

**CONSENT TO THE ORGANIZATION
OF THE
FAYETTE COUNTY BAR ASSOCIATION, INC.**

The undersigned, being the incorporator and initial directors of the Fayette County Bar Association, Inc. ("corporation") waive notice of an organizational meeting and consent to incorporation and organization on the date set forth by the signatures on this document and consenting to and ratifying the actions taken by the incorporator and the initial directors. Therefore, the initial directors approved and/or ratified the following matters:

ARTICLES OF INCORPORATION

The articles of incorporation were filed with the Secretary of State for the State of Georgia on December 29, 2005 to be effective on January 1, 2006, (control number 0584346) and a copy of the Certificate of Incorporation issued by the Secretary of State is attached to a true copy of the Articles of Incorporation and inserted in the record book of the corporation.

FAYETTE COUNTY BAR ASSOCIATION

On November 3, 2005 the members of the Fayette County Bar Association, authorized the incorporation of the Fayette County Bar Association, Inc. pursuant to the provisions of the Georgia Nonprofit Corporation Code, and:

1. Authorized and approved the proposed Bylaws; authorized the corporation to begin business on January 1, 2006.
2. That all members in good standing of the Association shall become members in good standing of corporation.
3. That the Association's elected officers and directors shall become officers and directors of the corporation.
4. That all assets of the Association shall become assets of the corporation.

MEMBERS OF THE CORPORATION

The list of members in good standing of the Fayette County Bar Association on January 1, 2006 is attached hereto. This list constitutes the initial members of the Fayette County Bar Association, Inc.

DIRECTORS AND OFFICERS

1. H. Wayne Howell, being the incorporator, hereby tenders his resignation.
2. The initial directors listed in the articles of incorporation were the offi-

cers and directors of the Fayette County Bar Association and their terms expired on December 31, 2005.

3. Pursuant to the November 3, 2005 Resolution of the Fayette County Bar Association, the initial directors hereby nominate and elect the following as officers and directors of the Corporation:

Christy Anne Dunkelberger
Director, President and Chief Executive Officer

Jason B. Thompson
Director and President-Elect

Stephen M. Kiser
Director and Immediate Past President

John B. Miller
Director and Secretary

Stephen D. Ott
Director and Treasurer

BY-LAWS

The corporation By-laws prepared by counsel to the corporation were adopted and inserted in the record book.

CORPORATE SEAL

The seal, an impression of which appears in the margin of this consent was adopted as the seal of the corporation.

SPECIMEN MEMBERSHIP CERTIFICATE

The specimen membership certificate appended hereto is adopted as the

form of certificate of membership to be issued to represent membership in the corporation.

CORPORATE RECORD BOOK

The corporate record book, including the roster of members is adopted as the member record ledger of the corporation.

TREASURER AUTHORIZATION

The treasurer of the corporation is authorized to pay all charges and expenses incident to or arising out of the organization of the corporation and to reimburse any person who has made any disbursement on behalf of the corporation.

BANK DEPOSITORY

The treasurer is authorized to open a bank account on behalf of the corporation at such financial institutions as may be necessary and appropriate. The treasurer is authorized to execute on behalf of the corporation and append to this consent a resolution for that purpose on the printed form of said institution.

BUSINESS OF THE CORPORATION

The corporation is authorized to proceed to carry on the business for which it was incorporated. The initial business of the corporation shall be to encourage and promote cordial relationships among lawyers by contact, association and communication; foster among the members of the Bar the principles of duty and service to the public; improve the administration of justice; advance the concept of law; and promote and improve efficiency and competency in the practice of law. The corporation is further authorized to engage in other lawful business not inconsistent with, or in conflict with, the ongoing business of the corporation.

SERVICE OF PROCESS

The president is authorized to designate the principal office of the corporation in this state as the office for service of process on the corporation, and to designate such further agents for service of process within or without this state as is in the best interests of the corporation. The president is further authorized to execute any and all documents to implement the above.

RESIGNATIONS, CONSENT AND WAIVER

The signing of this document shall constitute:

1. Waive of Notice of Meeting.
2. The resignation of the Incorporator and the Initial Directors.
3. The waiver of the organizational meeting of the corporation.
4. Ratification of all corporate actions contained herein.
5. Notwithstanding the date this document is signed, the effective date of the organization of the corporation is January 1, 2006.

Date Signed:

Name and Title

Date: _____

H. Wayne Howell, Incorporator
405 County Line Road
Fayetteville, GA 30215-4608

Date: _____

Stephen M. Kiser, Initial Director, Di-
rector and Immediate Past President
300 Prime Point, Suite 100
Peachtree City, GA 30269

Date: _____

Christy Anne Dunkelberger, Initial
Director, Director and President
1832 Highway 54 West
Fayetteville, GA 30214

Date: _____

Jason B. Thompson, Initial Director,
Director and President-Elect
400 Westpark Court, Suite 220
Peachtree City, GA 30269

Date: _____

John B. Miller, Initial Director, Direc-
tor and Secretary
Post Office Box 142908
Fayetteville, GA 30214

Date: _____

Stephen D. Ott
Director and Treasurer
160 Bastille Way, Suite B
Fayetteville, GA 30214

ATTEST:

_____(SEAL)
John B. Miller, Secretary

ATTACHMENTS

A true copy of each of the following documents referred to herein is ap-
pended hereto:

1. November 5, 2005 Resolution of the Fayette County Bar Association
2. Secretary of State Certificate and Articles of Incorporation.
3. By-laws.
4. Membership Roster.
5. Specimen membership certificate.
6. Resolution designating depository of funds.
7. Notice of proposed Resolution to be presented to the membership on Febru-
ary 2, 2006.

NOTICE OF RATIFICATION RESOLUTION

January 5, 2006

The following Resolution will be presented to the members of the Fayette County Bar Association, Inc. on February 3, 2006.

**RESOLUTION
OF THE**

FAYETTE COUNTY BAR ASSOCIATION, INC.

WHEREAS, the members of the Fayette County Bar Association, an unincorporated association, adopted the following resolution at its regular monthly meeting on November 3, 2005:

THEREFORE, BE IT RESOLVED that in December, 2005, the Committee is authorized to file the proposed Corporation's Articles of Incorporation and pay the required fees to the Secretary of State that will incorporate it pursuant to the provisions of the Georgia Nonprofit Corporation Code. The Committee is also authorized to prepare the Bylaws and other necessary documents to organize the Corporation to begin business on January 1, 2006 and that all members in good standing of the Association shall become members in good standing of Corporation; the Association's elected officers and directors shall become officers and directors of the Corporation; and all assets of the Association shall become assets of the Corporation.

WHEREAS, the Fayette County Bar Association, Inc. was incorporated pursuant to the Georgia Nonprofit Corporation Code effective January 1, 2006.

THEREFORE, BE IT RESOLVED that the members of the Fayette County Bar Association, Inc., at its regular monthly meeting on Thursday, February 2, 2006, ratified the actions of the incorporator, the initial directors, and the officers and directors of the corporation regarding the incorporation and organization of the Fayette County Bar Association, Inc.

Date: February 2, 2006

Christy Anne Dunkelberger
President and Chief Executive Officer

ATTEST:

_____(SEAL)
John B. Miller, Secretary