

PI3588



ARCHITECTS, INC.
MACKAY R. SAUNDERS, AIA
WILLIAM T. ROBERTS, AIA
MICHAEL A. JOHNSON, AIA
BRUCE W. RICHARDS, AIA

January 14, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name Change Amend

600002062346--2
-01/17/97-01101-021
*****96.25 *****96.25

Gentlemen:

In accordance with your instructions, attached are :

1. Completed application for amendment for name change of corporation
2. An original certified copy of the Certificate from the State of Incorporation
3. Check in the amount of \$ 96.25 to cover:

Filing fees
Certified Copy
Certificate of Status

Please let me know if you require any additional information.

Yours very truly,

Saunders, Roberts, & Johnson, Architects, Inc.

Diane D. Saunders

Enclosures

FILED
97 JAN 17 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAUNDERS, ROBERTS, & JOHNSON
ARCHITECTS, INC.
1108 Maryland Drive
Albany, Georgia 31707
912.436.9877
FAX: 912.438.0370

Name	ADH
Assessment	1/17/96
Document	ADH
Examiner	ADH
Updater	ADH
Update	ADH
Verifier	ADH
Acknowledgement	ADH
W.P. Verifier	ADH

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Saunders & Roberts, Architect, Incorporated
Name of corporation as it appears on the records of the Department of State.
2. Georgia
Incorporated under laws of
3. 3/13/1987
Date authorized to do business in Florida

97 JAN 17 AM 9:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 2/13/96

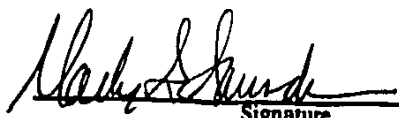
5. Saunders, Roberts, & Johnson, Architects, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

January 14, 1997
Date

Mackey R. Saunders
Typed or printed name

President
Title

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970071083
CONTROL NUMBER : 8601725
DATE INC/AUTH/FILED: 02/04/1986
JURISDICTION : GEORGIA
PRINT DATE : 01/07/1997
FORM NUMBER : 215

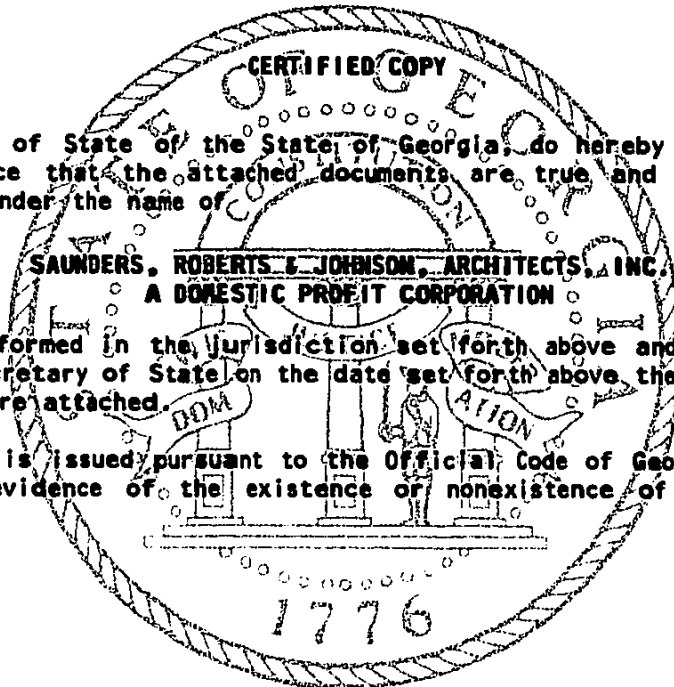
GREGORY T. FULLERTON
POB BOX 2008
ALBANY GA 31702-2008

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

SAUNDERS, ROBERTS & JOHNSON, ARCHITECTS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above the original document of which copies are attached.

This certificate is issued pursuant to the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 96040512
CONTROL NUMBER : 8601725
EFFECTIVE DATE : 02/05/1996
REFERENCE : 0067
PRINT DATE : 02/13/1996
FORM NUMBER : 611

GREGORY T. FULLERTON
P O BOX 2008
ALBANY GA 31702-2008

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

SAUNDERS & ROBERTS, ARCHITECTS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

SAUNDERS, ROBERTS & JOHNSON, ARCHITECTS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

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. HASSEY
SECRETARY OF STATE

960440512
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SAUNDERS & ROBERTS, ARCHITECTS, INC.

