

9212794 HEFNER MATTINGLY, INC.

06/24/92

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

CONTROL NUMBER: 9212794
EFFECTIVE DATE: 06/24/1992
COUNTY : FULTON
REFERENCE : 0072
PRINT DATE : 06/29/1992
FORM NUMBER : 311

T. KENNERLY CARROLL
1409 PEACHTREE STREET
ATLANTA GA 30309

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

HEFNER/MATTINGLY, INC.

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

**ARTICLES OF INCORPORATION
OF
HEFNER/MATTINGLY INC.**

I.

The name of the Corporation is: **HEFNER/MATTINGLY INC.**

II.

The initial registered office of the Corporation shall be at 1409 Peachtree Street, Atlanta, Fulton County, Georgia 30309. The initial registered agent of the Corporation at such address shall be T. Kennerly Carroll.

III.

The mailing address of the initial principal office of the Corporation is 588 Trabert Avenue, Atlanta, Georgia 30309.

IV.

The Corporation shall have authority to issue up to 500,000 shares of stock. The stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

V.

The liability of a director of the Corporation to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director shall be limited to the fullest extent permitted under the Georgia Business Corporation Code, as amended ("Code"); including, but not

limited to, the provisions of Section 14-2-202(b)(4) of the Code, as amended.

VI.

In discharging their duties and in determining what is believed to be in the best interests of the Corporation, the directors of the Corporation may consider all factors that such directors consider pertinent to the fullest extent permitted under the Code; including, but not limited to, the provisions of Section 14-2-202(b)(5) of the Code, as amended.

VII.

The Corporation shall indemnify a director made a party to a proceeding, and shall advance or reimburse expenses incurred in a proceeding, including a proceeding brought by or in the right of the Corporation, to the fullest extent permitted under the Code; including, but not limited to, the provisions of Section 14-2-856 of the Code, as amended.

VIII.

Any action to be taken at a meeting of the shareholders of the corporation may be taken without a meeting if a written consent or consents, setting forth the action so taken, shall be signed by the persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take action at a meeting at which all shareholders entitled to vote were present and voted. Notice, as provided by the Code, shall

be given of the taking of any such corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent.

IX.

The name and address of the incorporator is:

NAME

T. Kennerly Carroll

ADDRESS

1409 Peachtree Street, N.E.
Atlanta, Georgia 30309

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

T. Kennerly Carroll
T. Kennerly Carroll, Incorporator

SECRETARY OF STATE
JUN 24 9 09 AM '92
BSR (3)

LAW OFFICES

GLASS, McCULLOUGH, SHERRILL & HARROLD

1409 PEACHTREE STREET, N. E.

ATLANTA, GEORGIA 30309

TELEPHONE (404) 885-1500

TELEX: 543231

TELECOPIER: (404) 892-1801

404-885-6721
FAX NUMBER

June 22, 1992

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

Re: Hefner/Mattingly Inc.

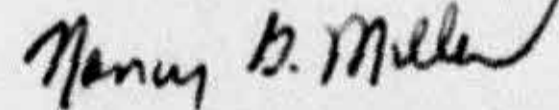
Dear Sir or Madam:

To effectuate the incorporation of the above-referenced corporation, we deliver to you the following:

- (1) Form 227 Secretary of State Transmittal Form;
- (2) One original and one conformed copy of the Articles of Incorporation of Hefner/Mattingly Inc.; and
- (3) A check payable to the Secretary of State for \$60.00 for the incorporation fee.

If everything is in order, please return the certified articles of incorporation to the undersigned. If you have any questions, please call 885-6721.

Sincerely,



Nancy Goodman Miller
Legal Assistant

Enclosures

cc: T. Kennerly Carroll, Esq.



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

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

J. F. GULLION
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>92110019</u>	PENDING CONTROL #	<u>PD13080</u>	CONTROL #	<u>9212794</u>
Docket Code	<u>311</u>	Corporation Type	<u>DB</u>		
Date Filed	<u>6-24-92</u>	Amount Received \$	<u>100.00</u>	Check/Receipt #	<u>13895</u>
Jurisdiction (County) Code	<u>6</u>				
Examiner	<u>TH</u>			Date Completed	

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

1.	<u>921740401</u>		
	Corporate Name Reservation Number		
	<u>Hefner/Mattingly Inc.</u>		
	Corporate Name (exactly as appears on name reservation)		
2.	<u>T. Kennerly Carroll</u>	<u>404-885-6713</u>	
	Applicant/Attorney	Telephone Number	
	<u>1409 Peachtree Street</u>		
	Address		
	<u>Atlanta</u>	<u>Georgia</u>	<u>30309</u>
	City	State	Zip Code
3.	<p>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.)</p> <ol style="list-style-type: none"> 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 <p>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.</p>		
	<u>Murray B. Miller</u>	<u>Legal Assistant</u>	
	Authorized Signature		
		<u>6/23/92</u>	
		Date	