

1 **A RESOLUTION OF THE BOARD OF COMMISSIONERS OF FULTON COUNTY,**
2 **GEORGIA, AUTHORIZING THE CREATION OF A NONPROFIT CORPORATION TO**
3 **FACILITATE THE FINANCING OF CERTAIN PUBLIC FACILITIES IN FULTON**
4 **COUNTY, GEORGIA PURSUANT TO A MULTIYEAR CONTRACT TO BE ENTERED**
5 **INTO IN ACCORDANCE WITH THE PROVISIONS OF SECTION 36-60-13 OF THE**
6 **OFFICIAL CODE OF GEORGIA, ANNOTATED (THE "ACT"); AUTHORIZING AND**
7 **DIRECTING THE CONDUCT OF A PUBLIC HEARING AND THE PUBLICATION OF**
8 **PRIOR NOTICE THEREOF IN ACCORDANCE WITH THE ACT; AND FOR RELATED**
9 **PURPOSES.**

10
11 **WHEREAS,** the Fulton County Board of Commissioners has determined that there exists
12 a need to finance certain public facilities within Fulton County, Georgia, pursuant to the authority
13 granted by the Official Code of Georgia, Annotated, Section 36-60-13 (the "Act"), which permits
14 the acquisition of goods, materials, real and personal property, services and supplies through the
15 utilization of a multiyear lease, purchase or lease purchase contract ("multiyear contract"); and

16 **WHEREAS,** to facilitate such financing under the Act, it is appropriate to create a nonprofit
17 corporation to serve as an instrumentality of Fulton County, Georgia and a necessary party to the
18 financing transactions contemplated thereunder; and

19 **WHEREAS,** the Act also requires that prior to entering into a multiyear contract, the county
20 or municipality proposing to do so conduct a public hearing after the publication of two weeks'
21 notice thereof in a newspaper of general circulation; and the Fulton County Board of Commissioners
22 is desirous of complying therewith and desirous of appointing a hearing officer to conduct the public
23 hearing on behalf of Fulton County;

24 **NOW THEREFORE BE IT RESOLVED,** that the Fulton County Board of Commissioners
25 hereby authorizes the incorporation and organization of a nonprofit corporation pursuant to the
26 provisions of the Georgia Nonprofit Corporation Code, to be known as "Fulton County Facilities
27 Corp." (the "Corporation"), for the use and benefit of Fulton County, Georgia, and as an
28 instrumentality thereof, to facilitate the financing of the acquisition, construction and equipping of

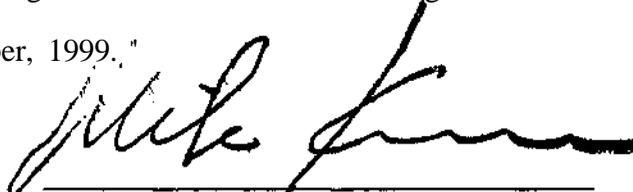
1 certain public facilities in Fulton County, Georgia; and

2 **BE IT FUTHER RESOLVED**, that the Fulton County Board of Commissioners hereby
3 approves the initial Board of Directors of the Corporation, consisting of the Chairman of the Fulton
4 County Board of Commissioners, the Director of Finance, the County Manager and two Fulton
5 County Commissioners to be elected at this meeting, to wit: _____ and
6 _____;

7 **BE IT FURTHER RESOLVED**, that the proposed Articles of Incorporation and Bylaws
8 of the Corporation in the forms attached hereto as Exhibits "A" and "B", respectively, and
9 incorporated herein by reference are hereby authorized and approved; and

10 **BE IT FURTHER RESOLVED**, that the Fulton County Board of Commissioners hereby
11 authorizes and directs the holding of a public hearing and the publication of a notice thereof, in the
12 form attached hereto as Exhibit "C" and incorporated herein by reference, at least two weeks prior
13 thereto in accordance with the requirements of the Act, on the proposal of Fulton County, Georgia,
14 to enter into a multiyear contract for the purpose of financing the acquisition, construction and
15 equipping of certain public facilities in Fulton County, Georgia, and hereby appoints the Director
16 of Finance of Fulton County, Georgia as the hearing officer to conduct said hearing.

17 **ADOPTED** this 3rd day of November, 1999."

18 
19 _____

20 Mike Kenn, Chairman
21 Fulton County Board of Commissioners

22 **ATTEST:**

23 
24 _____
25 Justine Boyd
26 Clerk to the Commil'sion

27 **APPROVED AS TO FORM:**

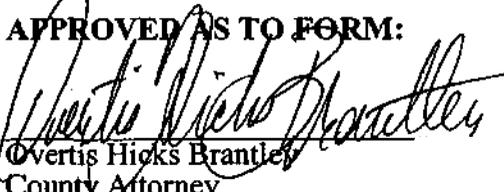
28 
_____ Overtis Hicks Brantley
County Attorney

EXHIBIT "A"

ARTICLES OF INCORPORATION OF FULTON COUNTY FACILITIES CORP.

ARTICLE I

The name of the corporation is:

FULTON COUNTY FACILITIES CORP.

ARTICLE II

The period of the existence of the corporation shall be perpetual.