Pursuant to the Official Code of Georgia Annotated ("O.C.G.A.") § 14-2-1106 of the Georgia Business Corporation Code, SAUNDERS & ROBERTS, ARCHITECTS, INC., a Georgia corporation, hereby submits the following Articles of Amendment to its Articles of Incorporation.

I.

The name of the professional corporation is SAUNDERS & ROBERTS, ARCHITECTS, INC., and the charter number of the corporation is #86028193.

II.

Effective the date hereof, the Articles of Incorporation of Saunders & Roberts, Architects, Inc., which were previously amended on December 16, 1992, are hereby amended by deleting therefrom Article I and by substituting a new Article I to read as follows:

The name of the corporation shall be "SAUNDERS, ROBERTS & JOHNSON, ARCHITECTS, INC."

III.

The Articles of Incorporation are further amended by deleting the words "Saunders & Roberts, Architects, Inc." wherever same appears throughout the Articles of Incorporation, as amended, and by inserting in lieu the words "SAUNDERS, ROBERTS & JOHNSON, ARCHITECTS, INC."

IV.

The Articles of Incorporation shall be further amended by adding a new Article to be known as Article XVIII and to read as follows:

ARTICLE XVIII

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for breach of duty of care or other duty. Notwithstanding the foregoing, an officer or director shall be liable to the extent provided by provided by applicable law: (i) for any appropriation, in violation of his or her 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; or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director of the corporation for or with respect to any acts or omissions of such officer or director occurring prior to such amendment.

IV.

All other provisions of the Articles of Incorporation shall remain in full force and effect.

V.

This amendment was duly approved, in accordance with the provision of O.C.G.A. § 14-2-1003 of the Georgia Business Corporation Code, by the affirmative vote of all of the shareholders of the Corporation present at a Special Meeting of Shareholders thereof held at the offices of Watson, Spence, Lowe & Chambless on the 8th day of January, 1996, at which all shareholders were present in person and qualified to vote. Since

the amendment was approved by shareholders representing all of the outstanding shares of stock of the Corporation, the amendment was adopted in accordance with the provisions of O.C.G.A. § 14-2-1006 of the Georgia Corporation Code and in accordance with the bylaws of the corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers on this 8 day of January, 1996.

SAUNDERS & ROBERTS, ARCHITECTS, INC. to
be known as SAUNDERS, ROBERTS & JOHNSON,
ARCHITECTS, INC.

By:

Mackey R. Saunders, President

Attest:

Diane D. Saunders
Diane D. Saunders, Secretary

(CORPORATE SEAL)

LAW OFFICES
WATSON, SPENCE,
AND CHAMBLESS
P. O. BOX 2008
DUBLIN, GEORGIA
31702-2008

SECRETARY OF STATE
FEB 5 2 41 PM '96
BSR (3)

CERTIFICATE REGARDING
REQUEST FOR PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME

The undersigned, DIANE D. SAUNDERS, the Secretary of SAUNDERS & ROBERTS, ARCHITECTS, INC. (the "Corporation"), a Georgia corporation, does hereby verify that a request for publication of a notice of intent to file Articles of Amendment to change the name of the Corporation to SAUNDERS, ROBERTS & JOHNSON, ARCHITECTS, INC., and payment therefor have been made as required by § 14-2-1006.1 of the Official Code of Georgia Annotated. The request for publication of such notice was mailed or delivered to the Albany Herald on January 9, 1996.

IN WITNESS WHEREOF, the undersigned does hereby set her hand and seal this 9 day of January, 1996.



Diane D. Saunders, Secretary/
Treasurer of Saunders, Robert &
Johnson, Architects, Inc.

(CORPORATE SEAL)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 960240050
EFFECTIVE DATE : 01/24/1996
EXPIRATION DATE : 04/23/1996
LICENSE NUMBER : 6337
CONSENT ON FILE : N/A
PRINT DATE : 01/26/1996
FORM NUMBER : 506

GREGORY L. FULLERTON
WAYSON, SPENCE, LOWE AND CHAMBLESS
P O BOX 2008
ALBANY GA 31702-2008

NAME RESERVATION CERTIFICATE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

SAUNDERS, ROBERTS & JOHNSON, ARCHITECTS, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing entity on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate. Please submit this original certificate with any subsequent formation filing.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE