



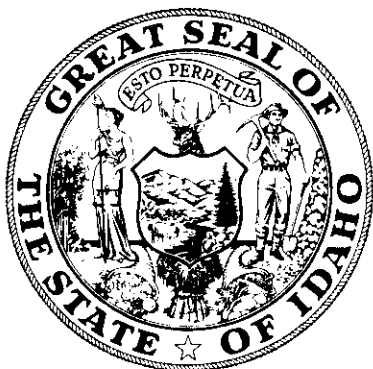
CERTIFICATE OF AUTHORITY  
OF

**THE PINKERTON AND LAWS COMPANY**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **THE PINKERTON AND LAWS COMPANY** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **THE PINKERTON AND LAWS COMPANY** to transact business in this State under the name **THE PINKERTON AND LAWS COMPANY** and attach hereto a duplicate original of the Application for such Certificate.

Dated **June 2, 1983**



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is THE PINKERTON AND LAWS COMPANY
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Georgia
4. The date of its incorporation is May 15, 1956 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 875 Douglas Road, NE, Atlanta, GA 30342
6. The address to which correspondence should be addressed, if different from that in item 5 \_\_\_\_\_
7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Buying, selling and dealing in real estate; building, repairing and dealing in improvements to realty; and dealing in goods, wares and merchandise of every
9. The names and respective addresses of its directors and officers are: \_\_\_\_\_ description.

Name	Office	Address
Arthur P. Laws	Chmn. of the Board, Director	875 Douglas Road, N.E., Atlanta, GA 30342
John M. Pinkerton	Chmn. of Executive Comm., Director	875 Douglas Road, N.E., Atlanta, GA 30342
William R. Collins, Jr.	President and Director	875 Douglas Road, N.E., Atlanta, GA 30342
J. Paul Cranmer	Vice President-Administration	875 Douglas Road, N.E., Atlanta, GA 30342
Barry C. Lewis	Sr. Vice President	5318 Pine Arbor Dr., Houston, TX 77066
Jerry Arnold	Vice President	9076 Green Valley Ct., Douglasville, GA 30134
David Brooks	Vice President	1155 University Dr., Atlanta, GA 30306
Larry Coll	Vice President	1466 Wolf Valley Ct., Acworth, GA 30101
Ronald Smith	Vice President	2979 Stratford Arms Dr., Chamblee, GA 30341
Carolyn R. Bay	Secretary-Treasurer	3805 Catalina Dr., Marietta, GA 30066

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500,000	Common	\$.10

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
444,000	Common	\$.10

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 5/31, 19 83

The Pinkerton and Laws Company

By J. P. Cranmer

Its VICE President

and

Carolyn R. Bay

Its \_\_\_\_\_ Secretary

STATE OF Georgia )  
 ) ss:  
COUNTY OF Fulton )

I, Patricia R. Wooster, a notary public, do hereby certify that on this 31 day of May, 19 83, personally appeared before me J. P. Cranmer, who being by me first duly sworn, declared that he is the Vice President of The Pinkerton and Laws Company.

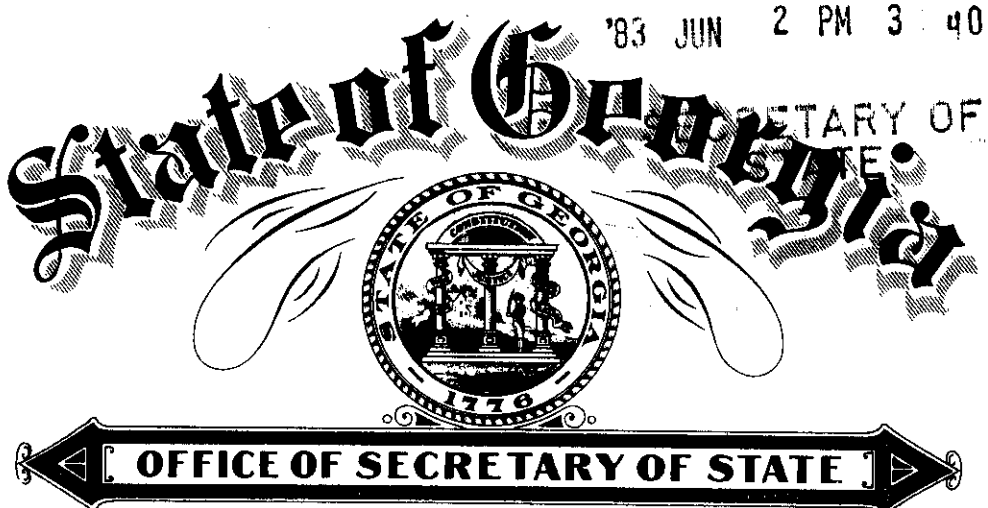
that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Patricia R. Wooster

