

9745528

12/30/1997

HOGAN TIMBERLANDS L.P.

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

CONTROL NUMBER : 9745528
EFFECTIVE DATE : 12/30/1997
COUNTY : MONROE
REFERENCE : 0070
PRINT DATE : 12/31/1997
FORM NUMBER : 327

JAMES A. VAUGHN
P.O. BOX 736
236 VAUGHN ROAD
FORSYTH, GA 31029

CERTIFICATE OF LIMITED PARTNERSHIP FILING

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the domestic limited partnership

**HOGAN TIMBERLANDS L.P.
A DOMESTIC LIMITED PARTNERSHIP**

has filed, as of the effective date stated above, its Certificate of Limited Partnership with the Secretary of State and has paid all fees as required 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.



Lewis A. Massey

Lewis A. Massey
Secretary of State

CERTIFICATE OF LIMITED PARTNERSHIP
OF
HOGAN TIMBERLANDS L.P.

This Certificate of Limited Partnership of Hogan Timberlands L.P. (the "**Partnership**"), dated as of the 30th day of December, 1997, is being duly executed and filed by Hogan Timberlands I, Inc., being the sole general partner of the Partnership, under the Georgia Revised Uniform Limited Partnership Act.

- (1) The name of the limited partnership is Hogan Timberlands L.P.
- (2) The address of the registered and principal office of the Partnership in the State of Georgia is 236 Vaughn Road, Forsyth, Georgia 31029, and the name and address of the registered agent for service of process on the Partnership in the State of Georgia is James A. Vaughn, 236 Vaughn Road, Forsyth, Georgia 31029.
- (3) The longest duration of the Partnership is through December 31, 2040.
- (4) The name and the business address of the sole general partner of the Partnership is as follows:

Hogan Timberlands I, Inc.
236 Vaughn Road
Forsyth, Georgia 31029

- (5) The date upon which this Certificate of Limited Partnership is filed will be the effective date of this Partnership.

IN WITNESS WHEREOF, the undersigned, being the sole general partner of the Partnership, has executed this Certificate of Limited Partnership as of the date first above written.

HOGAN TIMBERLANDS I, INC.

By: Gladys C. Hogan (Seal)
Gladys C. Hogan, President

Attest: Barbara H. McLees (Seal)
Barbara H. McLees, Secretary



(T) 1158
DEC 30 2 55 PM '97
CLERK OF STATE

CORPORATE RESOLUTION

The undersigned, being the duly authorized Officers of **HOGAN TIMBERLANDS, I, Inc.**, a Georgia corporation, do hereby constitute as the official seal of the corporation the following hand drawn seal as the seal of the corporation until such time as a paper crimping seal can be obtained:



This action taken at a meeting of the Officers of **HOGAN TIMBERLANDS I, INC.**, and the said Officers do hereby waive all requirements of notice of said meeting.

SO RESOLVED this 30th day of December, 1997.

HOGAN TIMBERLANDS I, INC.

BY: Gladys C. Hogan (Seal)
Gladys C. Hogan, President

ATTEST: Barbara H. McLees (Seal)
Barbara H. McLees, Secretary

LIMITED POWER OF ATTORNEY

STATE OF GEORGIA,
COUNTY OF LAURENS.

KNOW ALL PERSONS BY THESE PRESENTS:

That Hogan Timberlands I, Inc., a Georgia corporation, being desirous of arranging for the transaction of certain business through an attorney-in-fact, has appointed, named, and constituted and by these presents does name, constitute, and appoint James A. Vaughn, Attorney at Law, as its true and lawful attorney-in-fact, and does authorize said attorney-in-fact, for it, and in its name, place, and stead:

- a) To sign, all forms and documents necessary for the filing of a certificate of limited partnership for a Georgia limited partnership to be known as Hogan Timberlands L. P., said authority shall include, but not be limited to, the signing of the Certificate of Limited Partnership Georgia Limited Partnership Transmittal Form.

This power is given to the named attorney-in-fact and the Office of the Secretary of State of Georgia is authorized to act upon writings signed by him.

IN WITNESS WHEREOF, Hogan Timberlands I, Inc. has, by its duly authorized officers, hereunto set its hand affixed its seal and delivered these presents this 30th day of Dec.,
_____, 1997.

Signed, Sealed and Delivered
in the Presence of:

Amy Smith Boyer
UNOFFICIAL WITNESS

Mary Kathryn Alleyood
NOTARY PUBLIC

Hogan Timberlands I, Inc.

