WILLCAN, INC. 86-07103

MAY 02, 1986 GORDON DP

MADDOX J C

DUPLICATE DUPLICATE

State of Georgia

STATE OF GEORGIA 1776

OFFICE OF SECRETARY OF STATE

910
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I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"WILLCAN, INC."

has been duly incorporated under the laws of the State of Georgia on the 2nd day of May, 19 86, 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 2nd day of May in the year of our Lord One Thousand Nine Hundred and Eighty Six and of the Independence of the United States of America the Two Hundred and Ten.

Max Cleland

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

ARTICLES OF INCORPORATION
OF
WILLCAN, INC.

I.

The name of the corporation is WILLCAN, INC.

II.

The corporation shall have perpetual duration.

III.

The corporation is created under the terms and provisions of the Georgia Business Corporation Code.

IV.

The corporation is organized for the purpose of engaging in any and all lawful business for which business corporations for profit may be organized under the laws of the State of Georgia.

V.

The corporation shall be authorized to issue its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended, pursuant to such prior plans as it may from time to time adopt, and the Board of Directors of the corporation shall be authorized to adopt the initial plan for the issuance of such common stock at its first organizational meeting.

VI.

The maximum number of shares of capital stock that the corporation shall be authorized to have outstanding at any time shall be 100,000 shares of common stock of the par value of $1.00

per share and the corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than $500.00, for the issuance of its shares of common stock.

VII.

None of the holders of shares of common stock of the corporation shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of capital stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

VIII.

The Board of Directors of the corporation may authorize the issuance of bonds, debentures and other evidences of indebtedness of the corporation and may fix all the terms thereof, including, without limitation, the convertibility thereof into shares of stock of the corporation of any class, or any series of the same class.

IX.

The initial registered office of the corporation shall be 712 North Wall Street, Calhoun, Georgia 30701, and the initial registered agent of the corporation at said address shall be Anthony Cantrell.

X.

The initial board of directors will consist of two members who shall be: Anthony Cantrell, 712 North Wall Street, Calhoun, Georgia 30701, and Marshall Williams, Route 2, Box 2330A, Stowers Road, Dawsonville, Georgia 30534.

XI.

The name and address of the incorporator is J.C. Maddox, 204 North Wall Street, Calhoun, Georgia 30701.

XII.

The corporation shall have the power, acting through its Board of Directors, to make distributions to its shareholders out of its capital surplus and to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this 30th day of April, 1986.

CHANCE & MADDOX

By: J.C. Maddox

P.O. Box 577
Calhoun, GA. 30701
(404)629-4407

CONSENT TO APPOINT AS REGISTERED AGENT

TO: Hon. Max Cleland
Secretary of State
Corporations Department
Suite 306 West Tower
#2 M.L.K., Jr., Dr., S.E.
Atlanta, GA. 30334

I (We) Anthony Cantrell
Type or print name of person(s)

do hereby consent to serve as registered agent for the Corporation

Willcan, Inc.
Type or print name of corporation

This 30th day of April, 19 86.

Anthony Cantrell

Address of registered agent(s)
(Type or print address)

712 North Wall Street

Calhoun, GA. 30701

State of Georgia

STATE OF GEORGIA

1776

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

"WILLCAN, 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 29th day of April, in the year of our Lord One Thousand Nine Hundred and Eighty Six and of the Independence of the United States of America the Two Hundred and Ten.

18155

Max Cleland

SECRETARY OF STATE
COMMISSIONER OF CORPORATIONS

LAW OFFICES
CHANCE AND MADDOX
LAWYERS BUILDING
CALHOUN, GEORGIA 30701

RONALD F. CHANCE
J. C. MADDOX
DAVID K. SMITH

TELEPHONE
404 629-4407
P. O. BOX 577

April 30, 1986

Hon. Max Cleland
Secretary of State
Corporations Division
Suite 306 West Tower
#2 M.L.K., Jr.Dr., S.E.
Atlanta, GA. 30334

Re: Willcan, Inc.

Dear Mr. Cleland:

Regarding the above referred, enclosed please find the following:

1. Original and 2 conformed copies of Articles of Incorporation & Name Certificate thereon.
2. Check Payable to you for $20.00 filing fee.
3. Check payable to Clerk Gordon Superior Court for $18.00 filing fee.
4. Letter to Mr. Paul Miles for advertisement.
5. Check payable to Northwest Georgia Media, Inc. for payment of advertising.
6. Check payable to you for $10.00 name reservation.