Notary Public

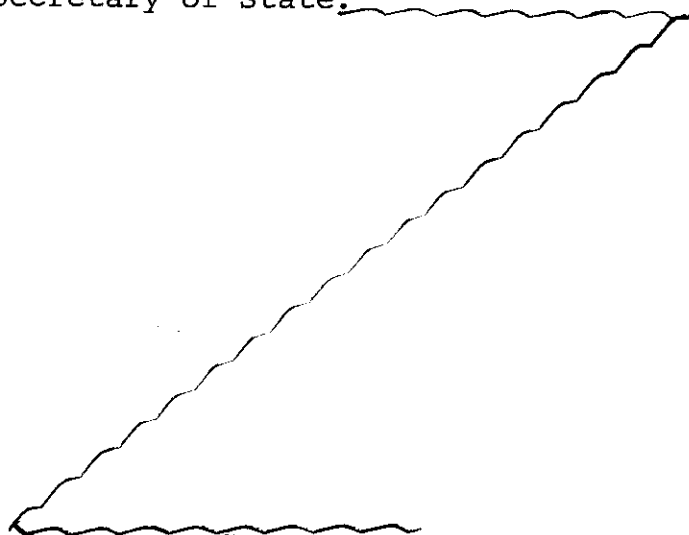
\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Notary Public, Georgia, State at Large,  
My Commission Expires Jan. 10, 1984



*I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that*

the seventeen pages of photographed printed matter hereto attached is a true and correct copy of the Articles of Incorporation, Certificate of Incorporation and Amendment for "THE PINKERTON AND LAWS COMPANY" a corporation created under the laws of the State of Georgia, as the same appears of file and record in the Office of the Secretary of State.



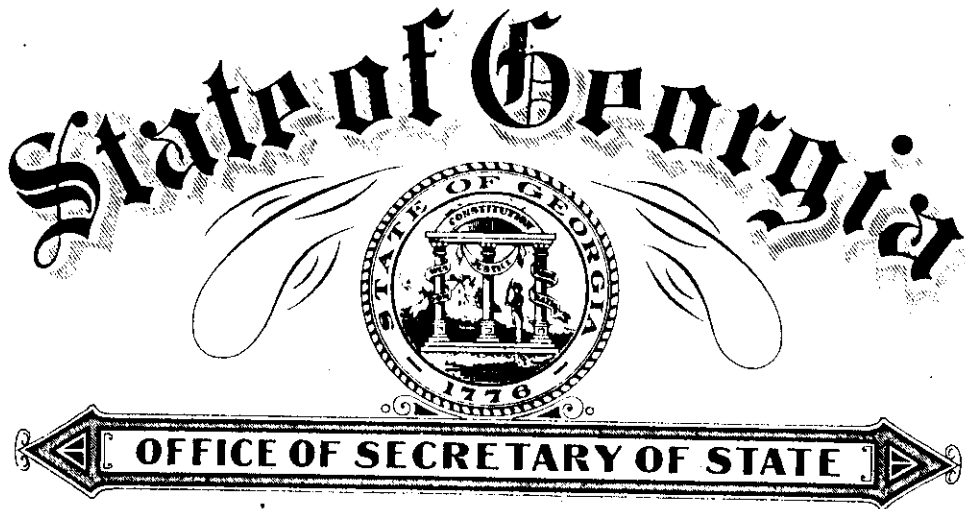
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 1st day of June in the year of our Lord One Thousand Nine Hundred and Eighty Three and of the Independence of the United States of America the Two Hundred and Seven.

