

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

CONTROL NUMBER: 9306553
EFFECTIVE DATE: 03/18/1993
COUNTY : GWINNETT
REFERENCE : 0044
PRINT DATE : 03/22/1993
FORM NUMBER : 311

ANDERSEN, DAVIDSON & TATE, P.C.
ATTN: LARRY C. OLDHAM
P.O. BOX 265
LAWRENCEVILLE GA 30246-0265

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

CHESED, 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

CHESED, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation (the "Corporation") is:

CHESED, INC.

ARTICLE II

NONPROFIT STATUS

This Corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

ARTICLE III

DURATION

The Corporation shall have perpetual duration.

ARTICLE IV

PURPOSE OF THE CORPORATION

The objects and purposes of the Corporation are to acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, now or hereafter amended (the "Code").

ARTICLE V

MANAGEMENT OF THE CORPORATION

The affairs of the Corporation shall be managed by a Board of Directors. The method of election of Directors shall be as determined by the Bylaws of the Corporation.

ARTICLE VI

PROHIBITED ACTIVITIES

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any Director or other private individual except for the payment, in accordance with the Bylaws of the Corporation, of reasonable compensation for services rendered to the Corporation (other than solely as a Director) in effecting any of the purposes of the Corporation. The Corporation shall never be authorized to engage in regular business of any kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized. The Corporation shall never engage in propaganda, attempt to influence legislation or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at 324 W. Pike Street, Suite 200, Lawrenceville, Georgia 30245. The initial registered agent of the Corporation shall be Larry C. Oldham.

ARTICLE VIII

PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 268 West Pike Street, Suite 250, Lawrenceville, Georgia 30245.

ARTICLE IX

MEMBERSHIP

The Corporation shall have members. The number, qualifications for and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Larry C. Oldham
Andersen, Davidson & Tate, P.C.
324 W. Pike Street, Suite 200
Lawrenceville, Georgia 30245

ARTICLE XI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of this Corporation, all of the assets of the Corporation shall be distributed in such manner and to such organizations which are devoted exclusively to charitable, scientific, literary and educational purposes within the meaning of Code Section 501(c)(3), as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the Superior Court in the county in which the principal office of the Corporation is at that time located, exclusively for the aforesaid purposes of the Corporation or to such organization, organized and operated for said purposes, as said court may determine.

ARTICLE XII

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the Georgia Nonprofit Corporation Code.

ARTICLE XIII

MISCELLANEOUS

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent federal tax laws. The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent federal tax laws. The Corporation shall not make any investments in such manner as to

subject it to tax under Code Section 4944, or corresponding provisions of subsequent federal tax laws. The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any subsequent federal tax laws.

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

INCORPORATOR

Larry C. Oldham
LARRY C. OLDHAM

SECRETARY OF STATE
MAR 10 9 11 AM '93
RST

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

RESERVATION NUMBER: 930460366
EFFECTIVE DATE : 02/15/1993
EXPIRATION DATE : 05/16/1993
LICENSE NO. : N/A
CONSENT ON FILE : N/A
PRINT DATE : 02/18/1993
FORM NUMBER : 506

LARRY OLDHAM
ANDERSON, DAVIDSON, ET. AL.
P.O. BOX 265
LAWRENCEVILLE GA 30246

NAME RESERVATION CERTIFICATE

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 the records of the Secretary of State have been reviewed and the name

CHESED, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing corporation, limited partnership or professional association on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations or limited partnerships. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership or professional association.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

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LAW OFFICES
ANDERSEN, DAVIDSON & TATE, P. C.

P. O. BOX 265
324 WEST PIKE STREET, SUITE 200
LAWRENCEVILLE, GEORGIA 30246-0265
(404) 822-0900

THOMAS J. ANDERSEN
GERALD DAVIDSON, JR.
THOMAS T. TATE
JEFFREY R. MAHAFFEY
WILLIAM M. RAY, II
LARRY C. OLDHAM
KATHLEEN B. GUY

TELECOPIER (404) 822-9680

ETHEL D. ANDERSEN
OF COUNSEL

March 17, 1993

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

Re: Incorporation of Chesed, Inc.

Dear Sir or Madam:

Enclosed please find the following which pertain to the above-referenced Corporation:

- (1) A completed Form 227;
- (2) The original and one conformed copy of the Corporation's articles of incorporation;
- (3) A Name Reservation Certificate for the Corporation;
- (4) A check in the amount of \$60.00 payable to the Secretary of State of Georgia for the filing fee.

Please file-stamp the original and copy on the day you receive them and return the copy, along with the certificate of incorporation, in the enclosed, self-addressed, stamped envelope. Thank you for your cooperation.

Sincerely,



Larry C. Oldham

LCO/lo

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 # 930770538 PENDING CONTROL # P032501 CONTROL # 9306593
 Docket Code 311 Corporation Type DN
 Date Filed 3-18-93 Amount Received \$ 600 Check/Receipt # 11141
 Jurisdiction (County) Code 067
 Examiner HH Date Completed _____

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

1. 930460366
Corporate Name Reservation Number
CHESED, INC.
Corporate Name (exactly as appears on name reservation)

2. Larry C. Oldham
Applicant/Attorney Telephone Number
Andersen, Davidson & Tale, P.C., P.O. Box 265, 324 West Pike Street, Suite 200 (404) 822-0900
Address
Lawrenceville, Ga Georgia 30246-0265
City State 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.

Larry C. Oldham
Authorized Signature

3/17/93
Date