

STANLEY 3 ~~STANLEY~~ STANLEY

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9223584
EFFECTIVE DATE: 11/25/1992
COUNTY : THOMAS
REFERENCE : 76
PRINT DATE : /07/1992
FORM NUMBER : 1

THOMAS H. VANN, JR.
P. O. BOX 1479
THOMASVILLE GA 31799

CERTIFICATE OF INCORPORATION

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

SIMMONS & SIMMONS P.C.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

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



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

SIMMONS & SIMMONS P.C.
ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation is: SIMMONS & SIMMONS P.C.

ARTICLE II

The Corporation elects to be governed by the Georgia Professional Corporation Act.

ARTICLE III

The object of the Corporation is pecuniary gain and profit and the purpose for which the Corporation is formed is to engage in the professional practice of certified public accountancy, and for such other businesses as the Board of Directors may from time to time specify by resolution and is not prohibited under the laws of Georgia or any other state in which the Corporation does business.

ARTICLE IV

The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of capital stock, all of which shall be designated "common stock." The shares of common stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

ARTICLE V

The shares of the Corporation shall only be issued to, held by, or transferred to a person who is licensed in Georgia to practice certified public accountancy, and who is actively engaged in the practice, except as otherwise permitted under the Georgia Professional Corporation Act. Each share certificate shall state this restriction and shall state that shares in the name of a person retired or disqualified from the practice of certified public accountancy, or in the name of the personal representative of a deceased person are void, except to the extent such shares are held for the periods provided by Section 14-7-5 of the Georgia Professional Corporation Act.

ARTICLE VI

At least one member of the Board of Directors and the President of the Corporation shall be licensed in Georgia to practice the profession of certified public accountancy.

ARTICLE VII

All decisions made by directors relating to the professional considerations concerning the practice of certified public accountancy shall be made only by those directors who are licensed to practice the profession in Georgia and such decisions made by such members shall be the act of the Board of Directors.

ARTICLE VIII

The names and addresses of the individuals who are to serve as the initial members of the Board of Directors of the Corporation are as follows:

Edwin A. Simmons
2107 Old Monticello Road
Thomasville, GA 31792

Darrell J. Mills
612 Patterson Still Road
Thomasville, GA 31792

ARTICLE IX

The initial registered office of the Corporation shall be at 220 East Jackson Street, Thomasville, Georgia 31792. The initial registered agent of the Corporation at such address shall be Edwin A. Simmons.

ARTICLE X

The name and address of the incorporator is Edwin A. Simmons, 220 East Jackson Street, Thomasville, GA 31799.

ARTICLE XI

The mailing address of the initial principal office of the Corporation is Post Office Box 1098, Thomasville, Georgia 31799.

ARTICLE XII

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-831 of the Georgia Business Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation, this 23 day of November, 1992.



Incorporator

Georgia License #2708

RECEIVED OF STATE
NOV 23 9 57 AM '92

TO: The Honorable Max Cleland
Secretary of State of Georgia

I, Edwin A. Simmons, do hereby consent to serve as registered
agent for SIMMONS & SIMMONS P.C.

This 23 day of November, 1992.


Edwin A. Simmons

Address of Registered Agent:

220 East Jackson Street
Post Office Box 1098
Thomasville, GA 31799

LAW OFFICES
ALEXANDER & VANN
218 EAST JACKSON STREET
POST OFFICE BOX 1479
THOMASVILLE, GEORGIA 31799
(912) 226-2565
TELECOPIER (912) 228-0444

November 23, 1992

The Honorable Max Cleland
Secretary of State of Georgia
BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, GA 30334-1530

Re: Filing of Articles of Incorporation
of Simmons & Simmons P.C.

Dear Sir:

To effect the incorporation of Simmons & Simmons P.C.,
we deliver to you herewith the following documents:

1. An original and one conformed copy of the
Articles of Incorporation of the Corporation;
2. A Consent to Appointment by the Registered Agent;
3. Our firm's check in the amount of \$60.00 payable to
the Secretary of State for the filing fee;
4. A completed and signed Transmittal Form 227
provided by your office.

Please file the Articles of Incorporation, issue a
Certificate of Incorporation, take other actions as required by
law to effect the incorporation, and return to us a conformed
copy of the Articles of Incorporation with the Certificate of
Incorporation attached.

92 053

143 0005

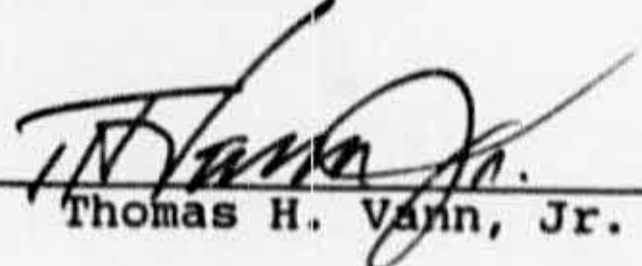
The Honorable Max Cleland
November 23, 1992
Page -2-

Please notify the undersigned if there are any questions about these documents or if any additional information is required.

Sincerely yours,

ALEXANDER & VANN

By:


Thomas H. Vann, Jr.

