

NOVOTEC
INC. **1462**
Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.) Habitat America, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) into
Chastain Develop.
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HABITAT AMERICA, INC., a Georgia corporation F94000000510

INTO

CHASTAIN DEVELOPMENT CORP., a Florida entity, N00000001462.

File date: March 7, 2000

Corporate Specialist: Annette Ramsey

(Florida)

ARTICLES OF MERGER
OF
HABITAT AMERICA, INC.
AND
CHASTAIN DEVELOPMENT CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the domestic nonprofit corporation and the foreign nonprofit corporation herein named do hereby adopt the following articles of merger.

1. Attached hereto as Exhibit A and incorporated herein by reference is the Plan of Merger effecting the merger of Habitat America, Inc., a nonprofit corporation incorporated under the laws of the State of Georgia ("Terminating Corporation"), with and into Chastain Development Corp., a nonprofit corporation incorporated under the laws of the State of Florida ("Surviving Corporation"), adopted at a meeting by the Board of Directors of Terminating Corporation as of March 6, 2000, and adopted at a meeting by the Board of Directors of Surviving Corporation as of March 6, 2000.

2. The merger was duly approved by the sole member of Terminating Corporation.

3. The merger was duly approved by the sole member of Surviving Corporation.

4. The merger of Terminating Corporation with and into Surviving Corporation is permitted by the laws of the State of Georgia, the jurisdiction of organization of Terminating Corporation, and has been authorized in compliance with said laws.

4. The merger herein provided for shall take effect in the State of Georgia as of the date and time of filing of these Articles.

Dated as of: March 6, 2000

CHASTAIN DEVELOPMENT CORP.

By: Mark M. DeWitt
Name: MARK M. DEWITT
Title: PRESIDENT

HABITAT AMERICA, INC.

By: Mark M. DeWitt
Name: MARK M. DEWITT
Title: PRESIDENT

EXHIBIT A

Plan of Merger

See attached.

AGREEMENT AND PLAN OF MERGER

OF

HABITAT AMERICA, INC.

(a Georgia not for profit corporation)

AND

CHASTAIN DEVELOPMENT CORP.

(a Florida not for profit corporation)

THIS AGREEMENT OF MERGER (referred to herein as the "Agreement of Merger") is entered into as of this 6th day of March, 2000, by and between HABITAT AMERICA, INC. (referred to herein as the "Terminating Company"), a nonprofit corporation organized and incorporated under the Georgia Nonprofit Corporation Code (referred to herein as the "Georgia Code"), and CHASTAIN DEVELOPMENT CORP. (referred to herein as the "Surviving Company"), a nonprofit corporation organized and incorporated under the Florida Not for Profit Corporation Act (referred to herein as the "Florida Act").

WHEREAS, as of March 6, 2000, the Board of Directors of the Terminating Company approved and recommended to the sole member of the Terminating Company the merger of the Terminating Company into the Surviving Company (such merger referred to herein as the "Merger") by unanimous written consent pursuant to Section 14-3-1103 of the Georgia Code, and the sole member of the Terminating Company as of March 6, 2000, approved the Merger by unanimous written consent pursuant to Section 14-3-1103 of the Georgia Code; and

WHEREAS, as of March 6, 2000, the Board of Directors of the Surviving Company approved and recommended to the sole member of the Surviving Company the Merger by unanimous written consent pursuant to Section 617.1103 of the Florida Act, and the Surviving Company as of March 6, 2000, approved the Merger by unanimous written consent pursuant to Section 617.1103 of the Florida Act; and

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties contained herein, having been duly approved by unanimous written consent adopted by the Board of Directors of the Terminating Company and of the Surviving Company, by unanimous written consent adopted by the sole member of the Terminating Company and of the Surviving Company, this Agreement and Plan of Merger, and the terms and conditions contained herein, are hereby determined and agreed upon as hereinafter set forth.

1. The Terminating Company shall, pursuant to the provisions of the Georgia Code and the Florida Act, be merged with and into the Surviving Company, which shall be the surviving entity, and shall be a nonprofit corporation from and after the effective time of the Merger, which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida Act.

The separate existence of the Terminating Company, which is sometimes referred to as the "terminating corporation", shall cease at the effective time of the Merger in accordance with the provisions of the Georgia Code.

2. The Articles of Incorporation of the Surviving Company shall be as attached hereto as Exhibit "A", and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

3. The Bylaws of the Surviving Company shall be as attached hereto as Exhibit "B", and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

4. The Terminating Company and the Surviving Company agree that they will cause to be executed, filed, and recorded any document or documents prescribed by the laws of the State of Georgia or the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Georgia, the State of Florida, or elsewhere to effectuate the Merger herein provided for.

