

ASSOCIATION OF GEORGIA OYSTERMEN, INC.

February 9th, 1972 McIntosh County

Lewis C. Todd, Fred Whorton, James L. Tottle, etc.

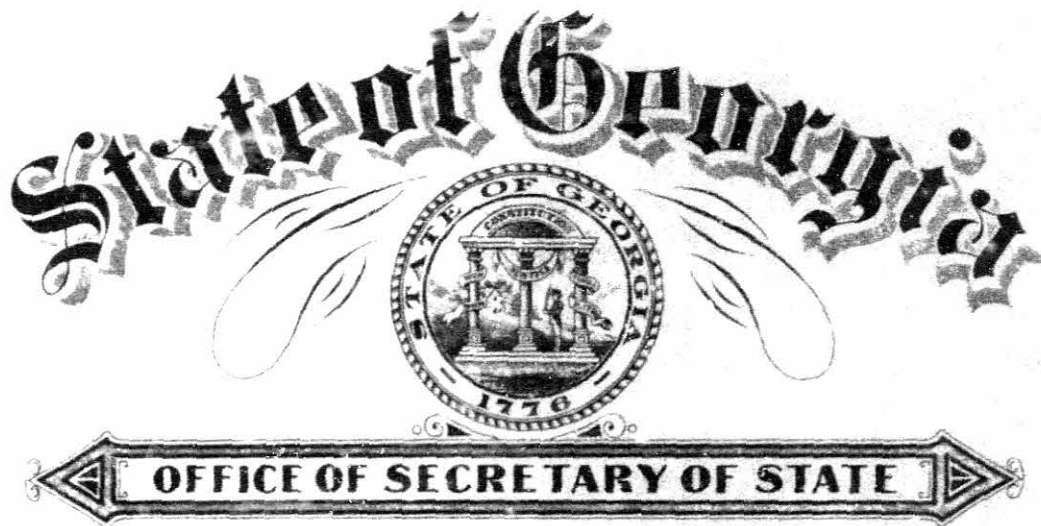
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DUPLICATE



*I, Ben M. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify, that*

"ASSOCIATION OF GEORGIA OYSTERMEN, INC."

was on the 9th day of February, 1972 ,
duly incorporated under the laws of the State of Georgia by the Superior Court of
McIntosh County for a period of perpetual years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this 10th day of February in the year
of our Lord One Thousand Nine Hundred and Seventy
Two and of the Independence of the United States
of America the One Hundred and Ninety-sixth.

Ben M. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION OF THE
ASSOCIATION OF GEORGIA OYSTERMEN, INC.

I.

The name of the corporation is:

"ASSOCIATION OF GEORGIA OYSTERMEN, INC."

II.

The corporation shall have perpetual duration.

III.

The objects and purposes of the Association of Georgia Oystermen, Inc. shall be the restoration and promotion of the Georgia oyster and clam industry to its full economic potential through all lawful means including: education of the public as to the factors affecting the industry and remedial measures needed; improvement of State policies affecting the industry; development of cooperation within all fishery interests and among all Georgia oystermen to achieve maximum benefits for the industry; and to cooperate with such persons, groups, governments or agencies in programs or projects that shall accomplish the purposes and objects of the corporation.

IV.

Petitioners desire that said corporation be vested with all the rights, powers and privileges now or hereafter given to do any and all things which may be needful and proper in the operation and furtherance of the above described objects and purposes, specifically including but not limited to the right to lease, buy and sell real and personal property, and to pledge the same in any manner provided by law to secure loans to further the objects and purposes above described. Petitioners further desire that said corporation shall have all the powers and enjoy all the privileges as are now provided by the laws of the State of Georgia, including any and all other powers and privileges that may hereafter be given by law;

V.

Said corporation and its principal place of business shall be located at P. O. Box 323 in McIntosh County, Georgia. The name and address of the initial registered agent shall be Lewis C. Todd, P. O. Box 323, Darien, Georgia.

VI.

Said corporation is not organized, nor shall it be operated for pecuniary gain or profit, and shall have no capital stock. No part of the net earnings of the corporation shall at any time inure to the benefit of any private individual;

VII.

In the event of dissolution, all assets of the corporation shall be distributed to an organization, or organizations, which is or are exempt from taxation under section 501(c) (3) of the Internal Revenue Code of 1954 or under any corresponding section of the federal income tax law in effect at the time of such distribution which exempts from taxation organizations of the type described in said section 501(c) (3).

VIII.

The corporation shall have the power and authority to accept gifts and contributions, by will or otherwise, in any form of property, provided only that the objects specified by the testator or donor are within the objects and purposes of the corporation. All such gifts and contributions shall be devoted to the objects and purposes and in all respects administered according to the provisions contained in said will or other instrument making said gift or donation to the end that the wishes and directions of the testator or donor shall in all respects be faithfully observed and executed, provided, however, that the corporation shall not accept any gift or contribution which is to be held or used for purposes contrary to the objects and purposes of this corporation;

IX.