THV/JR:mjw
Enclosures



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>923300213</u>	PENDING CONTROL #	<u>9023142</u>	CONTROL #	<u>9223584</u>
Docket Code	<u>311</u>	Corporation Type	<u>PC</u>		
Date Filed	<u>11/25/92</u>	Amount Received \$	<u>60.00</u>	Check/Receipt #	<u>80131</u>
Jurisdiction (County) Code	<u>Thomas</u>		<u>136</u>		
Examiner	<u>76</u>			Date Completed	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. <u>923170758</u>	
Corporate Name Reservation Number	
<u>SIMMONS & SIMMONS P.C.</u> ✓	
Corporate Name (exactly as appears on name reservation)	
2. <u>Thomas H. Vann, Jr.</u> ✓	<u>912-226-2565</u>
Applicant/Attorney	Telephone Number
<u>P. O. Box 1479</u>	
Address	
<u>Thomasville</u>	<u>GA</u>
City	State
	<u>31799</u>
	Zip Code
3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)	
1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)	
2. ORIGINAL ARTICLES OF INCORPORATION	
3. ONE COPY OF ARTICLES OF INCORPORATION	
I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.	
<u>[Signature]</u>	<u>November 23, 1992</u>
Authorized Signature	Date

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

DOCKET NUMBER : 052360901
CONTROL NUMBER: K223584
EFFECTIVE DATE: 08/23/2005
REFERENCE : 0083
PRINT DATE : 08/24/2005
FORM NUMBER : 611

ALEXANDER & VANN
411 GORDON AVENUE
THOMASVILLE, GA 31792

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

SIMMONS & SIMMONS P.C.
A PROFESSIONAL CORPORATION

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

SIMMONS, MILLS & SIMMONS, P.C.

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.



Cathy Cox

Cathy Cox
Secretary of State

052360901

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
SIMMONS & SIMMONS, P.C.

ONE

The name of the Corporation is: "SIMMONS & SIMMONS, P.C."

TWO

Article I of the Articles of Incorporation is amended to read as follows:

"ARTICLE I

The name of the Corporation is: SIMMONS, MILLS & SIMMONS, P.C."

THREE

All other provisions of the Articles of Incorporation shall remain in full force and effect.

FOUR

This Amendment has been duly approved by the directors in accordance with O.C.G.A. §14-2-1002.

IN WITNESS WHEREOF, the duly authorized undersigned officers have executed this Amendment to Articles of Incorporation under seal, this 23 day of August, 2005.

05 AUG 24 AM 11:19
RECEIVED
SECRETARY OF STATE
SOUTH GA OFFICE

SIMMONS & SIMMONS, P.C.

By: [Signature]
Edwin A. Simmons, President

Attest: [Signature]
Darrell J. Mills, Secretary

CERTIFICATE OF PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME
SIMMONS & SIMMONS, P.C.
TO
SIMMONS, MILLS & SIMMONS, P.C.

This certificate is to verify that a request for publication of a Notice of Change of Corporate Name was delivered by hand to the publisher of the official organ of Thomas County, Georgia, where the registered office of the corporation is located, prior to the filing of said Notice with the Secretary of State of Georgia. The notice shall be published once a week for two consecutive weeks commencing within ten days after receipt of Notice by newspaper. This Certificate is filed pursuant to O.C.G.A. § 14-2-1006.1 and § 14-3-1005.1.

Date: August 23, 2005.

ALEXANDER & VANN, LLP

By: Thomas H. Vann, Jr.
Thomas H. Vann, Jr.
Attorney for Corporation

f:\tommy\simmons, mills & simmons, p.c\certification of publication.doc

RECEIVED
05 AUG 24 AM 11:19
SECRETARY OF STATE
SOUTH GA OFFICE

LAW OFFICES
ALEXANDER & VANN, LLP
411 GORDON AVENUE
THOMASVILLE, GEORGIA 31792
TEL: (229) 226-2565 • FAX: (229) 228-4962
thvann@alexandervann.com

August 23, 2005

The Honorable Cathy Cox
Secretary of State of Georgia
Tifton Corporations Division
238 E. 2nd Street
Tifton, GA 31794

Re: Simmons & Simmons, P.C.

To Whom It May Concern:

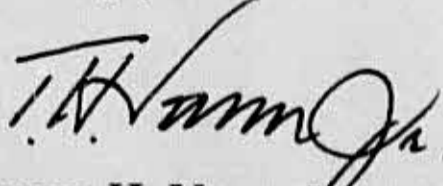
To effectuate the name change of the above-referenced corporation, we deliver to you herewith the following documents:

1. An original and one conformed copy of the Amended Articles of Incorporation changing the name of "Simmons & Simmons, P.C." to "Simmons, Mills & Simmons, P.C.";
2. Certificate of Verification of Publication;
3. Our firm's check in the amount of \$20.00 payable to the Secretary of State to cover filing fee; and
4. Return envelope.

Please file the Articles of Amendment and return to me a marked copy and Certificate of Amendment.

If you have any questions about these documents or need any additional information, please let me know.

Sincerely yours,


Thomas H. Vann, Jr.

THVjr/jc
Enclosures