I trust you will find these documents in order.

Very truly yours,

CHANCE & MADDOX

BY: ______________
J.C. Maddox

JCM:mf

Enclosures

88272032 1/20

CERTIFICATE

THIS DOCUMENT RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF STATE.

BY : V. Robbins

DATE: Sept. 27, 1988

FIRST RESTATED ARTICLES OF INCORPORATION

OF

WILLCAN, INC.

The Board of Directors and Shareholders of Willcan, Inc. (the "Corporation"), have authorized and adopted these First Restated Articles of Incorporation, which amend and restate the Corporation's original Articles of Incorporation. These First Restated Articles of Incorporation were authorized and adopted by (i) the affirmative vote of the Board of Directors by unanimous written consent taken in lieu of a formal special meeting dated 9/23/88; and (ii) the affirmative vote of the Shareholders by unanimous consent taken in lieu of a formal special meeting dated 9/23/88. These First Restated Articles of Incorporation supersede the Corporation's original Articles of Incorporation. As amended and restated, the Corporation's Articles of Incorporation shall be and read as follows:

I.

The name of the Corporation is: WILLCAN, INC.

II.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code, as amended.

III.

The Corporation shall have perpetual duration.

IV.

The Corporation is organized for the purpose of engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Georgia, and the Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Georgia Business Corporation Code or under any act amendatory thereof, supplemental thereto or substituted therefor.

V.

The total number of shares of capital stock which the Corporation has authority to issue is 110,000, consisting of 100,000 shares of Common Stock, par value \$1.00 per share (the "Common Stock") and 10,000 shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock"). The following is a statement of the designations and preferences, limitations and relative rights in respect of each class of stock of the Corporation:

A. PREFERRED STOCK

1. Voting Rights. Except as provided in the Georgia Business Corporation Code and in Section 3 of this Article V below, the holders of the Preferred Stock shall have no vote on any matters to be voted on by the shareholders of the Corporation.

2. Dividends. The holders of record of the Preferred Stock shall be entitled to receive at the end of each fiscal year of the Corporation, but only when and as declared by the Board of Directors of the Corporation out of funds legally available therefor, cash dividends at the rate of nine dollars ($9.00) per share for each fiscal year of the Corporation, without interest, in preference to and in priority over dividends upon the Common Stock, or any other distribution which may be declared or made upon such Common Stock. If any dividends payable on the Preferred Stock with respect to any fiscal year of the Corporation are not paid for any reason, the right of the holders of the Preferred Stock to receive payment of such dividend shall not lapse or terminate, but said unpaid dividend or dividends shall accumulate and shall be paid

without interest to the holders of the Preferred Stock, when and as authorized by the Board of Directors of the Corporation, in preference to and in priority over dividends upon the Common Stock, or any other distribution which may be declared or made upon such Common Stock. If the issuance of any of the Preferred Stock occurs on a day other than the first (1st) day of the Corporation's fiscal year, the Corporation shall pay with respect to such fiscal year a prorated amount of the annual dividend on such issued Preferred Stock for the period of time from the date of issuance of such Preferred Stock until the end of the fiscal year.

3. Mandatory Redemption. To the extent permitted by law, beginning on October 1, 1993, and on the first (1st) day of October of each year thereafter (each a "Redemption Date"), the Corporation shall redeem on each Redemption Date 1,318 shares of Preferred Stock or, if less, the number of shares of Preferred Stock then outstanding. The redemption price for each share of Preferred Stock redeemed pursuant to this Section 3 shall be $100.00 per share of Preferred Stock plus all accrued and unpaid dividends on such shares, whether or not earned or declared, up to and including the Redemption Date (such price hereinafter referred to as the "Redemption Price"). The Redemption Price set forth in this Section