*Max Cleland*

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



# DUPLICATE



*I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that* the articles of incorporation of "THE PINKERTON AND LAWS COMPANY" have been duly amended under the laws of the State of Georgia on the 30th day of December, 1981, by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **30th** day of **December** in the year of our Lord One Thousand Nine Hundred and Eighty **One** and of the Independence of the United States of America the Two Hundred and **Six.**

  
\_\_\_\_\_  
SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

RECEIVED  
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ARTICLES OF AMENDMENT  
OF  
THE PINKERTON AND LAWS COMPANY

SECRETARY OF STATE

ONE

The name of the corporation is The Pinkerton and Laws Company.

TWO

These Articles of Amendment amend the original Articles of Incorporation by deleting Section 3 thereof and substituting therefor this New Section 3 to read as follows:

3. The Corporation shall have the authority to be exercised by the Board of Directors to issue not more than Five Hundred Thousand (500,000) shares of common voting stock of One-Tenth Dollars (\$0.10) par value. The corporation shall have authority to commence to do business when a minimum of one hundred (100) shares have been subscribed and a minimum of Ten Thousand Dollars (\$10,000) shall have been paid in an account of such subscriptions.

THREE

The board of directors agreed to the adoption of the amendment of the Articles of Incorporation, as stated in Section Two hereof, by unanimous written consent effective the 15 day of December, <sup>1981</sup>~~1982~~.

FOUR

The shareholders of the corporation agreed to the adoption of the amendment to the Articles of Incorporation, as stated in Section Two hereof, by unanimous written consent effective the 15 day of December, <sup>1981</sup>~~1982~~, there being 355 shares outstanding.

IN WITNESS WHEREOF, the undersigned officers of the corporation execute these Articles of Amendment this 15 day of December, <sup>1981</sup>~~1982~~.

BY: \_\_\_\_\_

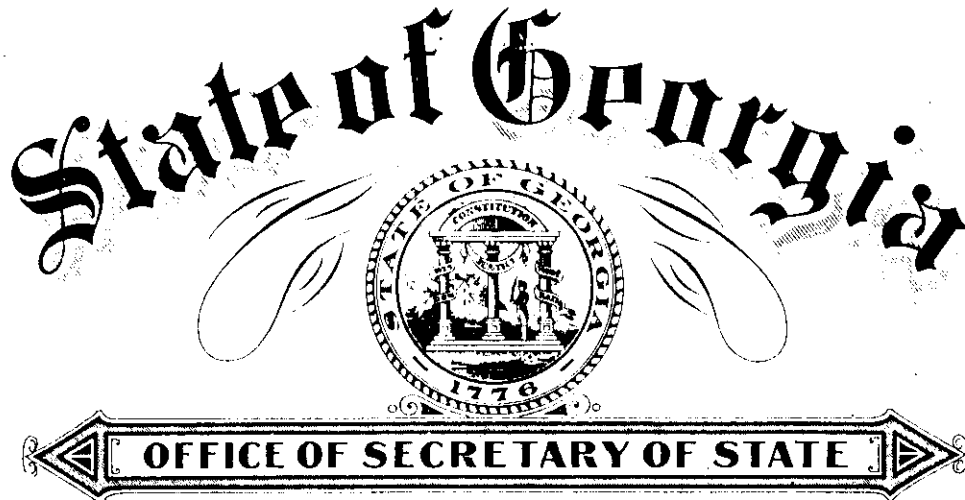
\_\_\_\_\_  
President

ATTEST: \_\_\_\_\_

\_\_\_\_\_  
Secretary

(CORPORATE SEAL)

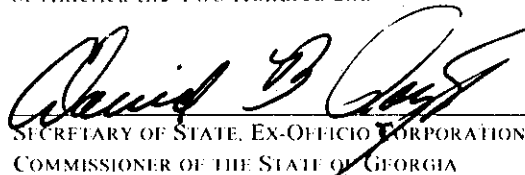
DUPLICATE



*I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that*

"THE PINKERTON AND LAWS COMPANY" and "CONTRACTORS' SERVICES, INC.", both corporations of the State of Georgia, have been duly merged under the laws of the State of Georgia, pursuant to articles of merger, filed in the office of the Secretary of State on the 3rd day of November, 1980, effective the 3rd day of November, 1980, into "THE PINKERTON AND LAWS COMPANY", the resulting corporation, and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **3rd** day of **November** in the year of our Lord One Thousand Nine Hundred and Eighty and of the Independence of the United States of America the Two Hundred and **Five.**

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



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SECRETARY OF STATE

ARTICLES OF MERGER OF CONTRACTORS' SERVICES, INC.  
INTO THE PINKERTON AND LAWS COMPANY

1.

