

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Templarius Development Associates, Inc.
a Domestic Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **09/23/2020** 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 **09/24/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF INCORPORATION

Electronically Filed
Secretary of State
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BUSINESS INFORMATION

CONTROL NUMBER 20177565
BUSINESS NAME Templarius Development Associates, Inc.
BUSINESS TYPE Domestic Profit Corporation
EFFECTIVE DATE 09/23/2020
SHARES 100000

PRINCIPAL OFFICE ADDRESS

ADDRESS 800 Goldenrod Way, Norcross, GA, 30093, USA

REGISTERED AGENT

NAME	ADDRESS	COUNTY
Stanley E. Foster	1882 Princeton Avenue, Suite 1, Atlanta, GA, 30337, USA	Fulton

INCORPORATOR(S)

NAME	TITLE	ADDRESS
Raymond Mayes	INCORPORATOR	800 Goldenrod Way, Norcross, GA, 30093, USA

OPTIONAL PROVISIONS

PURPOSE The corporation is organized as a corporation for profit to engage in acquisition, development, operation and resale of commercial and residential real estate projects and for any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Georgia, and any and all other activities desirable or necessary in the conduct and operation of the foregoing. **CAPITAL STOCK, AUTHORIZED SHARES** The corporation shall have authority to be exercised by the Board of Directors to issue not more than 100,000 shares of common stock with no par value; 75,000 of which shall be voting and 25,000 of which shall be non-voting. **PREEMPTIVE RIGHTS** Shareholders shall have no preemptive right to acquire unissued shares of the Corporation. **RIGHT TO PURCHASE AND REDEEM STOCK** The Corporation shall be entitled to purchase its own shares to the extent of unreserved and unrestricted earned and capital surplus available therefor. At such time as the Directors, by majority vote, shall determine, provided it would otherwise be lawful for the Corporation to do so, the shares of any Shareholder may be redeemed by the Corporation. **VOTING POWER** Under Section 14-2-704 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 equal to 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. Under Section 14-2-821 of the Georgia Business Corporation Code, any action to be taken at a board of directors meeting may be taken by written consent if the action is executed by that number of members of the Board which would be necessary to approve the matter at a meeting called for such purposes. **LIABILITY OF DIRECTORS** 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 X shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his or her 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 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director derived an improper personal benefit. **RESTRAINTS ON ALIENATION OF STOCK AND CONDITIONS OF OWNERSHIP** (a) The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition (whether by operation of law or otherwise) of any of the outstanding stock of the Corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock. (b) No shareholder may sell, assign, pledge, transfer, or otherwise dispose of (whether by operation of law or otherwise) his stock in this Corporation to another individual without having first complied with the regulatory and restrictive provisions referred to in subparagraph (a) and

set forth in the Bylaws of this Corporation, and such purchaser must be duly licensed to practice engineering in the State of Georgia and actively engaged in such practice unless disabled. (c) Shares held by a deceased or retired shareholder shall, within six (6) months after the date of death or retirement be either redeemed or cancelled by the Corporation or transferred to a person or persons authorized to hold the shares in accordance with subdivision (b) of this Article. Shares held by a shareholder who becomes legally disqualified from practicing as a certified public accountant shall be so redeemed, cancelled or transferred within ninety (90) days after the disqualification becomes final. Shares not redeemed or transferred within the required period of time shall be cancelled on the books of the Corporation at the termination of such period. PURCHASE PRICE OF SHARES The Bylaws of the Corporation shall fix a price for which the Corporation may purchase the stock of a deceased, disabled, retired, or disqualified shareholder or a shareholder whose employment by the corporation has been terminated. INITIAL BOARD OF DIRECTORS The initial Board of Directors of the corporation shall consist of three (3) members as follows: Raymond Mayes, Melinda Bragg, and Rafael Holloway.

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE Stanley E. Foster

AUTHORIZER TITLE Attorney In Fact