

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

**FIRST AMERICAN NATIONAL SECURITIES, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FIRST AMERICAN NATIONAL SECURITIES, INC.**

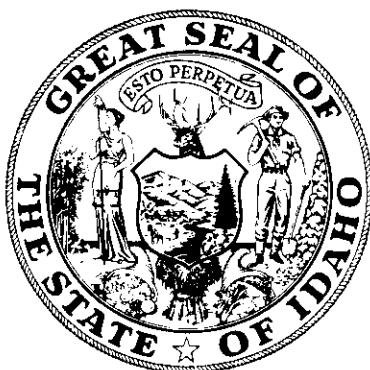
for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **FIRST AMERICAN NATIONAL SECURITIES, INC.**

to transact business in this State under the name **FIRST AMERICAN NATIONAL SECURITIES,**

**INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 6**, 19 **81**



*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 <sup>hereby</sup> ~~for that purpose sub-~~ of Authority to transact business in your State, and the following statement:

1. The name of the corporation is First American National Securities, Inc.
2. \*The name which it shall use in Idaho is First American National Securities, Inc.
3. It is incorporated under the laws of Georgia P.C. 1981
4. The date of its incorporation is July 7, 1981 and the period of its  
duration is perpetual AUG. 9, 1981
5. The address of its principal office in the state or country under the laws of which it is incorporated is  
3145 Tucker-Norcross Road, Suite 105,  
Tucker, Georgia
6. 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.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
  - a. to engage in the marketing of securities as a broker/dealer.
  - b. to engage in any activity or business relating thereto
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Douglas H. Hartline	President/Director	3145 Tucker-Norcross Road, Suite 105 Tucker, Georgia 30084
William C. Keane	Treasurer/Director	3145 Tucker-Norcross Road, Suite 105, Tucker, Georgia 30084
David H. den Boer	Secretary	2302 Parklake Drive, Suite 400, Atlanta, Georgia 30345

9. 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
100,000	common	\$0.10

(continued on reverse)

10. 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
15,000	common	\$0.10

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

12. 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 July 28, 1981.

First American National Securities, Inc.

By Douglas H. Hartline  
Douglas H. Hartline

Its President  
and David H. den Boer  
David H. den Boer

Its Secretary

STATE OF Georgia )  
COUNTY OF Fulton )ss:

I, Deborah J. White, a notary public, do hereby certify that on this 28th day of July, 1981, personally appeared before me Douglas H. Hartline, who being by me first duly sworn, declared that he is the President of First American National Securities, Inc.

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

Deborah J. White  
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.



AUG 2 1981  
RECEIVED  
ATLANTA  
EX-100



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

the eight pages of photographed printed matter hereto attached is a  
true and correct copy of the Articles of Incorporation and Certificate of  
Incorporation for

"FIRST AMERICAN NATIONAL SECURITIES, INC."

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.

RECEIVED

ATLANTA 1981

ATLANTA, GA 30334

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 24th day of July 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.

*David B. Poythress*  
SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

DUPPLICATE

State of Georgia



OFFICE OF SECRETARY OF STATE

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

"FIRST AMERICAN NATIONAL SECURITIES, INC."

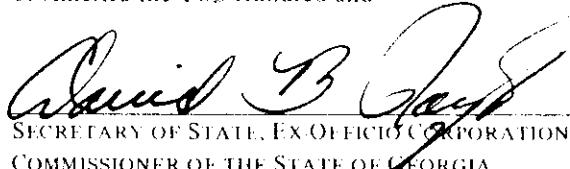
has been duly incorporated under the laws of the State of Georgia on the **7th**  
day of **July**, 19 **81**, by the filing of articles of incorporation in the office of the  
Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true  
copy of said articles of incorporation.

RECEIVED

AUG 05 1981

DEPT. 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 **7th** day of **July** 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

ARTICLES OF INCORPORATION  
OF  
FIRST AMERICAN NATIONAL SECURITIES, INC.

1.

The name of the corporation is FIRST AMERICAN NATIONAL SECURITIES, INC.

2.

The corporation shall have perpetual duration.

3.

The corporation is a corporation for profit and is organized for the following general purposes:

- a. To engage in the marketing of securities as a broker/dealer,
- b. To engage in any lawful business or activity relating thereto, and;
- c. To engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code.

4.

The corporation shall have all of the powers and shall enjoy all of the rights, privileges and immunities as provided for under the Georgia Business Corporation Code, and is organized pursuant to said Code.

5.

The corporation shall be authorized to issue its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

6.

The maximum number of shares of capital stock that the corporation shall be authorized to have outstanding at any time shall be

100,000 shares of common stock of the par value of \$0.10 per share; and the corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than \$500.00 for the issuance of its shares of common stock.

7.

None of the holders of shares of common stock of the corporation shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of capital stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

8.

The Board of Directors of the corporation may authorize the issuance of bonds, debentures and other evidences of indebtedness of the corporation and may fix all the terms thereof, including, without limitation, the convertibility thereof into shares of stock of the corporation of any class, or any series of the same class.

9.

*Milton*

The initial registered office of the corporation shall be 38 Old Ivy Road, N.E., Atlanta, Georgia, 30342, and the initial registered agent of the corporation at such address shall be Kevin S. King.