The Plan of Merger attached hereto as Exhibit A and by reference made a part hereof was duly approved by the Boards of Directors of The Pinkerton and Laws Company and Contractors' Services, Inc.

2.

The surviving corporation of the merger shall be The Pinkerton and Laws Company and it shall continue to exist and to be known as "The Pinkerton and Laws Company".

3.

A vote of the shareholders of The Pinkerton and Laws Company and Contractors' Services, Inc. was not required to adopt the Plan of Merger because The Pinkerton and Laws Company owns all of the issued and outstanding shares of stock of Contractors' Services, Inc. and because the Plan of Merger effects no changes in the Articles of Incorporation of The Pinkerton and Laws Company.

4.

The affirmative vote of three of the four directors of The Pinkerton and Laws Company was required to adopt the Plan of Merger. The Plan of Merger was unanimously adopted on October 17, 1980 by the affirmative vote of all members of the Board of Directors of The Pinkerton and Laws Company.

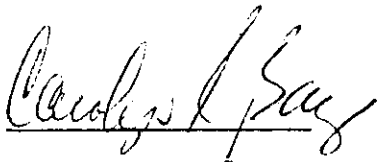
5.

The affirmative of two of the two directors of Contractors' Services, Inc. was required to adopt the Plan of Merger. The Plan of Merger was unanimously adopted as of October 17, 1980 by the affirmative vote of all members of the Board of Directors of Contractors' Services, Inc.

6.

The merger contemplated by the Plan of Merger shall be effective as of the close of business on the date these Articles are delivered to the Secretary of State of Georgia for filing.

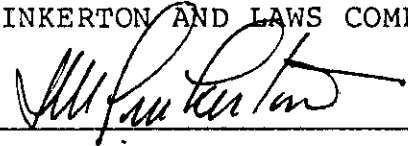
ATTEST:



(CORPORATE SEAL)

THE PINKERTON AND LAWS COMPANY

By:



(Signatures continued on next page)

CONTRACTORS' SERVICES, INC.

ATTEST:

(CORPORATE SEAL)

BY:

EXHIBIT A  
PLAN OF MERGER

The Pinkerton and Laws Company ("Pinkerton and Laws") is the owner of all of the issued and outstanding shares of Contractors' Services, Inc. ("Contractors' Services"). The Board of Directors of Pinkerton and Laws and Contractors' Services are of the opinion that the two corporations by merger can be operated more economically and efficiently and agree that the purpose of each corporation can be more effectively accomplished by merging Contractors' Services into Pinkerton and Laws with Pinkerton and Laws to remain as the resulting, continuing, and surviving corporation pursuant to the terms and conditions set forth in this Plan. The Board of Directors of each corporation intend that this Plan of Merger constitute a Plan of Reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1954 and a Plan of Liquidation pursuant to Section 332 of the Internal Revenue Code of 1954.

SECTION 1  
DEFINITIONS

1.1 "Constituent Corporations" shall refer collectively to Pinkerton and Laws and Contractors' Services.

1.2 "Effective Date" shall mean the date on which the merger contemplated by this Plan becomes effective pursuant to the laws of the State of Georgia, as determined in accordance with Section 3 of this Plan.

1.3 "Surviving Corporation" shall refer to Pinkerton and Laws which, subsequent to the merger contemplated by this Plan, shall continue to be known as The Pinkerton and Laws Company in accordance with Section 2 of this Plan.

## SECTION 2

### MERGER OF CONTRACTORS' SERVICES INTO PINKERTON AND LAWS

2.1 In accordance with the applicable laws of the State of Georgia, Contractors' Services shall, on the Effective Date, be merged into Pinkerton and Laws, the holder of all of the issued and outstanding shares of stock of Contractors' Services. Pinkerton and Laws shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Georgia under the corporate name "The Pinkerton and Laws Company".