The corporation, unless otherwise required by the terms of such donation or contribution, shall have the power, exercisable in the discretion of the Board of Directors of the corporation, to retain all gifts and contributions in the original form in which they may have been received, and also to buy, sell, exchange, and otherwise deal in stocks, bonds, real or personal property, at either public or private sale, without the order of any court or other authority, and to invest and reinvest any funds belonging to the corporation at any time in such securities and property, real or personal, as the directors in their sole discretion may see fit, whether such investments are or are not designated as legal investments for trust funds under the laws of the State of Georgia;

X.

The name and post office address of each of the incorporator-petitioners, who will serve as the initial directors, are as follows: Lewis C. Todd, P. O. Box 323, Darien, Georgia 31305; Fred Whorton, Townsend, Georgia 31331; James L. Tootle, Route 2, Townsend, Georgia 31331; W. Bryan Achord, P. O. Box 1584, Savannah, Georgia 31401; Wiley M. DeWitt, P. O. Box 365, Crescent, Georgia 31304; A. S. Varn, P. O. Box 1593, Savannah, Georgia 31402.

XI.

The governing body of the corporation shall consist of a Board of Directors composed of not less than 3 nor more than 24 members. The petitioners shall serve as the first Board of Directors and until their successors are duly elected and qualified;

XII.

Petitioners further desire that bylaws of the corporation shall be adopted by the first Board of Directors. Such bylaws shall provide for officers and successors on the Board of Directors as well as additions to the Board of Directors of the corporation, the manner of their selection, and such other rules appropriate to bylaws which

have as their purpose the control and management of the corporation, including provisions whereby the bylaws may be amended. Such bylaws also may provide for membership in the corporation, the manner of becoming a member, and the rights of such members; bylaws enacted by the initial Board of Directors may be amended, altered, repealed, and new bylaws adopted by a majority of the total membership.

XIII.

The charter of the corporation may be amended only upon the vote of two-thirds of the members of the Board of Directors.

XIV.

Attached hereto is a Certificate of the Secretary of State relating to the name under which said petitioners desire for themselves and their associates to be incorporated as required by the laws of the State of Georgia.

WHEREFORE, petitioners pray to be incorporated under the name and style aforesaid with all of the rights, powers and privileges as herein set forth, and such additional rights, powers and privileges as may be necessary, proper or incident to the conduct and operation of said corporation and as may be inherent in or allowed to like corporations under the law of the State of Georgia as they now or hereafter may exist.

Lewis C. Todd
Lewis C. Todd

W. Bryan Achord
W. Bryan Achord

Fred Whorton
Fred Whorton

Wiley M. DeWitt
Wiley M. DeWitt

A. S. Varn
A. S. Varn

James L. Tootle
James L. Tootle

IN THE SUPERIOR COURT OF
McINTOSH COUNTY, GEORGIA

The petition of Lewis C. Todd, Fred Whorton, James L. Tootle, W. Bryan Achord, Wiley M. Dewitt, A. S. Varn, petitioners, shows the court as follows:

1.

The Articles of Incorporation of the Association of Georgia Oystermen, Inc., executed by the incorporators are attached hereto.

2.

The Certificate of the Secretary of State that the name, the "Association of Georgia Oystermen, Inc." is available is attached hereto.

WHEREFORE, petitioners pray that the Association of Georgia Oystermen, Inc. be incorporated.


Carroll Leavell
Attorney for Petitioners

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GEORGIA

McINTOSH COUNTY

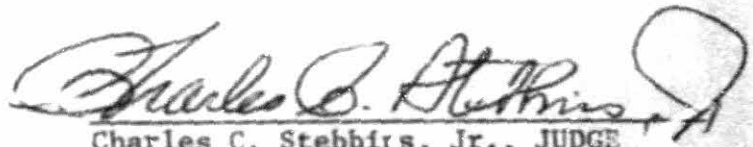
IN THE SUPERIOR COURT OF McINTOSH COUNTY,

ORDER

The foregoing petition of Lewis C. Todd, Fred Whorton, James L. Tootle, W. Bryan Achord, Wiley M. DeWitt and A. S. Varn, to be incorporated under the name of "Association of Georgia Oystermen, Inc." has been duly read after being presented to me and has been considered; and it appearing that said petition is within the purview and intention of the laws of this State applicable thereto; and it further appearing that all of said laws have been fully complied with;

IT IS THEREUPON CONSIDERED, ORDERED AND ADJUDGED that said petition be and the same is hereby granted; and petitioners, their associates, successors and assigns, are hereby incorporated under the name "Association of Georgia Oystermen, Inc." which shall have all the rights, powers and privileges mentioned in said application, and with such additional powers, rights and privileges as are provided by the laws of Georgia as they now exist or may hereafter exist.

