

9208078 SSWNN CORP.

04/15/92

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

8

CONTROL NUMBER: 9208078  
EFFECTIVE DATE: 04/16/1992  
COUNTY : FULTON  
REFERENCE : 0076  
PRINT DATE : 05/06/1992  
FORM NUMBER : 311

ROLLIN E. MALLERNEE  
400 COLONY SQUARE, STE. 1220  
1201 PEACHTREE STREET  
ATLANTA GA 30361

**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

**SSWN CORP.**

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

SSWNN CORP.

1.

The name of the Corporation shall be SSWNN Corp. (the "Corporation").

2.

The Corporation shall be organized for profit and for any lawful purpose and business not specifically prohibited to corporations under the applicable laws of the State of Georgia.

3.

The aggregate number of shares of common stock that the Corporation shall have authority to issue is 100,000 shares of stock with no par value.

4.

Pursuant and subject to the Georgia Business Corporation Code, any action required to be taken at a meeting of the shareholders of the Corporation or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if written consent, setting forth the action to be taken, is signed by those persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) 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.

5.

Pursuant and subject to the Georgia Business Corporation Code, the personal liability of a director to the Corporation or its shareholders for monetary damages for breach of the duty of care or other duty as a director is eliminated to the extent permitted by law; provided, however, that there shall not be eliminated 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 which involve intentional misconduct or knowing violation of law;
- (iii) for the types of liabilities set forth in Georgia Business Corporation Code Section 14-2-832; or
- (iv) for any transaction from which the director received an improper personal benefit.

6.

The initial registered office of the Corporation shall be

400 Colony Square, Suite 1220  
Atlanta, Georgia 30361

and the initial registered agent of the Corporation at such address shall be

Rollin E. Mallernee, II

2

02 019

420 0002

7.

The name and address of the incorporator of the Corporation is as follows:

Rollin E. Mallernee, II  
400 Colony Square, Suite 1220  
Atlanta, Georgia 30361

8.

The mailing address of the initial principal office of the Corporation is as follows:

C/o The Highland Tap Restaurant  
1026 North Highland Avenue  
Atlanta, GA 30306

IN WITNESS WHEREOF, the undersigned as the incorporator executes these Articles of Incorporation this 16<sup>th</sup> day of April, 1992.

  
\_\_\_\_\_  
Rollin E. Mallernee, II

400 Colony Square, Suite 1220  
Atlanta, Georgia 30361  
(404) 875-4000

SECRETARY OF STATE  
APR 16 11 07 PM '92  
BSR (1)

APR 21 7 35 AM '92  
SECRETARY OF STATE  
3

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

RESERVATION NUMBER: 920170274  
EFFECTIVE DATE : 01/17/1992  
EXPIRATION DATE : 04/16/1992  
LICENSE NO. : N/A  
CONSENT ON FILE : N/A  
PRINT DATE : 01/29/1992  
FORM NUMBER : 506

BETTY HILBERT-CATES & MALLERNEE  
400 COLONY SQUARE  
SUITE 2020  
ATLANTA GA 30361

**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

**SSWNN CORP.**

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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656-2817

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404-656-2222  
Outside Metor-Atlanta

**MALLERNEE & STURGEON**

ATTORNEYS AT LAW  
400 COLONY SQUARE, SUITE 1220  
1201 PEACHTREE STREET  
ATLANTA, GEORGIA 30361  
(404) 875-4000

ROLLIN E. MALLERNEE, II  
GREGORY W. STURGEON  
CHARLES L. WELTNER, JR.

FACSIMILE (404) 882-8560

April 21, 1992

Business Services and Regulation  
Att: M. Mateen  
Suite 315, West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, GA 30334-1530

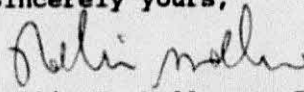
Re: Deficient Corporate Filing Notice for SSWNN Corp.

Dear Sir or Madame:

I have corrected form 227, and I am returning the Articles of Incorporation for SSWNN Corp. for filing.

Thank you for your kind attention to this matter.

Sincerely yours,

  
Rollin E. Mallernee II

Enclosures

REM:me

92 019

420 0085

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

J.F. GULLICH  
Director

DEFICIENT CORPORATE FILING NOTICE	
<i>Rollen E. Mallernee</i>  <i>700 Colony Sq. #1220</i> <i>1201 P. 4<sup>th</sup> St</i> <i>Atlanta, Ga 30361</i>	DATE RECEIVED: <i>4/16/92</i>
	EXAMINER : <i>U. Mateen</i>
	TELEPHONE : <i>(404) 656-0625</i>
	CHAPTER # : _____
CORRECTIONS TO BE MADE BY APPLICANT. IMPORTANT: RETURN THIS FORM WITH THE REQUESTED CORRECTION.	
Amount Paid: \$ <i>1</i>	Docket Number: <i>1</i>
RE: <i>SSWNN Corporation or Corp</i>	

- \_\_\_ Incorrect fee. Secretary of State \$ \_\_\_\_\_
- \_\_\_ Failure to sign \_\_\_\_\_
- \_\_\_ Failure to include \_\_\_\_\_
- \_\_\_ Corporate name does not satisfy requirements of Code Section 14-2-401.
- \_\_\_ Failure to include mailing address of the principal office. (This is required by O.C.G.A. 14-2-202).
- \_\_\_ Failure to attach Form A-100, as revised July 1, 1989. (This form includes the certification of request for publication required by O.C.G.A. 14-2-201.1).
- \_\_\_ Failure to submit articles of incorporation with Form A-100.
- \_\_\_ Failure to include number of shares corporation is authorized to issue.
- \_\_\_ Failure to include street address and county of corporation's initial registered office/the name of the initial registered agent at that office.
- \_\_\_ Failure to include name and address of each incorporator.
- \_\_\_ Failure to file certificate of existence from home state. This document must be certified by the home state within 90 days of filing in Georgia.
- \_\_\_ Corporation has not filed its annual registration for the years \_\_\_\_\_. Complete the enclosed annual registration form and return with a check for \$ \_\_\_\_\_ for accumulated fees.
- ✓ OTHER: *Corporate name is inconsistent on*  
*227 + article + name certificate*

IF THE DOCUMENTS ARE RECEIVED WITHIN 30 DAYS WITH THE ABOVE NOTED DEFICIENCY(IES) CORRECTED, THEY WILL BE FILED AS OF THE ORIGINAL DATE RECEIVED. FILINGS ARE DEEMED ABANDONED AFTER 60 DAYS. FEES ARE NOW REFUNDABLE.

92 019

420 0006



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 # 92/220311 PENDING CONTROL # POB0285 CONTROL # 9208078  
 Docket Code 311 Corporation Type DP  
 Date Filed 4/16/92 Amount Received \$ 60 Check/Receipt # 0001061  
 Jurisdiction (County) Code 60  
 Examiner 74 Date Completed \_\_\_\_\_

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

1. 92017024   
 Corporate Name Reservation Number  
SSWNN Corporation  
 Corporate Name (exactly as appears on name reservation)

2. Rollin E. Mallernee Telephone Number \_\_\_\_\_  
 Applicant/Attorney  
400 Colony Square, Suite 1220, 1201 Peachtree Street  
 Address  
Atlanta Georgia 30361  
 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.

[Signature] Date 4/16/92  
 Authorized Signature