5. The Board of Directors and the proper officers of the terminating corporation and the Board of Directors and the proper officers of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the Merger herein provided for.

6. The effective time and date of the Agreement and Plan of Merger, and the time and date when the Merger herein agreed upon shall become effective, shall be at the time and date of the filing of the Articles of Merger.

7. Notwithstanding the full adoption of this Agreement and Plan of Merger, this Agreement and Plan of Merger may be terminated at any time prior to the effective time of the Merger in the event that the Board of Directors of the terminating corporation and of the surviving corporation consent to such abandonment in accordance with applicable provisions of the Georgia Code and the Florida Act, and file all necessary or appropriate documents with the Secretary of State of the State of Georgia or the Secretary of State of the State of Florida pursuant to the Georgia Code or the Florida Act.

[remainder of page intentionally left blank,
signatures on following page]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed on behalf of each of the parties hereto.

HABITAT AMERICA, INC.
a Georgia nonprofit corporation

By: Mark M. de Vries
Name: MARK M. de VRIES
Title: PRESIDENT

CHASTAIN DEVELOPMENT CORP.
a Florida nonprofit corporation

By: Mark M. de Vries
Name: MARK M. de VRIES
Title: PRESIDENT

EXHIBIT "A"

Articles of Incorporation

Exh. "A"

ARTICLES OF INCORPORATION
OF
CHASTAIN DEVELOPMENT CORP.

ARTICLE I

The name of the Corporation is: CHASTAIN DEVELOPMENT CORP.

ARTICLE II

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The purposes for which the Corporation is formed are the following:

(A) To foster, through development, ownership, consultation, or otherwise, the provision of low-income housing.

(B) The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(C) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article IV. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and method of election shall be set forth in the bylaws of the Corporation, however, the Corporation shall have at least three (3) directors.

ARTICLE VI

The Corporation shall have members. The number, qualifications for and other matters relating to its members shall be as set forth in the bylaws of the Corporation.

ARTICLE VII

The initial principal office of the Corporation shall be at 2440 Peachtree Road NW, #20, Atlanta, GA, 30305.

ARTICLE VIII

The initial registered office of the Corporation shall be at 526 E. Park Avenue, Tallahassee, FL 32301. The initial registered agent of the Corporation at such address shall be NRAI Services, Inc.

ARTICLE IX

The name and address of the incorporator is:

Mark M. duMas
2440 Peachtree Road NW, #25
Atlanta, GA 30305


ARTICLE X

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for charitable purposes, as described in Article IV hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Ninth Judicial Circuit Court of Florida in Orange County shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE XI

No director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of his duty of care or other duty as a director or officer; provided that this provision shall eliminate or limit the liability of a director or officer only to the extent permitted from time to time by the Florida Not for Profit Corporation Act or any successor law or laws. The Corporation shall be entitled to indemnify its officers and directors to the fullest extent permitted under the Florida Not for Profit Corporation Act or any successor law or laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of March, 2000.



Mark M. duMas
Incorporator

CONSENT TO APPOINTMENT AS A REGISTERED AGENT

The undersigned hereby consents to serve as Registered Agent for CHASTAIN DEVELOPMENT CORP. until further notice shall be given to the Secretary of State of Florida.

Dated as of : March 5, 2000

NRAI Services, Inc.

EXHIBIT "B"

Bylaws

BYLAWS OF
CHASTAIN DEVELOPMENT CORP.
a Florida Nonprofit Corporation

ARTICLE I

PURPOSES & OFFICES

Section 1.1. The purposes for which the Corporation is formed are the following:

(A) To foster, through development, ownership, consultation, or otherwise, the provision of low-income housing.

(B) To engage exclusively in charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(C) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(D) The specific endeavors of the Corporation shall include, but are not limited to, the following purposes and objectives:

1. To assist in and stimulate the production of homes for the poor;
2. To raise capital to facilitate the production of low-cost housing;
3. To learn, use and transfer physical and building system techniques to reduce the cost of producing housing, while ensuring quality;
4. To manage the properties in a manner sensitive and responsive to the unique problems confronting under-advantaged citizens;

5. To provide housing beyond the needs of the poor, to include the elderly, frail and handicapped;
6. To develop housing in a neighborhood context --- with the goal of building community pride by tenant participation;
7. To use improved housing as a platform to help the underadvantaged;
8. To design all of our communities to be spacious and attractive with amenities necessary to allow the community to flourish; and,
9. To provide tenant support services and education to assist in an improved quality of life.

Section 1.2. The Corporation shall at all times maintain a registered office in the State of Florida and a registered agent at that address, but may have other offices located within or without the State of Florida as the Board of Directors shall determine.

