

DAY PROPERTIES, INC.

84-17768

DECEMBER 04, 1984

FULTON

DP

WILLIAMS ROBERT L

DP 7/87

DUPLICATE



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

**"DAY PROPERTIES, INC."**

has been duly incorporated under the laws of the State of Georgia on the **4th** day of **December**, 19**84**, 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 **4th** day of **December** in the year of our Lord One thousand Nine Hundred and Eighty **Four** and of the Independence of the United States of America the Two Hundred and **Nine**.

*Max Cleland*

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

ARTICLES OF INCORPORATION OF  
DAY PROPERTIES, INC.

ARTICLE 1

Name

The name of the corporation is DAY PROPERTIES,  
INC.

ARTICLE 2

Organization

The corporation is organized pursuant to the  
provisions of the Georgia Business Corporation Code.

ARTICLE 3

Period of Duration

The period of duration of the corporation shall  
be perpetual.

ARTICLE 4

Purposes and Powers

The purposes for which the corporation is  
organized is to engage in the business of earning a profit for  
its stockholders and to do everything necessary, proper,  
advisable or convenient for the accomplishment of this purpose  
with all powers granted by the Georgia Business Corporation  
Code, at any place within or without the United States to the  
extent that such act is not forbidden by the law of such place.

ARTICLE 5

Authorized Shares

The aggregate number of shares the corporation is authorized to issue is 2,000 shares at \$1.00 par value common capital stock.

ARTICLE 6

Minimum Capital

The corporation shall not commence business until it receives at least \$500.00 in payment for the issuance of shares.

ARTICLE 7

Registered Office and Agent

The initial registered office of the corporation shall be at Twentieth Floor, Coastal States Building, 260 Peachtree Street, N.W., Atlanta, <sup>Georgia</sup> Georgia 30303. The initial registered agent thereat shall be Richard M. Asbill.

ARTICLE 8

Initial Board of Directors

The initial Board of Directors shall consist of ~~three~~ members, who shall be:

<u>Name</u>	<u>Address</u>
Robert L. Williams	6025 The Corners Parkway Suite 201 Norcross, Georgia 30092
Deen Day Smith	6025 The Corners Parkway Suite 201 Norcross, Georgia 30092

Donald W. Thurmond

P.O. Box 4655  
Atlanta, Georgia 30302

ARTICLE 9

Incorporator


The name and address of the incorporator is Robert L. Williams, 6025 The Corners Parkway, Suite 201, Norcross, Georgia 30092.

ARTICLE 10

Distribution from Capital Surplus

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

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

  
\_\_\_\_\_  
Richard M. Asbill  
Attorney for Incorporator

Asbill Porter  
Churchill & Nellis  
Twentieth Floor  
Coastal States Building  
260 Peachtree Street, N.W.  
Atlanta, Georgia 30303  
(404) 524-1000

3604C

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland  
Secretary of State  
Ex-Officio Corporation  
Commissioner  
State of Georgia

I, Richard M. Asbill, do hereby consent to serve as  
registered agent for the corporation, DAY PROPERTIES, INC.

This 4th day of December, 1984.



Richard M. Asbill

Address of registered agent:

Twentieth Floor  
Coastal States Building  
260 Peachtree Street, N.W.  
Atlanta, Georgia 30303

# State of Georgia



*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

"DAY PROPERTIES, 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  
4th day of December, in the year of our Lord  
One Thousand Nine Hundred and Eighty Four and  
of the Independence of the United States of America the Two  
Hundred and Nine

*Max Cleland*

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



CERTIFICATE

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

BY : J. Roblin

DATE: Jan. 29, 1988

RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
DAY PROPERTIES, INC.

2021/118  
A. 5. 100

This restatement and amendment of the original Articles of Incorporation of Day Properties, Inc. (as heretofore amended, the "Articles") hereby supersedes and restates the provisions of the Articles in accordance with O.C.G.A. § 14-2-196. This restatement and amendment was authorized by the unanimous written consent of the directors and shareholders of the corporation on December 31, 1987.

ARTICLE I

The name of the corporation is "DAY PROPERTIES, INC."

ARTICLE II

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

ARTICLE III

The corporation shall have perpetual duration.

#### ARTICLE IV

The corporation is organized for the following purposes, which may be carried out directly or through interests in other entities:

- (a) to earn a profit for its stockholders;
- (b) to do all other things necessary, proper or appropriate for the accomplishment of the foregoing purposes;
- (c) to generally carry on, conduct, promote, operate and undertake any business transactions or operations commonly carried on, conducted, promoted, operated or undertaken by companies engaged in such businesses;
- (d) to engage in any other lawful business or activity related or incidental thereto; and
- (e) to engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code.

#### ARTICLE V

The corporation shall have authority, acting by its Board of Directors, to issue not more than two thousand (2,000) shares of common stock having a par value of \$1.00 per share.

#### ARTICLE VI

None of the holders of shares of any class of 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 stock of the corporation of any class now or hereafter authorized, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares of stock of the corporation of any class now or hereafter authorized, or any shares, evidences of indebtedness, or any other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any new or additional shares

#### ARTICLE VII

The Board of Directors of the corporation may, from time to time in its discretion, distribute a portion of the corporation's assets to shareholders out of the capital surplus of the corporation, and may purchase its own shares of stock to the extent of unreserved and unrestricted capital surplus.

#### ARTICLE VIII

At each election for Directors, each shareholder who is entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by

him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or to distribute such votes on the same principle among any number of such candidates.

#### ARTICLE IX

Pursuant to the Georgia Business Corporation Code, Section 14-2-112, any action required by the Georgia Business Corporation Code to be taken at a meeting of the shareholders and 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 so taken, shall be signed by persons who would be entitled to vote at a meeting of the 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 of shareholders at which all shares entitled to vote were present and voted, subject to the limitations and notice requirements of Section 14-2-112.