This the 9th day of February, 1972.


Charles C. Stebbins, Jr., JUDGE
Superior Court, McINTOSH COUNTY

GEORGIA

McINTOSH COUNTY

Personally appeared before the undersigned officer, Charles M. Williamson, Jr., who says under oath that he is the publisher of the Darien News, a newspaper having a general circulation and whose principal place of business is in said county, and that there has been deposited with said newspaper the cost of publishing the following insertion therein once a week for four consecutive weeks:

NEWSPAPER ADVERTISEMENT

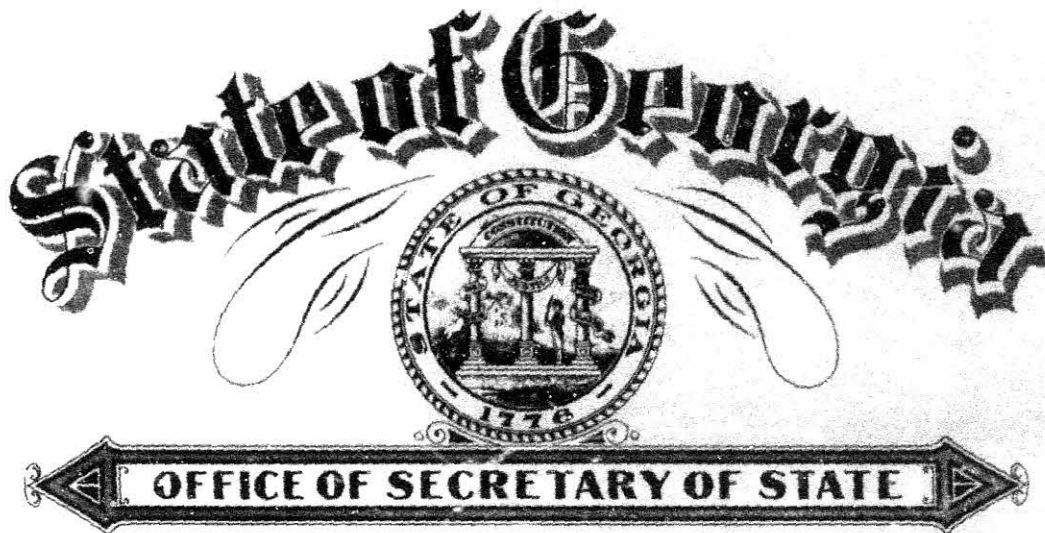
On application of W. M. DeWitt, L. C. Todd, A. S. Varn, W. Bryan Achord, James L. Tootle, Fred Whorton, incorporators, articles of incorporation have been granted to the Association of Georgia Oystermen, Inc. by the Honorable Charles C. Stebbins, Jr., Judge of the Superior Court of McIntosh County, in accordance with the applicable provisions of the Georgia Nonprofit Corporation Code. The registered office of the corporation is located at P. O. Box 323, McIntosh County and its registered agent at such address is L. C. Todd. The purpose of the corporation is to restore and promote the oyster and clam industry in Georgia.

This the 9th day of February, 1972.

Charles M. Williamson, Jr.
Charles M. Williamson, Jr.
Publisher

Sworn to and subscribed before
me, this 9th day of February, 1972.

Ann M. Popwell
Notary Public, State of Georgia
My commission expires 9/26/75.



*J. Ben W. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify that*

based on a diligent search of the records on file in this office. I find that the name of the following proposed domestic corporation to wit

"ASSOCIATION OF GEORGIA OYSTERMEN, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 3rd day of February, in the year of our Lord One Thousand Nine Hundred and Seventy Two and of the Independence of the United States of America the One Hundred and Ninety-Sixth.

Ben W. Fortson Jr.
Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

GEORGIA

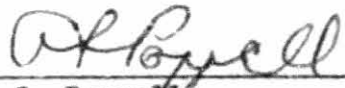
McINTOSH COUNTY

OFFICE OF THE CLERK OF SUPERIOR COURT OF McINTOSH COUNTY

I, A. S. Poppeil, Clerk of the Superior Court of McIntosh County, Georgia, hereby certify that the foregoing is a true and correct copy of the application for charter, and the order of the judge thereon, as the same appears on file in this office.

I further certify that applicants have submitted, and there is filed in this office, an affidavit signed by the duly authorized agent or publisher showing that publication of said petition and order has been duly made according to Section 22-2703 of the Georgia Code Annotated; and that the costs required by Section 22-803, Georgia Code Annotated, have been fully paid, and a receipt has been given to applicants.

This 9th day of Feb., 1972.


A. S. Poppeil
CLERK, SUPERIOR COURT
McINTOSH SUPERIOR COURT