3 shall be subject to equitable adjustment whenever there shall occur a stock split, combination, reclassification or other similar event involving the Preferred Stock. In the event the Corporation fails to redeem shares of Preferred Stock as provided in this Section 3 (such failure to redeem hereinafter referred to as a "Event of Default"), then immediately upon the happening of such Event of Default and until such Event of Default and all defaults in the payment of dividends subsequent to the Event of Default shall be cured, the holders of Preferred Stock shall have the right, voting separately as a class, to elect all of the Directors of the Corporation. Each holder of Preferred Stock shall be entitled to one vote per share of Preferred Stock held. The foregoing voting rights are hereinafter collectively referred to as the "Special Voting Rights." At any time such Special Voting Rights have so vested, the Corporation may, and upon the written request of the holders of record of not less than twenty percent (20%) of the total number of shares of all of the Preferred Stock then outstanding shall, call a special meeting of the shareholders of the Corporation for the election of directors. Any director elected by the holders of shares of Preferred Stock as a result of the Special Voting Rights set forth above shall not be removed by the shareholders of the Corporation; provided, however, that such directors shall serve only until the date the Event of Default and all defaults in the payment of dividends subsequent to the Event of Default are cured.

4. <u>Liquidation</u>. In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation, the holders of the Preferred Stock shall be paid out of the assets of the Corporation available for distribution to its shareholders an amount equal to one hundred dollars ($100.00) per share plus accumulated and unpaid dividends thereon before any payment or distribution the assets of the Corporation shall be made to the holders and shares of any other class or series of stock of the Corporation.

5. <u>Restrictions</u>. At any time when shares of Preferred Stock are outstanding, except for the vote or written consent of the holders of a greater number of shares of the Corporation as required by law or by the Articles of Incorporation and in addition to any other vote required by law, without the prior consent of the holders of the majority of the outstanding shares of the Preferred Stock, given in person or by proxy, either in writing or in a special meeting called for that purpose, at which meeting the holders of the shares of Preferred Stock shall vote separately as a class:

   a. The Corporation will not create or authorize the creation of any additional class of shares of stock unless the same ranks junior to the Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding-up of the Corporation, or increase the authorized amount of the Preferred Stock or increase the authorized amount of any additional class shares of stock unless the same ranks junior to the Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, or create or authorize any obligation or security convertible into shares of Preferred Stock or into shares of any other class of stock unless the same ranks junior to the Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, whether any such creation or authorization or increase shall be by means of an amendment of the Corporation's Articles of Incorporation, or by merger, consolidation or otherwise; and

b. The Corporation will not amend, alter or repeal its Articles of Incorporation or By-laws in any manner so as to adversely affect the respective relative rights and preferences of the Preferred Stock.

B. <u>COMMON STOCK</u>

1. <u>Voting</u>. Subject to all of the rights of the Preferred Stock as expressly provided herein and except as otherwise provided by law, the holders of the Common

Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote.

2. Dividends. The holders of shares of Common Stock shall be entitled to receive such dividends as from time to time may be declared by the Board of Directors of the Corporation, subject to the provisions of subdivision A of this Article V with respect to the rights of holders of Preferred Stock.

3. Liquidation. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to holders of Preferred Stock of the full amounts to which they shall respectively be entitled as stated and expressed herein or as may be stated and expressed pursuant hereto, the holders of Common Stock shall be entitled, to the exclusion of holders of Preferred Stock, to share ratably according to the number of shares of Common Stock held by them in all remaining assets of the Corporation available for distribution to its shareholders.

VI.

No director of the Corporation shall be personally liable to the Corporation or any shareholder of the Corporation for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Article VI shall not eliminate or limit 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 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 14-2-154 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director derived an improper personal benefit. This Article VI shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when Section § 14-2-171(b)(3) of the Georgia Business Corporation Code shall become effective. Neither the amendment nor repeal of this Article VI, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any act of failure to act, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Georgia Business Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Business Corporation Code.

VII.

None of the holders of any stock of the Corporation of any kind, class or series now or hereafter authorized shall have preemptive rights with respect to any shares of capital stock of the Corporation of any kind, class or series now or hereafter authorized.

VIII.

Any action 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 actions so taken, shall be signed by 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 actions at a meeting at which all shares entitled to vote were present and voted, provided that action by less than unanimous written consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

IN WITNESS WHEREOF, Willcan, Inc. has caused these First Restated Articles of Incorporation to be executed and its corporate seal to be affixed by its duly authorized officers on the 23rd day of Sept., 1988.

Willcan, Inc.

By: Anthony M. Cantrell
Anthony Cantrell, Pres.