By: Gladys C. Hogan
Gladys C. Hogan, President

Attest: Barbara H. McLees
Barbara H. McLees, Secretary

My Commission expires: **Notary Public, Laurens County, Georgia
My Commission Expires March 28, 1998**

VAUGHN, WRIGHT & STEARNS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

JAMES A. VAUGHN
FREDERICK L. WRIGHT
FREDERIC W. STEARNS

POST OFFICE BOX 736
236 VAUGHN ROAD
FORSYTH, GEORGIA 31029
PHONE 912-994-3830
FAX 912-994-4430

ONE PACES WEST - SUITE 1740
2727 PACES FERRY ROAD, N.W.
ATLANTA, GEORGIA 30339
PHONE 770-805-9889
FAX 770-805-9191

WRITER'S EMAIL: jvaughn@vws-llps.com

December 30, 1997

Secretary of State
Corporations Division
2 Martin Luther King, Jr., Drive, S E
Suite 315, West Tower
Atlanta, Georgia 30334-1530

~~Jul 912-994-4430~~
+
Mail

RE Hogan Timberlands L P

Dear Sir or Madam

Our firm represents the Rubert L. Hogan Estate Trust which is a testamentary trust for the benefit of the late Rubert L. Hogan's widow, Gladys C. Hogan, and his adult children Betty Ann Hogan Metts and Barbara Hogan McLees.

The Trustees, SunTrust Bank, Gladys C. Hogan, and the Trust beneficiaries have determined it to be in the Trust's best interest to establish a Limited Partnership for the management of certain of the Trust assets and for estate planning purposes for Gladys C. Hogan.

In furtherance of this objective the trustees formed Hogan Timberlands I, Inc. to serve as the sole General Partner of a proposed Limited Partnership which is to be known as Hogan Timberlands L.P. A Certificate of Incorporation for Hogan Timberlands I, Inc., was issued by the Secretary of State on December 23, 1997.

Our firm represents Hogan Timberlands I, Inc., which is to be the sole general partner of Hogan Timberlands L.P. We have been directed by the duly authorized officers of Hogan Timberlands I, Inc. to establish the Limited Partnership within calendar year 1997 to meet the needs of several related transactions.

Pursuant to our client's direction and in accordance with rules of Office of Secretary of State (Limited Partnerships) 590-7-12-03 we hereby request expedited processing for the formation of a Limited Partnership to be known as Hogan Timberlands L.P.

0000-0000

Secretary of State

RE: Hogan Timberlands L.P.

12/30/97

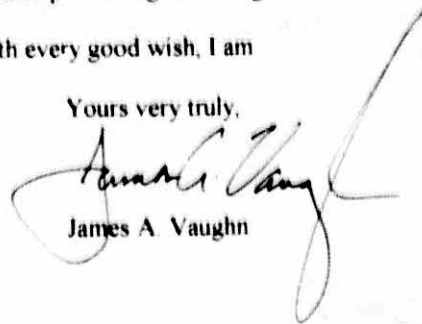
Page 2

Expedited processing is necessary because the establishment of the Limited Partnership (Hogan Timberlands L.P.) is an essential component of several related transactions which must be accomplished by the close of calendar year 1997. Substantial assets are involved in these transactions and there is a pressing financial and practical need for the transactions to be accomplished now. The Trust's main beneficiary, Gladys C. Hogan, is a 92 year old widow whose business and estate planning needs require the formation of the requested entity on an expedited basis.

Please allow this letter to constitute the written request for expedited processing required under the Rules. We tender here with the required processing and filing fees.

Your consideration is appreciated. With every good wish, I am

Yours very truly,



James A. Vaughn

JAV/kmp



Secretary of State
Lewis A. Massey

CORPORATIONS DIVISION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 657-1375

CERTIFICATE OF LIMITED PARTNERSHIP
TRANSMITTAL INFORMATION FORM
FOR GEORGIA LIMITED PARTNERSHIP

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 973050312 PENDING CONTROL # P210381 CONTROL # 9745508
 Docket Code 320 LP Type 20
 Date Filed 123097 Amount Received \$ 100 Check/Receipt # 2357131
 Jurisdiction (County) Code 102
 Examiner 70 Date Completed 123190

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

1. 973050339
 Limited Partnership Name Reservation Number
Hogan Timberlands L.P.
 Limited Partnership Name (exactly as appears on name reservation)

2. James A. Vaughn, Atty (912) 994-3830
 Applicant/Attorney Telephone Number
P.O. Box 736, 236 Vaughn Road
 Address
Forsyth, GA 31029
 City State Zip Code

3. P.O. Box 736, 236 Vaughn Road
 Principal Office Mailing Address of Limited Partnership
Forsyth, GA 31029
 City State Zip Code

4. James A. Vaughn
 Name of Registered Agent in Georgia
236 Vaughn Road
 Registered Office Street Address in Georgia
Forsyth Monroe GA 31029
 City County State Zip Code

5. Attach list of Names and Business Addresses of each General Partner:
Hogan Timberlands I, Inc.

6. For Limited Partnerships formed prior to July 1, 1988 ONLY:
 Date Formed _____ County _____ Book No. _____ Page No. _____

7. NOTICE: THIS FORM DOES NOT REPLACE THE CERTIFICATE OF LIMITED PARTNERSHIP REQUIRED BY TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED. Mail or deliver this Transmittal Information Form, the original and one copy of the Certificate of Limited Partnership, and the Secretary of State filing fee of \$60.00 to the Secretary of State at the above address. FEES ARE NON-REFUNDABLE.
 I understand that the information on this form will be entered in the Secretary of State business registration database, and I verify that the above information is true and correct to the best of my knowledge.

Authorized Signature: James A. Vaughn, Atty Date: 12/30/97