

**RESOLUTION  
OF THE  
FAYETTE COUNTY BAR ASSOCIATION**

**WHEREAS**, the Fayette County Bar Association (“Association”) has encouraged and promoted cordial relationships among lawyers by contact, association and communication; fostered among the members of the Bar the principles of duty and service to the public; improved the administration of justice; advanced the concept of law; and promoted and improved efficiency and competency in the practice of law;

**WHEREAS**, on September 1, 2005, the members of the Association authorized the formation and organization of a new non-profit corporation pursuant to the provisions Georgia Nonprofit Corporation Code;

**WHEREAS**, a copy of this resolution was presented to the members of the Association at its regular scheduled meeting on October 6, 2005 with notice that a vote of the members would be taken at its regularly scheduled meeting on November 3, 2005; and

**WHEREAS**, a committee of the Association (“Committee”) was appointed to prepare Articles of Incorporation and Bylaws for the Fayette County Bar Association, Inc. (“Corporation”).

**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.

**ADOPTED BY THE MEMBERS ON: November 3, 2005.**

\_\_\_\_\_/s/\_\_\_\_\_  
**Stephen M. Kiser, President**

**Attest:**

\_\_\_\_\_/s/\_\_\_\_\_  
**Secretary** (SEAL)