignations as
directors of
to take effect immediately.

Dated:

Very truly yours,

Director

Director

Director

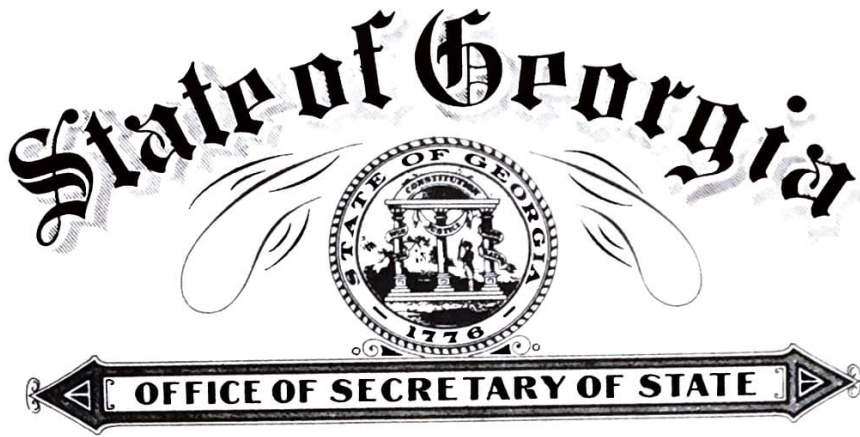
resignation

ARTICLES OF INCORPORATION
OF
USSERY/RULE ARCHITECTS, P.C.

LAW OFFICES

PIPKIN, WILLIAMS AND GREENE

613-B BEACHVIEW DRIVE
ST. SIMONS ISLAND, GEORGIA 31522



I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

"USSERY/RULE ARCHITECTS, P.C."

has been duly incorporated under the laws of the State of Georgia on the 16th day of November, 1981, 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 16th day of November in the year of our Lord One Thousand Nine Hundred and Eighty One and of the Independence of the United States of America the Two Hundred and Six

David B. Poythress
SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA



State of Georgia



OFFICE OF SECRETARY OF STATE

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"USSERY/RULE ARCHITECTS, P.C. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

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 _____ day of _____, in the year of our Lord One Thousand Nine Hundred and Eighty _____ and _____ of the Independence of the United States of America the Two Hundred and _____

Six.

Secretary of State, Ex Officio Corporation
Commissioner of the State of Georgia

81211021

RECEIVED
NOV 15 9 44 AM '81
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
USSERY/RULE ARCHITECTS, P.C.

I.

The name of the corporation is:

Ussery/Rule Architects, P.C.

II.

The corporation shall have perpetual duration.

III.

The purpose of the corporation is to conduct the business of providing professional architectural services to clients, including but not limited to the design and development of all types of construction projects, supervision of construction, and any other such related activities as may be proper for the accomplishment of these purposes herein set forth.

IV.

The corporation shall have authority to issue 1,000 shares of no par value common stock.

V.

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock. The shares of the corporation shall be issued to, held by, or transferred only to such persons as are licensed to practice the profession of architecture, for which the corporation is organized, and who, unless disabled, are actively engaged in such practice. Shares not so issued, held, or transferred shall be subject to the provisions of "The Georgia Professional Corporation Act".

VI.

The initial registered office of the corporation shall be 103 Brunswick Avenue, St. Simons Island, Georgia 31522. The registered agent of the corporation at said office shall be Robert Ussery.

VII.

The initial Board of Directors shall consist of two members who shall be Robert Ussery, 103 Brunswick Avenue, St. Simons Island, Georgia, and Thomas Rule, 103 Brunswick Avenue, St. Simons Island, Georgia. The corporation shall have initially not more than two holders of the shares of the corporation; however, this is not in any manner a limitation on the number of shareholders who might own or have a beneficial interest in shares of this corporation in the future.

VIII.

The names and addresses of the incorporators are:

Robert Ussery, 103 Brunswick Avenue, St. Simons Island, Georgia 31522, and

Thomas Rule, 103 Brunswick Avenue, St. Simons Island, Georgia 31522.

IX.

The incorporators are persons licensed to practice the profession for which the corporation is organized and to render such services under the laws of this State and qualified to hold shares in this professional corporation according to the laws of the State of Georgia. All future shareholders shall be so licensed and authorized to render such services. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement

vesting in any person the authority to exercise the voting power of any or all of his shares.

ARTICLE X.

The business affairs, exercise of corporate powers and management of the corporation shall be reposed exclusively and continuously in the Board of Directors. The number of Directors, term and selection shall be governed by the by-laws of the corporation. The shareholders of the corporation recognize the separate and distinct entity of the corporation and if employed by the corporation, shall be subject to the management and control of the corporate directors and officers in the same manner as any other employees of the corporation. Shareholders who become employees of the corporation or perform services for the corporation agree to forego all claims for fees charged or collected for such services rendered as employees of the corporation.

ARTICLE XI.

This corporation is organized under the provisions of the Georgia Professional Corporation Act, which shall govern all relationships between the corporation, its employees and third persons whomsoever.

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


Robert Ussery


Thomas Rule

EXHIBIT "A"

I, Robert Ussery, hereby agree to be appointed
as Registered Agent for service for Ussery/Rule Architects,
P.C.

Robert Ussery
Robert Ussery

Sworn to and subscribed
before me this the 12th
day of November, 1981.

Shirley O. Green
Notary Public
Glynn County, Georgia

My commission expires: My Commission Expires August 1, 1983

(Seal of Notary Public)

INCORPORATED UNDER

THE LAWS OF GEORGIA

NUMBER

0

SHARES



Hssery/Rule Architects, P.C.

Authorized Capital Stock 1,000 Shares

SPECIMEN COPY
FOR YOUR RECORDS

~~This Certifies that~~

~~registered holder of~~

Hssery/Rule Architects, P.C.

FULLY PAID AND
NON-ASSESSABLE

~~is the~~
~~Shares~~

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
TEN ENT — as tenants by the entireties
JT TEN — as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT—.....Custodian.....
(Cust) (Minor)
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.

bank resolution

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

Attorney to transfer the said shares on the books of the within-named Corpora-

Dated, _____

In presence of _____


 UNION
 REGISTER
 TRANSFER
 PERSON
 IN WITH
 BY ITS

RATIFICATION OF ORGANIZATION MEETING
OF
USSERY/RULE ARCHITECTS, P. C.

We, the undersigned stockholders, having read the minutes of the organization meeting of the corporation held on December 4, 1981 do hereby ratify, approve and confirm the actions taken and business transacted at said meeting as reported in the minutes of the meeting.

Dated: December 4, 1981



stockholder



stockholder

stockholder

stockholder

CONSENT TO ACTION TAKEN IN LIEU OF ORGANIZATION MEETING
of

USSERY/RULE ARCHITECTS, P. C.

The undersigned being the incorporator(s) of the corporation hereby consent to and ratify the action taken to organize the corporation as hereafter stated:

The Certificate of Incorporation filed on November 16, 19 81 with the Secretary of State of this state was approved and inserted in the record book of the corporation.

The persons whose names appear below were appointed directors of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

Robert Ussery
Tom Rule

The persons whose names appear below were appointed officers of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

President:	Tom Rule
Vice-President:	Robert Ussery
Secretary:	
Treasurer:	Robert Ussery

By-laws, regulating the conduct of the business and affairs of the corporation as prepared by

counsel for the corporation were adopted and inserted in the record book.


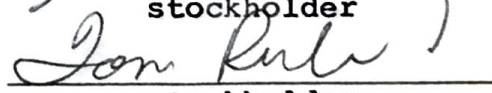
The seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate stock certificate.

The directors were authorized to issue the unsubscribed capital stock of the corporation at such times and in such amounts as it shall determine, and to accept in payment thereof cash, labor done, personal property, real property or leases thereof, or such other property as the board may deem necessary for the business of the corporation.

The treasurer was authorized to open a bank account with located at The Coastal Bank of Georgia and a resolution for that purpose on the printed form of said bank was adopted and inserted in the record book.

The president was authorized to designate the principal office of the corporation in this state as the office for service of process on the corporation, and to designate such further agents for service of process within or without this state as is in the best interests of the corporation. The president was further authorized to execute any and all certificates or documents to implement the above.

Dated December 4, 1981


stockholder

stockholder

stockholder

A true copy of each of the following papers referred to in the foregoing consent is appended hereto.

Certificate of Incorporation
Specimen stock certificates
Resolution designating depository of funds
By-Laws

BY-LAWS
OF
USSERY/RULE ARCHITECTS, P. C.

ARTICLE I - OFFICES

The principal office of the corporation in the State of Georgia shall be located in the City of St. Simons Isl. County of Glynn. The corporation may have such other offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require.

ARTICLE II - STOCKHOLDERS

1. ANNUAL MEETING.

The annual meeting of the stockholders shall be held on the 1st day of February in each year, beginning with the year 1982 at the hour 2:00 o'clock P. M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the next succeeding business day.

2. SPECIAL MEETINGS.

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the directors, and shall be called by the president at the request of the holders of not less than per cent of all the outstanding shares of the corporation entitled to vote at the meeting.

3. PLACE OF MEETING.

The directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate

any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

4. NOTICE OF MEETING.

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than _____ nor more than _____ days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.

For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, _____ days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such books shall be closed for at least _____ days immediately preceding such meeting. In lieu of closing the stock transfer books, the directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than _____ days and, in case of a meeting of stockholders, not less than _____ days prior to the date on which the particular action requiring such determination of stockholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders

has been made as provided in this section, such determination shall apply to any adjournment thereof.

6. VOTING LISTS.

The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the stockholders entitled to examine such list or transfer books or to vote at the meeting of stockholders.

7. QUORUM.

At any meeting of stockholders a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than said number of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

8. PROXIES.

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

9. VOTING.

Each stockholder entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these by-laws shall be entitled to one vote, in person or by

proxy, for each share of stock entitled to vote held by such stockholders. Upon the demand of any stockholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this State.

10. ORDER OF BUSINESS.

The order of business at all meetings of the stockholders, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

11. INFORMAL ACTION BY STOCKHOLDERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS.

The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of this State.

2. NUMBER, TENURE AND QUALIFICATIONS.

The number of directors of the corporation shall be two. Each director shall hold office until the next annual meeting of stockholders and until his successor shall have been elected and qualified.

3. REGULAR MEETINGS.

A regular meeting of the directors, shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of stockholders. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

4. SPECIAL MEETINGS.

Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

5. NOTICE.

Notice of any special meeting shall be given at least days previously thereto by written notice delivered personally, or by telegram or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. QUORUM.

At any meeting of the directors two shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. MANNER OF ACTING.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the stockholders. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the stockholders or by action of the board. Directors may be removed without cause only by vote of the stockholders.

10. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. COMPENSATION.

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

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.