

8823006 DOWN PANO ASSOCIATES, INC.

12/07/88

# Secretary of State

## Business Services and Regulation

Suite 306, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334

CHARTER NUMBER : 3823006 DP  
COUNTY : FULTON  
DATE INCORPORATED : DECEMBER 7, 1988  
EXAMINER : FRISH MCALISTER  
TELEPHONE : 404-656-2784

### REQUESTED BY:

GLASS, MCCULLOUGH ET AL  
CYNTHIA BLACK  
1409 PEACHTREE ST., NE  
ATLANTA, GEORGIA 30309

### CERTIFICATE OF INCORPORATION

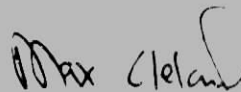
I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that

"TOWN PARC ASSOCIATES, INC."

has been duly incorporated under the laws of the State of Georgia on the date set forth above, 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.

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

DATE: DECEMBER 7, 1988



MAX CLELAND  
SECRETARY OF STATE



H. WAYNE HOWELL  
DEPUTY SECRETARY OF STATE



SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222

88 062 338 0000

ARTICLES OF INCORPORATION  
OF  
TOWN PARC ASSOCIATES, INC.

I.

The name of the corporation is:

TOWN PARC ASSOCIATES, INC.

II.

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

III.

The corporation shall have perpetual duration.

IV.

The corporation is a corporation for profit and is organized for the purposes of conducting a business of real estate construction and development and to engage in any lawful business activities related thereto and to engage in all other lawful acts and activities for which corporations may be organized under the Georgia Business Corporation Code.

IN FURTHERANCE OF AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a corporation organized under the Georgia Business Corporation Code may now or hereafter lawfully do, the corporation shall have power to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything

necessary, suitable, convenient or proper for, or in connection with or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Business Corporation Code or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article IV shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided in this Article IV, be in no way limited or restricted by reference to, or inference from the terms of any provision of this or any other Article of these Articles of Incorporation.

V.

The corporation shall have authority to issue up to 100,000 shares of \$1.00 par value common stock.

VI.

The corporation shall be entitled to purchase its own shares to the extent of unreserved and unrestricted earned and capital surplus available therefor.

VII.

The corporation shall be entitled to distribute a portion of its assets to its shareholders to the extent of capital surplus available therefor.

VIII.

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.

IX.

The preemptive right of any shareholder to acquire authorized and unissued shares of the corporation is denied.

X.

Pursuant to Section 14-2-112(d) of the Georgia Business Corporation Code, any action of the shareholders may be taken by the written consent of persons who would be entitled to vote at a meeting and whose shares have the voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted.

XI.

To the fullest extent permitted under the Georgia Business Corporation Code, as amended, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a

director; provided that this Article XI shall not eliminate or limit the liability of a director:

(i) For any appropriation, in violation of his duties, of any business opportunity of the corporation;

(ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(iii) For the types of liability set forth in Section 14-2-154 of the Georgia Business Corporation Code; or

(iv) For any transaction from which the director derived an improper personal benefit.

XII.

The initial registered office of the corporation shall be at 1409 Peachtree Street, N.E., Atlanta, Georgia 30309. The initial registered agent of the corporation at such address shall be Kenneth R. McCullough.

XIII.

The initial Board of Directors shall consist of two members, who shall be and whose addresses are:

NAME	ADDRESS
Lee N. Terry	728 West Peachtree Street Atlanta, Georgia 30308
Larry D. Wolfe	728 West Peachtree Street Atlanta, Georgia 30308

XIV.

The incorporator is:

NAME	ADDRESS
Kenneth R. McCullough	1409 Peachtree Street, N.E. Atlanta, Georgia 30309

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation.

K. C. Mize  
Incorporator

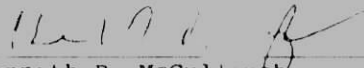
SECRETARY OF STATE  
M. J. [unclear]

Consent to Appointment as Registered Agent

To: Max Cleland  
Secretary of State  
Commissioner  
State of Georgia

I, Kenneth R. McCullough, consent to serve as registered  
agent for the corporation Town Parc Associates, Inc.

This 7th day of December, 1988.

  
Kenneth R. McCullough  
1409 Peachtree Street, N.E.  
Atlanta, Georgia 30309

0195c

88 062

338 0006

LAW OFFICES

GLASS McCULLOUGH SHERRILL & HARROLD

409 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30309

TELEPHONE 404.885.1500  
TELEX 543231  
TELECOPIER 692.7801

December 7, 1988

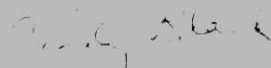
Secretary of State  
Suite 315, West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334

Re: Town Parc Associates, Inc.

Dear Sir or Madam:

Enclosed please find incorporation documents for the above-referenced proposed corporation. The company will be involved in a closing in the next day or so and we therefore request expedited processing of this corporation. The expedited fee of \$50.00 is enclosed in the filing fee check. Thank you.

Sincerely,

  
Cynthia M. Black  
Legal Assistant

/cmb

Enclosures

88 062 338 0007



**BUSINESS SERVICES AND REGULATION  
ARTICLES OF INCORPORATION DATA ENTRY FORM  
FOR GEORGIA CORPORATIONS**

**MAX CLELAND**  
Secretary of State

**H. WAYNE HOWELL**  
Deputy Secretary of State

I	Filing Date	Code	Docket No	28342919 H 201104
	Assigned Exam		Amt \$	By
	Charter Number	2823006	Completed	AM

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM

II Corporate Name \_\_\_\_\_  
Mailing Address \_\_\_\_\_  
City \_\_\_\_\_ County \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

III Fees Submitted By \_\_\_\_\_  
Secretary of State \$ \_\_\_\_\_ Check No \_\_\_\_\_  
Clerk of Court \$ \_\_\_\_\_ Check No \_\_\_\_\_ County \_\_\_\_\_  
Publisher \$ \_\_\_\_\_ Check No \_\_\_\_\_ Name \_\_\_\_\_

IV Incorporator \_\_\_\_\_  
Address \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Registered Agent Office \_\_\_\_\_  
Address \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

VII Applicant Attorney \_\_\_\_\_ Telephone \_\_\_\_\_  
Address \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

ARTICLES OF INCORPORATION FILING CHECK OFF LIST	Applicant	Examiner
1. Original and two conformed copies of Articles of Incorporation	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2. Corporate name certificate enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. Publisher's and Clerk's checks enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. Consent form enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. Corporate duration and statutory authority stated	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. Number shares, par value, minimum capital stated	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7. Number of directors and their names and addresses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed \_\_\_\_\_ Date December 7, 1982