2.2 On and after the Effective Date, the Surviving Corporation shall retain its same corporate identity, existence, purposes, powers, franchises, rights and immunities, unaffected and unimpaired by the merger, and the corporate

identity, existence, purposes, powers, franchises, rights and immunities of the Constituent Corporations shall be merged and fully vested in the Surviving Corporation. The existence of Contractors' Services, except as it may be continued by statute, shall cease on the Effective Date and on the Effective Date Pinkerton and Laws and Contractors' Services shall be and become a single corporation.

2.3 On and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises of both Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever accounts, and all other choses in action, and all and every other interest of or belonging to or due to both Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

2.4 On and after the Effective Date, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of both Constituent Corporations. Any claim existing or action or proceeding pending by or against Contractors' Services may be prosecuted as if the merger had not taken place, or Pinkerton and Laws may be

substituted in the place of Contractors' Services. Neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.

### SECTION 3

#### EFFECTIVE DATE

The merger contemplated by this Plan shall become effective as of the date on which Articles of Merger are delivered to the Secretary of State of Georgia for filing.

### SECTION 4

#### ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of Pinkerton and Laws as they exist on the Effective Date shall be and remain the Articles of Incorporation of the Surviving Corporation, and no changes shall be made in such Articles of Incorporation by virtue of the merger.

### SECTION 5

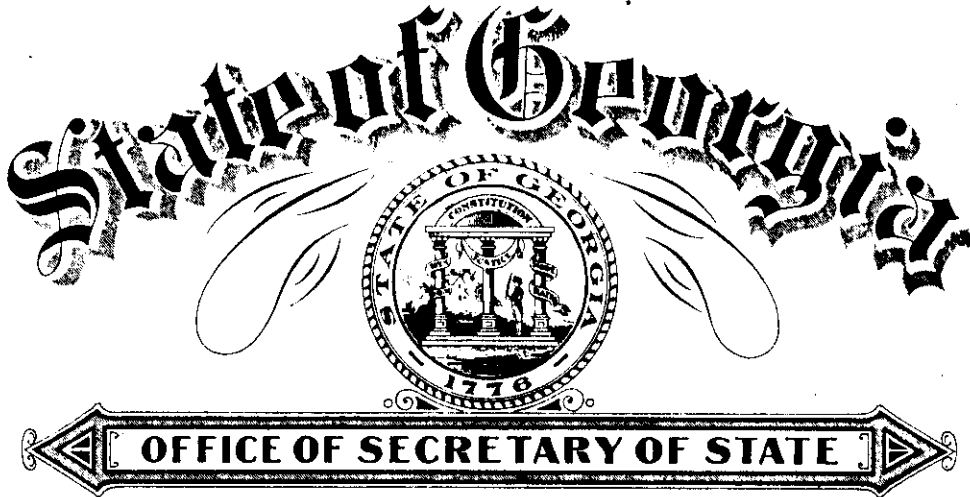
#### TREATMENT OF SHARES

All of the shares of stock of Pinkerton and Laws issued and outstanding on the Effective Date shall be unaffected by the

merger and shall continue to exist as issued and outstanding shares of stock of the Surviving Corporation. Each share of stock of Contractors' Services issued and outstanding on the Effective Date shall be cancelled.



DUPLICATE



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

"THE PINKERTON AND LAWS COMPANY"

was on the 15th day of May 1956 ,  
duly incorporated under the laws of the State of Georgia by the Superior Court of  
Fulton County for a period of Thirty-five years  
from said date, in accordance with the certified copy hereto attached, and that a certified copy  
of the charter of said corporation has been duly filed in the office of the Secretary of State and  
the fees therefor paid, as 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 15th day of May in the year  
of our Lord One Thousand Nine Hundred and Fifty-  
Six and of the Independence of the United States  
of America the One Hundred and Eightieth.

Ben W. Fortson, Jr.  
SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA.

GEORGIA, FULTON COUNTY.

# 26654

TO THE SUPERIOR COURT OF FULTON COUNTY:

The petition of WARNER S. CURRIE, E. A. PEARSON, and GLOVER MCGHEE respectfully shows:

1. That they desire for themselves, their successors, associates and assigns to be incorporated under the name of

**THE PINKERTON AND LANS COMPANY**

for the full period of thirty-five (35) years with the right to renew from time to time thereafter.

2. The object of said corporation is pecuniary gain. The general nature of the business to be engaged in by said corporation will be buying, selling and dealing in real estate, building, repairing and dealing in improvements to realty and dealing in goods, wares and merchandise of every description.

