

TRANSMITTAL LETTER

P97000067882

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

EFFECTIVE DATE

7-30-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -4 AM 10:11

SUBJECT: *YEN INVESTMENT GROUP, INC*
(Proposed corporate name - must include suffix)

800002256148--6
-08/04/97--01059--009
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

J. RANDOLF DAVENPORT
Name (Printed or typed)*BUILDING ONE, SUITE 200
8613 ROSWELL RD.*
Address*ATLANTA, GA 30350*
City, State & Zip*770-594-7476*
Daytime Telephone number

PLEASE RETURN CERTIFICATE
TO THIS ADDRESS,

AL Dyer
NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
YEN INVESTMENT GROUP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: YEN INVESTMENT GROUP, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Thomas L. Fisher
926 Woodcreek Drive
Palm City, Florida 34990

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Thomas L. Fisher
926 Woodcreek Drive
Palm City, Florida 34990

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

J. Randolph Davenport
Building One, Suite 200
8613 Roswell Road
Atlanta, Georgia 30350

ARTICLE VI: PURPOSE

The corporation is formed as the successor of Yen Investment Group, a Tennessee Joint Venture whose only venturers are Orville Eugene Pitts, Jerry T. Wilkie and J. Randolph Davenport ("Yen"). The initial primary purpose of the corporation is the acquisition of Japanese Yen Bond Certificates and other investment securities on acceptable terms, to hold such certificates as investments, to negotiate or renew such certificates at maturity, to sell or encumber such certificates prior to maturity and to otherwise deal in such certificates and the proceeds therefrom. The corporation may engage in any business or venture, do all acts and take all actions, and exercise all powers now or hereafter allowed by law.

ARTICLE VII: VOTING/SHARE RESTRICTIONS

- A. Shares of the corporation shall be issued to the following persons as consideration for their assignment to the corporation of their respective interest in and to bond certificates now being held by them:

Orville Eugene Pitts:	40 shares
Jerry T. Wilkie:	40 shares
J. Randolph Davenport:	20 shares.

- B. One share certificate shall be issued to each of the persons set forth in paragraph A. above. All share certificates shall contain the following restrictions:

"The shares evidenced by this certificate are transferable to a family member or family members of the owner. Any other transfer is subject to the approval of the other two certificate holders. No approval will be granted if such transfer could cause the corporation not to qualify as a "Subchapter S" corporation as then defined by the Internal Revenue Service. Any transferee must agree to be bound by the restrictions set forth in the Articles of Incorporation of the corporation. If the shares evidenced by this certificate are transferred to more than one person, all such persons shall hold the certificate as tenants-in-common. The holder of this certificate shall be entitled to elect one director of the corporation and shall have one vote with respect to any other business of the corporation. If this certificate is owned by more than one person, then the owners by majority vote shall be entitled to elect one director and shall be entitled by majority vote to one vote with respect to any other business of the corporation. The total number of shareholder votes with respect to any business of the corporation is three."

- C. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is evidenced by a written consent to such action describing the action and signed by the holders of a majority interest in any two of the three share certificates.
- D. The issuance of additional shares of the corporation shall require the unanimous approval of the shareholders.

ARTICLE VIII: DIRECTORS

- A. The affairs of the corporation shall be governed by a board of directors. The board of directors shall consist of three (3) members. The initial board members are:

Kenneth W. Pitts
Jerry T. Wilkie
J. Randolph Davenport.

- B. Each member of the board of directors shall be elected as set forth in Article VII hereof. The initial members shall serve until successor members are elected and qualified.
- C. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if the action is evidenced by a written consent to such action describing the action and signed by any two directors. The written consent of any two directors shall be as fully binding upon the corporation as would a resolution of the board directors approved at the annual meeting of the board of directors.

ARTICLE IX: EFFECTIVE DATE

The effective date of existence of the corporation shall be July 30, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30TH day of JULY, 1997.

 (July 30, 1997)
J. RANDOLF DAVENPORT
INCORPORATOR

Having been named as registered agent and to accept service of process for YEN INVESTMENT GROUP, INC. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(July 30, 1997)

THOMAS L. FISHER
REGISTERED AGENT

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