Attest: Marshall S. Williams
Marshall Williams, Sec.

[CORPORATE SEAL]

SECRETARY OF STATE
SEP 27 3 58 PM '88

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SSDL   SYSDATE 09/28/88        +++ DOCKET +++

 DOCKET#  ---------- CORPORATION NAME ------------------------------------  TYPE DISP
08272032 WILLCAN, INC.                                                        AM   77
         ##  Inv/Rec Amount : $   20.00             Cntr-trans     I/R R
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8607103
5/21/86

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BILL TO INFORMATION :
 Name: MORRIS MANNING & MARTIN
 Addr: 3333 PEACHTREE RD, SET. 1600
 City: ATLANTA                 State: GA   Zip: 30326

COMMENT:
COMMAND: ENTER  (C)ontinue  (S)top  (I)nvoice/receipt processor
MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ?  (Y/N) N
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ARTHUR B. L. MARTIN
JOHN G. MORRIS
JOSEPH R. MANNING
ROBERT E. SAUDEK
NICHOLAS N. SEARS
FRANK B. BAZZEL
RICHARD D. FLEXNER
JAMES W. HARRIS
RICHARD G. HOLLOWAY
CHARLES R. BEAUDROT, JR.
LOUISE M. WELLS
F. LAWRENCE STREET
RICHARD P. REINHART
OBY T. BREWER III
DAVID A. RABIN
JOHN C. YATES
DARLA GRINSTEAD MCKENZIE
JOAN UNGER PERKINS
TIMOTHY S. POLLOCK
THOMAS T. TATE
BRUCE C. SMITH
JAYNE P. STOCKTON
T. DANIEL BRANNAN
HENRY W. JONES III
CHARLES E. TAYLOR
ANN K. MOCEYUNAS
JOHN FRANKLIN SMITH
WARD S. BONDURANT
GERALD L. FOUNCEY, JR.
R. O'NEAL CHADWICK, JR.
ALLEN N. BRADLEY
LUBA ANN CZURA
ELIZABETH G. TERRY
MONTY S. LEVY
JEANNA A. BRANNON
BRUCE A. WOBECK
LAURA L. MCKENNEY
FRANK W. DEBORDE
RICHARD L. HAURY, JR.
STEPHEN W. LEMON
CATHERINE C. KENTON

MORRIS, MANNING & MARTIN
ATTORNEYS AT LAW
1600 EAST TOWER
ATLANTA FINANCIAL CENTER
3333 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326
404 233-7000

GWINNETT OFFICE
OAKBROOK PLAZA
SUITE 140
1770 INDIAN TRAIL ROAD
NORCROSS, GEORGIA 30093
404 381-6300

NORTHSIDE OFFICE
SUITE 100
5775-A PEACHTREE DUNWOODY ROAD
ATLANTA, GEORGIA 30342
404 255-6900

FACSIMILE
REAL ESTATE 404 365-9532
CORPORATE AND LITIGATION 404 231-4163

September 27, 1988

VIA HAND DELIVERY

Secretary of State of Georgia
Business Services and Corporation Division
Suite 315, West Tower
2 Martin Luther King Drive
Atlanta, Georgia 30334

Re: Filing of First Restated Articles of Incorporation of Willcan, Inc.

Gentlemen:

Pursuant to §14-2-196 of the Georgia Business Corporation Code, we enclose for filing, on behalf of Willcan, Inc. the following:

1. One (1) originally signed and two (2) conform copies of the Restated Articles of Incorporation of Willcan, Inc.

2. A check in the amount of $20.00, payable to the Secretary of State, in payment of the filing fee.

3. A letter addressed to the Calhoun Times requesting publication of the notice of the Restated Articles of Incorporation.

4. A check in the amount of $60.00, payable to the Calhoun Times, in payment of the publication costs.

5. A check in the amount of $24.00, payable to the Clerk of the Superior Court of Gordon County, in payment of the costs of filing the First Restated Articles of Incorporation.

MORRIS, MANNING & MARTIN

Please contact the undersigned if you have any questions regarding this filing.

Sincerely,

MORRIS, MANNING & MARTIN

Todd S. Merker
Legal Assistant

2451a:92-93
Enclosures

cc: Oby T. Brewer III, Esq.