

WOODRUFF & ASSOCIATES, INC. 8309547

DUPLICATE

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"WOODRUFF & ASSOCIATES, INC."

has been duly incorporated under the laws of the State of Georgia on the **27th** day of **July**, 19 **83**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **27th** day of **July** in the year of our Lord One Thousand Nine Hundred and Eighty **Three** and of the Independence of the United States of America the Two Hundred and **Eight**.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
WOODRUFF & ASSOCIATES, INC.

ARTICLE I

The name of the corporation is WOODRUFF & ASSOCIATES, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is organized in accordance with the applicable provisions of the Georgia Business Corporation Code and for the purpose of engaging in the travel and incentive travel business. In addition, but not limited to the general powers conferred by law and the principal business, as stated above, the corporation shall have the following powers: to lend money and extend credit, to buy, hold for investment, sell, lease, rent operate, manage, and otherwise deal with and in real and personal property, to enter into any lawful bond or contract of guaranty, suretyship or endorsement whether or not it has a direct interest or benefit therein and to make a purely accomodation bond, guaranty, endorsement or contract of suretyship and to secure the same by mortgage or pledge or otherwise, to compensate its officers or employees by bonuses or other forms of payment, to enter into partnerships, joint ventures and associations, to borrow money, issue bonds, promissory notes and other obligations and evidence of indebtedness and to secure same by mortgage, deed, pledge or otherwise to redeem, cancel or transfer shares of its stock, to establish pension, profit sharing, stock option or other welfare plans for the benefit of the officers and employees of the corporation, to establish offices to carry out

the purposes set forth herein in any state, county or municipality to the extent that such purposes, when performed by the corporation, are not forbidden by the law thereof, to have and exercise powers as shall enable it to do each and everything necessary, suitable, convenient, expedient, or proper for the accomplishment of the purposes set forth above.

ARTICLE IV

The corporation shall have the authority to issue not more than One Million (1,000,000) shares of common voting stock with a par value of Ten Cents (\$.10) per share.

ARTICLE V

The corporation shall not commence business until it shall have received not less than Five Hundred Dollars (\$500.00) in payment for the issuance of shares of stock.

ARTICLE VI

The initial registered office of the corporation shall be 1000 Oliver Street, P.O. Box 206, Decatur, DeKalb County, Georgia 30030. The initial registered agent for the corporation shall be J. Ed Segraves.

ARTICLE VII

The initial Board of Directors shall consist of one person, who shall be as follows:


Carl Woodruff
4045 Arden Way
Atlanta, GA 30342

ARTICLE VIII

The name and address of the incorporator is J. Ed Segraves, 1000 Oliver Street, P.O. Box 206, Decatur, GA 30031.

IN WITNESS WHEREOF, the undersigned executes these
Articles of Incorporation on behalf of and for the Incorporator
hereinabove named.

ZACHARY & SEGRAVES, P.A.

BY: 

J. ED SEGRAVES

1000 Oliver Street
P.O. Box 206
Decatur, GA 30031
(404) 373-1685

CONSENT TO APPOINTMENT AS REGISTERED AGENT

IO. David B. Payless
Secretary of State
Ex Officio Corporation
Commissioner
State of Georgia

I (We) **J. ED SEGRAVES**
(Type or print name of person(s) or corporation)

do hereby consent to serve as registered agent for the corporation

WOODRUFF & ASSOCIATES, INC.
(Type or print name of corporation)

This 25 day of **July**, 19 **83**

J. ED SEGRAVES

Address of registered agent(s)
(Type or print address)
1000 Oliver Street
P.O. Box 206
Decatur, GA 30031

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"WOODRUFF & ASSOCIATES, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 8th day of July, in the year of our Lord One Thousand Nine Hundred and Eighty Three and of the Independence of the United States of America the Two Hundred and Eight.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

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

DOCUMENT NUMBER	05100001
DATE INCORPORATED	03/27/1989
DATE REISSUED	07/01/1989
EFFECTIVE DATE	04/19/1989
REFERENCE	1047
PRINT DATE	04/19/1989
FORM NUMBER	100

WOODRUFF & ASSOCIATES, INC.
CARL WOODRUFF
4815 OLDE TOWNE PARKWAY, STE. 111
MARIETTA, GA 30066

CERTIFICATE OF REINSTATEMENT

I, Cathy O'ne, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**WOODRUFF & ASSOCIATES, INC.
A DOMESTIC PROFIT CORPORATION**

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Article 26 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution, and the corporation may resume its business as of the administrative dissolution had never occurred.

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

RECORDED

INDEXED



Cathy O'ne

Cathy O'ne
Secretary of State



Cathy Cox
Secretary of State

CORPORATIONS DIVISION

Suite 115 West Tower
2 Martin Luther King Jr Dr
Atlanta, Georgia 30334-1530
(404)656-2817

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WOODRUFF & ASSOCIATES, INC.
CARL WOODRUFF
4075 OLIVE TOWNE LANE, SUITE 200
MARIETTA, GA 30066

Reservation Number : 011011242
Control Number : J309547
Date Dissolved : 05/01/1989
Telephone Number : (404)656-2817
Amount Due : \$330.00
Print Date : 04/11/2001
Form Number : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

WOODRUFF & ASSOCIATES, INC.

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is:

WOODRUFF & ASSOCIATES, INC.

This application must be accompanied by the annual registration and the amount due above which is the sum of the filing fee, and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.

Carl Woodruff, President

17 Apr 01

Signature & Title

Date

APR 19 8 28 AM '01
SECRETARY OF STATE