#### ARTICLE X

As permitted by the Georgia Business Corporation Code, Section 14-2-171, no Director shall be personally liable to

the corporation or any shareholders of the corporation for monetary damages for breach of duty of care or other duty as a Director, except that this Article 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 the law; (iii) for the types of liability set forth in Georgia Business Corporation Code, Section 14-2-154; or (iv) for any transaction from which the Director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned have executed these Restated and Amended Articles of Incorporation on behalf of the corporation effective as of the close of business on December 31, 1987.

DAY PROPERTIES, INC.

[Corporate Seal]

Attest:

Elisabeth A. Stone  
Asst. Sec.  
12/31/87

By: Rand H. Lee  
Chairman  
12/31/87

SECRETARY OF STATE  
JAN 29 9 30 AM '88  
88, W. 30 6 67 NY



**BUSINESS SERVICES AND REGULATION  
ARTICLES OF INCORPORATION DATA ENTRY FORM  
FOR GEORGIA CORPORATIONS**

OK

**MAX CLELAND**  
Secretary of State

**H. WAYNE HOWELL**  
Deputy Secretary of State

I. Filing Date: <u>1-29-88</u>	Code: <u>Am</u>	Docket No.: <u>58229778</u>
Assigned Exam: <u>77</u>	Amt.: \$ <u>25.00</u>	By: <u>56</u>
Charter Number: _____	Completed: _____	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: <u>Day Properties, Inc.</u>		
Mailing Address: _____		
City: _____	County: _____	State: <u>8417768</u> Zip Code: _____
III. Fees Submitted By: _____		
Secretary of State: \$ _____	Check No.: <u>12/4/84</u>	
Clerk of Court: \$ _____	Check No.: _____	County: _____
Publisher: \$ _____	Check No.: _____	Name: _____
IV. Incorporator: _____		
Address: _____		
City: _____	State: _____	Zip Code: _____
V. Registered Agent/Office: _____		
Address: _____		
City: _____	State: _____	Zip Code: _____
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		
1. Original and two conformed copies of Articles of Incorporation	Applicant	Examiner
2. Corporate name certificate enclosed and verified		
3. Publisher's and Clerk's checks enclosed and verified		
4. Consent form enclosed and verified		
5. Corporate duration and statutory authority stated		
6. Number shares, par value, minimum capital stated		
7. Number of directors and their names and addresses		
VII. Applicant/Attorney: _____ Telephone: _____		
Address: _____		
City: _____	State: _____	Zip Code: _____

**NOTICE:** Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-856-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

LAW OFFICES OF  
**PAUL, HASTINGS, JANOPSKY & WALKER**

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

LOS ANGELES OFFICE  
TWENTY-SECOND FLOOR  
555 SOUTH FLOWER STREET  
LOS ANGELES, CALIFORNIA 90071  
TELEPHONE (213) 489-4000

ORANGE COUNTY OFFICE  
SEVENTEENTH FLOOR  
698 TOWN CENTER DRIVE  
COSTA MESA, CALIFORNIA 92626  
TELEPHONE (714) 641-1100

WEST LOS ANGELES OFFICE  
FIFTH FLOOR  
1299 OCEAN AVENUE  
SANTA MONICA, CALIFORNIA 90401  
TELEPHONE (213) 481-1200

FORTY-SECOND FLOOR  
GEORGIA-PACIFIC CENTER

133 PEACHTREE STREET, N. E.  
ATLANTA, GEORGIA 30303  
TELEPHONE (404) 588-9900

WRITER'S DIRECT DIAL NUMBER  
(404) 527-8236

COUNSEL  
LEE G. PAUL  
ROBERT R. HASTINGS  
LEONARD S. JANOPSKY  
CHARLES M. WALKER

January 28, 1988

WASHINGTON, D.C. OFFICE  
TWELFTH FLOOR  
1080 CONNECTICUT AVENUE, N. W.  
WASHINGTON, D.C. 20036  
TELEPHONE (202) 223-9000

CONNECTICUT OFFICE  
EIGHTH FLOOR  
ONE CANTERSBURY GREEN  
STAMFORD, CONNECTICUT 06901  
TELEPHONE (203) 387-0100

NEW YORK OFFICE  
EIGHTH FLOOR  
299 PARK AVENUE  
NEW YORK, NEW YORK 10171  
TELEPHONE (212) 750-1166

OUR FILE NO:

Ms. Vanessa Robbins  
Office of the Secretary of State  
Business Services and Regulation  
Suite 215 West Tower  
2 Martin Luther King Jr. Drive, S.E.  
Atlanta, Georgia 30334

Re: Day Properties, Inc.

Dear Ms. Robbins:

Day Properties, Inc. wishes to restate and amend its Articles of Incorporation. With regard to this restatement and amendment, enclosed please find the following:

1. An original and two conformed copies of the Restated and Amended Articles of Incorporation of Day Realty of Atlanta, Inc.
2. A check payable to the Secretary of State in the amount of \$25.00.
3. A check payable to the Clerk of Superior Court of Gwinnett County in the amount of \$20.00.
4. A letter addressed to the publisher of The Home Weekly (the official organ of Gwinnett County), together with a check payable to said newspaper in the amount of \$60.00.

PAUL, HASTINGS, JANOFSKY & WALKER

Ms. Vanessa Robbins  
January 28, 1988  
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If you have any questions regarding these documents, please call me or my secretary, Heather Zwiesler. Thank you for your help.

Cordially,



Richard M. Asbill

RMA/hlz

Enclosures