3. The capital stock of said corporation shall be five hundred (500) shares with a par value of One Hundred Dollars (\$100.00) per share. The corporation shall have authority to commence to do business when a minimum of one hundred (100) shares have been subscribed and a minimum of Ten Thousand Dollars (\$10,000.00) shall have been paid in on account of such subscriptions.

4. Said corporation shall have and exercise any and all powers normally granted to and exercised by corporations of the State of Georgia, and any and all privileges enumerated in the Code of Georgia of 1933 as amended, and subject to the privileges as may hereafter be granted by law to corporations of a similar nature and character.

5. The names and Post Office Addresses of each of the applicants for charter are as follows:

Warner S. Currie, 312 - 101 Marietta St. Bldg., Atlanta, Ga.;

E. A. Pearson, 312 - 101 Marietta St. Bldg., Atlanta, Ga.;

Glover McGhee, 312 - 101 Marietta St. Bldg., Atlanta, Ga.

6. Applicants pray that the corporation shall have the right to receive in payment of its capital stock cash, property and services, and any of them at a fair valuation.

WHEREFORE applicants pray to be incorporated under the name and style aforesaid with all the powers, privileges and immunities herein set forth, and as are now or may hereafter be allowed a corporation of similar character under the laws of Georgia and pray that a charter do issue.

Currie & McGhee  
CURRIE AND MCGHEE, Attorneys

312 - 101 Marietta St. Bldg.

Atlanta 3, Georgia

ORDER

The petition of the within named incorporators to be incorporated under the name of

**THE PINKERTON AND LAWS COMPANY**

read and considered, and it appearing from an examination of the petition that the application is legitimately within the purview and intention of the laws of this state, and it appearing from the certificate of the Secretary of State that the proposed name of the corporation is not the name of any other existing corporation, the application is hereby granted, and the corporation is hereby created under the same name, with all the rights, powers and privileges prayed for and with all the powers given by law to corporations of similar character.

This 15 day of May, 1956.

S/ E. E. Andrews

Judge, Superior Court, Atlanta  
Judicial Circuit

FILED IN OFFICE THIS THE

15 Day of May 1956  
W. A. Sanford  
Deputy Clerk

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA, COUNTY OF FULTON

Before me, the undersigned, a Notary Public, this day personally came John Harrison who, being first duly sworn, according to law, says that he ~~or she~~ is the Agent of the Daily Report Company, publishers of the FULTON COUNTY DAILY REPORT, the official newspaper in which the Sheriff's advertisements in and for said County are published, and a newspaper of general circulation, with its principal place of business in said County, and that there has been deposited with said newspaper the cost of publishing four (4) insertions of said application for Charter \_\_\_\_\_

The Pinkerton and Lays Company  
once a week for four (4) weeks with the order of the Judge thereon.

John Harrison  
Subscribed and sworn to before me  
this 15th day of May, 1956.

Margaret C. Zachry  
Notary Public, Fulton County, Georgia

STATE OF GEORGIA

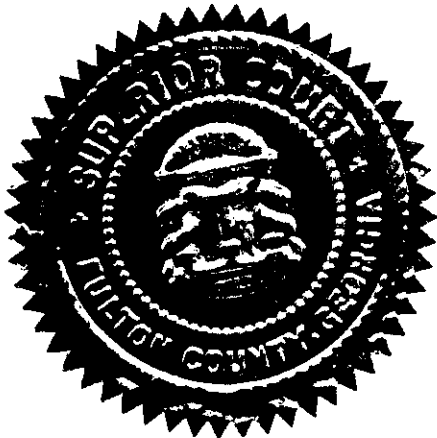
COUNTY OF FULTON

I, J. W. SIMMONS, Clerk of the Superior Court of  
Fulton County, Georgia, do hereby certify that the within  
and foregoing is a true and correct copy of petition of  
**Warner S. Currie** et al, for incorporation  
under the name and style of

**THE PINKERTON AND LAWS COMPANY**  
and the Order of Court thereon allowing same, all of  
which appears of file and record in this office.

Given under my hand and seal of office

This the **15** day of **May, 1956.**



*J W Simmons*  
CLERK OF SUPERIOR COURT  
FULTON COUNTY, GEORGIA