ARTICLE II

MEMBERS

Section 2.1. Annual Meeting. The annual meeting of the members of the Corporation shall be held on February 15 in each year, if not a legal holiday, and if a legal holiday then the next succeeding day not a legal holiday, for the purpose of electing directors to succeed those whose terms shall have expired.

Section 2.2. Special Meetings. Special meetings of the members may be called at anytime for any purpose or purposes by the President, by a Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the President, a Vice President, the Secretary, or any director of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 2.3. Action without Meeting. Any action of the members may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of members.

Section 2.4. Place of Holding Meetings. All meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors.

Section 2.5. Notice of Meetings. Written notice of each meeting of the members shall be mailed, postage prepaid, by the Secretary, to each member of record entitled to vote thereat at his post office address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

Section 2.6. Quorum. The presence in person or by proxy of a majority of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 2.7. Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or, if he is not present, by a Vice President, or if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he is not present, any Assistant Secretary shall act as secretary of such meetings. In the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 2.8. Voting. At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of incorporation or by these bylaws.

If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers, which tellers shall have been appointed by the chairman of said meeting.

Elections of directors may be conducted by mail. The notice of the annual meeting sent to members shall include a ballot to be used and shall designate the time within which the ballot must be returned.

Section 2.9. Identity of Members. There shall be at least one member and only one class of members. The members of the Corporation shall be composed of those members who shall have been appointed as such by a majority of the entire Board of Directors, and shall retain their status as members so long as they pay any and all annual dues imposed by the Corporation upon its members.

Section 2.10. Certificates of Membership. Certificates of Membership shall be issued, which are not transferable.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

Section 3.2. Number and Term of Office. The number of directors shall be three (3) or such other number, but not less than three (3), as may be designated from time to time by resolution of a majority of the Board of Directors. The directors shall serve for a period of one (1) year or until the next annual meeting of the members of the Corporation and until their successors have been elected and have qualified. Directors shall hold office for a term of one year.

Section 3.3. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members.

Similarly, and in the event of the number of directors being increased as provided in these bylaws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of the members. Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members called for that purpose.

Section 3.4. Place of Meeting. The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment.

Section 3.5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

Section 3.6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any director. The Secretary shall give notice of each special meeting of the Board of Directors, at least two (2) days prior to the meeting by personal delivery or cablegram; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place, and objectives of any special meeting.

Section 3.7. Quorum. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws.

Section 3.8. Required Vote. An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

Section 3.9. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board or of any Committee and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.10. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE IV

OFFICERS

Section 4.1. Election, Tenure and Compensation. The Corporation may have officers, which may include a President, a Secretary, and a Treasurer, or any other officers, as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. Any such officers shall be elected at the annual meeting of the Board of Directors to serve a term of one (1) year. The officers need not be directors. Any two or more of the above offices may be held by the same person, except those of President and Secretary. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

In the event that any office shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these bylaws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors.

Section 4.2. Powers and Duties of the President. The Board of Directors may appoint a President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. The President shall preside at all meetings of the members. The President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The President shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all standing committees. The President shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Secretary or Treasurer, or Assistant Secretary or Assistant Treasurer, the President shall assume and

perform all powers and duties given to the Secretary or Treasurer, or Assistant Secretary or Assistant Treasurer in these bylaws.

Section 4.3. Powers and Duties of the Vice President. The Board of Directors may appoint a Vice President or more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

Section 4.4. Secretary. The Board of Directors may appoint a Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors upon whose written request the meeting is called as provided in these bylaws. The Secretary shall record all the proceedings of the meetings of members and of directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. The Secretary shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and the President.

Section 4.5. Treasurer. The Board of Directors may appoint a Treasurer. The Treasurer shall have custody of all the funds and securities of the corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

Section 4.6. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of

any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

Section 4.7. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE V

CORPORATE SEAL

Section 5.1. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on the certificates of membership and other appropriate papers.

ARTICLE VI

BANK ACCOUNTS AND LOANS

Section 6.1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash, and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Section 6.2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of

credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse, and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute, and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer, and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm, or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm, or person.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each year.

Section 7.2. Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any member, director, or officer, it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each member, director, or officer, at such address as appears on the books of the Corporation, or in default of any other address, to such member, director or officer, at the general post office in or about the City of Atlanta, Georgia and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, director or officer may waive any notice required to be given under these bylaws.

ARTICLE IX

AMENDMENTS

The Board of Directors shall have the power and authority to amend, alter, or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

No director or officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of his duty of care or other duty as a director or officer; provided that this provision shall eliminate or limit the liability of a director or officer only to the extent

permitted from time to time by the Florida Not for Profit Corporation Act or any successor law or laws. The Corporation shall be entitled to indemnify its officers and directors to the fullest extent permitted under the Florida Not for Profit Corporation Act or any successor law or laws.