10.

The initial Board of Directors of the corporation shall consist of three (3) persons, whose names and address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Douglas H. Hartline	3145 Tucker-Norcross Road Suite 105 Tucker, Georgia 30084
William C. Keane	3145 Tucker-Norcross Road Suite 105 Tucker, Georgia 30084
David H. den Boer	2302 Parklake Dr. N.E. Suite 400 Atlanta, Georgia 30345

11.

The name and address of the incorporator is Douglas H. Hartline, 3145 Tucker-Norcross Road, Suite 105 Tucker, Georgia 30084.

12.

The corporation shall have the power, acting by its Board of Directors, to make distributions to its shareholders out of its capital surplus and to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor.

13.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To fix, determine, and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital.
- (b) To set apart out of any of the funds of the corporation legally available for dividends on operating reserve or reserves.
- (c) To make, amend, alter, change, add to, or repeal bylaws of the corporation, without any action on the part of the shareholders. The bylaws made by the Directors may be amended, altered, changed, added to, or repealed by a majority of a quorum of the shareholders.
- (d) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real or personal property of the corporation.
- (e) From time to time to determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of any stockholder; and no stockholder shall have any right to inspect any account or book or document of the corporation except as conferred by statute or bylaws or as authorized by resolution of the stockholders of Board of Directors.
- (f) To authorize the payment of compensation to the Directors for services to the corporation, including fees and expenses for attendance at meetings of the Board of Directors, the executive committee, and other committees and salaries for serving as such Directors or committee members, and to determine the amount of such compensation.

(g) From time to time to formulate, establish, promote, and carry out, and to amend, alter, change, revise, recall, repeal or abolish a plan or plans for the participation by all or any of the employees, including Directors and officers, of the corporation, or of any corporation, company association, trust or organization in which or in the welfare of which the corporation has any interest and those actively engaged in the conduct of the corporation's business, in the profits, gains, or business of the corporation or of any branch or division thereof as part of the corporation's legitimate expenses and for the furnishing to such employees, Directors, officers, or persons, or any of them at the corporation's expense, of medical expenses, insurance against accident, sickness or death, pensions during old age, disability or unemployment education, housing, social services, recreation or other similar aids for their relief or general welfare in such manner and upon such terms and conditions as the Board of Directors shall determine.

(h) From time to time to formulate, establish, and carry out, and to amend, alter, change, revise, recall, repeal, or abolish, a plan or plans providing for the purchase of shares of stock of the corporation by, or for the granting of options or other rights to purchase shares of stock of the corporation, to all or any of the officers and other employees of the corporation upon such terms and conditions and for such consideration as the Board of Directors may determine in good faith to be fair and reasonable.

14.

The corporation shall indemnify, to the full extent that it shall have power under applicable law to do so and in the manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation. The corporation may indemnify, to the full extent it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an employee or agent of the corporation as a director, officer, employee or agent of, or participant in, another corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this paragraph shall not be deemed exclusive of any other rights to which any

person seeking indemnification may be entitled under any bylaw agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be such director, officer, employee, agent or participant and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, we have hereunto executed these Articles of Incorporation, this 19th day of June, 1981.

Douglas H. Hartline  
Douglas H. Hartline

William C. Keane  
William C. Keane

David H. den Boer  
David H. den Boer

**A. L. WILLIAMS**

2302 PARKLAKE DRIVE, N. E.

SUITE 400

ATLANTA, GEORGIA 30345

404 939-6838

KEVIN S. KING  
GENERAL COUNSEL

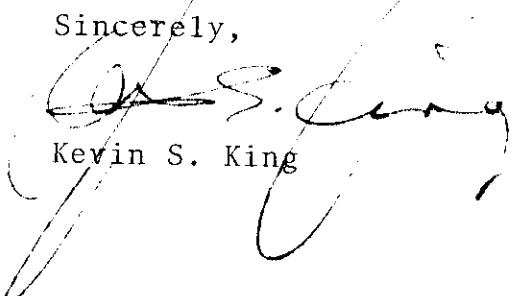
July 7, 1981

Secretary of State  
State of Georgia  
Suite 600  
Peachtree Center South  
225 Peachtree Street  
Atlanta, Georgia 30303

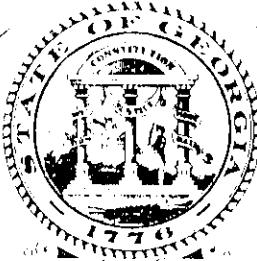
Dear Sir:

I Kevin S. King, whose address is 38 Old Ivy Road, N.E.  
Atlanta, Georgia, hereby consent to be the registered  
agent for First American National Securities, Inc. upon  
whom legal process may be served.

Sincerely,

  
Kevin S. King

# State of Georgia



## OFFICE OF SECRETARY OF STATE

*I, David B. Poythress, 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

"FIRST AMERICAN NATIONAL SECURITIES, 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 my office, at the Capitol, in the City of Atlanta, this 18th day of June, 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 Five

Secretary of State, Ex-Officio Corporation  
Commissioner of the State of Georgia