

BOARD OF DIRECTORS OF
NEWNAN PRESBYTERIAN CHURCH, INC.

DIRECTORS' CONSENT IN LIEU OF ORGANIZATIONAL
MEETING OF BOARD OF DIRECTORS

Pursuant to Section 14-2-149 (Michie, 1982) Section 22.710 (Harrison, 1977) of the Georgia Business Corporations Code, the undersigned, being the members of the Board of Directors of NEWNAN PRESBYTERIAN CHURCH, INC., a Georgia corporation (the "Corporation"). NEWNAN PRESBYTERIAN CHURCH, INC., does hereby adopt, approve and authorize the action set forth below as of 9:00 o'clock, a.m., on July 22, 1985, with the same force and effect as if they were adopted, approved and authorized at a formal organizational meeting of the Board of Directors of the Corporation duly called and held in accordance with the provisions of the Georgia Business Corporations Code.

1. The Articles of Incorporation of NEWNAN PRESBYTERIAN CHURCH, INC., granted by the Secretary of State on June 24, 1985, are hereby adopted and approved as the Articles of Incorporation of the Corporation, and the Secretary of the Corporation is hereby directed to insert a certified copy thereof in the minute book of the Corporation. A copy of said Articles of Incorporation together with the certificate of the Secretary of State shall be attached hereto as Exhibit "A".

2. Henceforth, the Minute Book of the Session of the NEWNAN PRESBYTERIAN CHURCH, INC., shall serve as the Minute Book of the corporation.

3. The By-Laws presented to the Directors, a copy of which is attached hereto as Exhibit "B", are hereby adopted and approved as the By-Laws of the Corporation, and the Secretary of the Corporation is directed to place a certified copy thereof in the minute book of the Corporation.

4. The form of seal for the Corporation pressed below is hereby adopted and approved as the seal of the corporation:

provided, however, that the adoption of this seal shall not prohibit the use of such other seal permitted by the By-Laws of the Corporation.

5. The following individuals are elected to the offices set forth beside their respective names to serve until their successors are elected and qualified:

Chairman	Minister, presently Dr. Harry Barrow
Secretary	Clerk of the Session, presently, Jack T. Camp
Treasurer	Millard Johnson

6. The fiscal year of the Corporation is selected as the twelve-month period ending December 31 of each year.

7. The following are designated as the banking depositories for the funds of the Corporation:

Citizens & Southern National Bank
First National Bank in Newnan
Georgia Federal Savings & Loan Association

and said Bank's usual Resolutions in the form attached hereto as Exhibit "C" are adopted and approved.

8. The proper officers of the Corporation are authorized, empowered and directed on and after this date to execute and deliver from time to time in the name and on behalf of the Corporation, such documents, instruments, certificates and notices and to do and perform any and all such further things, which such officers, in their sole and unlimited discretion shall deem necessary or proper for the purpose of effectuating and carrying out the intent of the foregoing Resolutions and actions, and the Board of Directors hereby ratifies and confirms any such actions.

The proper officers of the corporation are hereby directed to transfer the property and funds belonging to Newnan Presbyterian Church to the corporation. This authorization includes the authority to change all bank accounts, certificates of deposit, stock accounts, and other intangibles to the corporate name.

IN WITNESS WHEREOF, the undersigned Directors have executed this Consent as of the day and date set forth above.

Robert W. Coggin
Robert W. Coggin

Boyce Thomas
Dr. Boyce Thomas

Phil Vincent
Phil Vincent

J. B. Williams
J. B. Williams

Arnold J. Bowers
Arnold J. Bowers

Jack T. Camp
Jack T. Camp

Fritz Orr, Jr.
Fritz Orr, Jr.

Thomas M. Payne
Thomas M. Payne

Miss Sally Bowen
Miss Sally Bowen

Robert G. Cross
Robert G. Cross

W. E. Kohen
W. E. Kohen

Charles S. Stone
Charles S. Stone