ARTICLE III

The corporation is organized as a public purpose corporation pursuant to the provisions of the Georgia Nonprofit Corporation Code, exclusively for the use and benefit of Fulton County, Georgia, and as an instrumentality thereof, to facilitate the financing of the acquisition, construction and equipping of certain public facilities in Fulton County, Georgia, within the meaning of Section 115(a) of the Internal Revenue Code of 1986 (the "Code"); and exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986

The Corporation shall be authorized to perform all other acts necessary or incidental to the attainment of and related to the foregoing purposes and to do whatever is deemed necessary, useful, advisable, appropriate or conducive, directly or indirectly, in the pursuit thereof or of related purposes, including the exercise of all power and authority enjoyed by corporations organized under the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE IV

The affairs of the corporation shall be managed by a Board of Directors. The method of election of Directors shall be as determined by the Bylaws of the corporation.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by causing the same to be distributed to Fulton County, Georgia for its exclusive use and benefit for public charitable purposes within the meaning of Sections 501 (c)(3) and 170 (c)(2) of

the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such purposes.

ARTICLE VII

The initial registered office of the corporation shall be at 141 Pryor Street, S.W., Suite 4038, Atlanta, Fulton County, Georgia (30303).

The initial registered agent of the corporation at said address shall be Overtis H. Brantley

The mailing address of the initial principal office of the corporation is 141 Pryor Street, S.W., Suite 4038, Atlanta, Fulton County, Georgia (30303).

ARTICLE VIII

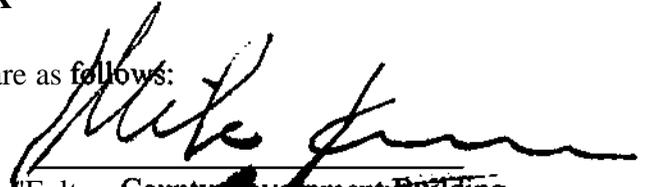
The name and address of the incorporator is:

George L. Howell
127 Peachtree Street, N.E., Suite 920
Atlanta, Georgia 30303

ARTICLE IX

The names and addresses of the initial Directors are as follows:

Mike Kenn
Fulton County Government Building
141 Pryor Street, S.W., Suite 10035
Atlanta, Georgia 30303


Fulton County Government Building
141 Pryor Street, S.W., Suite 10035
Atlanta, Georgia 30303

Patrick J. O'Connor
Fulton County Government Building
141 Pryor Street, S.W., Suite 10035
Atlanta, Georgia 30303

Fulton County Government Building
141 Pryor Street, S.W., Suite 10035
Atlanta, Georgia 30303

Fulton County Government Building
141 Pryor Street, S.W., Suite 10035
Atlanta, Georgia 30303

ARTICLE X

The corporation shall not have members.



ARTICLE XI

The Directors of the corporation shall be immune from liability to the fullest extent permitted by law.

By: _____
George L. Howell
Incorporator

* » 1496 RM 11 3 99 A.M. - REGULAR MEETING

EXHIBIT "B"

BYLAWS OF FULTON COUNTY FACILITIES CORP.

ARTICLE I. OFFICES

The principal office of the corporation in the State of Georgia shall be located in the Fulton County, Georgia. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The corporation shall have and continuously maintain in the State of Georgia a registered office, and a registered agent whose office is identical with such registered office, as required by the Georgia Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors.

SECTION 2. Number, Tenure and Qualifications. The number of Directors shall be not less than three (3) nor more than five (5). Each Director shall hold office for a term of two (2) years until the next annual meeting of Board of Directors and until a successor shall have been elected and qualified.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held annually, at a time and place determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix the time and place, as the place for holding any special meeting of the Board called by them.

SECTION 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto in writing delivered personally or sent by mail or telephone facsimile to each Director at the address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telephone facsimile, such notice shall be deemed to be delivered when actually delivered to the Director. Any Director may waive

notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 9. Removal of Directors. Any Director may be removed, with or without cause, by the affirmative vote of two-thirds (D) of the remaining Directors.

SECTION 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

SECTION 11. Action without a Meeting. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE III. OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a Chairperson, a Vice Chairperson, and a Secretary, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

SECTION 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. Chairperson. The Chairperson shall preside at the meetings of the Board of Directors. The Chairperson may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the Chairperson shall perform such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice Chairperson. In the absence of the Chairperson or in the event of the inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson of the Board of Directors.

SECTION 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; cause all notices to be duly given in accordance with the provisions of these Bylaws or as required by law; serve as custodian of the corporate records and of the seal of the corporation and cause the seal of the corporation to be affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

ARTICLE IV. COMMITTEES

SECTION 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee, which shall consist of the officers of the corporation. The Executive Committee shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the corporation, except that it shall not have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors. The designation and appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed by law.

SECTION 2. Other Committees. Other committees may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors of the corporation, and the Chairperson shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. Chairperson. One member of each committee shall be appointed chair by the Chairperson of the Board of Directors.

SECTION 5. Vacancies. Vacancies on any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE V. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks. Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the corporation.

ARTICLE VI. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director, or its agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the word "Corporate Seal" and the year of incorporation.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Georgia Non-Profit Corporation Code or under the provisions of the Articles of Incorporation of the Bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

I hereby certify that the foregoing constitute the Bylaws of Fulton County Facilities Corp. as presently in effect without amendment or revision, as of this _____ day of _____, 1999.

, Secretary

EXHIBIT "C"

FULTON COUNTY, GEORGIA NOTICE OF PUBLIC HEARING

Notice is hereby given, by direction of the Board of Commissioners of Fulton County, Georgia, that at 7:00 p.m. on November 29, 1999, in the Assembly Hall, Fulton County Government Building, 141 Pryor Street, S.W., Atlanta, Georgia, a public hearing will be held on the proposed financing by Fulton County, Georgia, of the acquisition, construction and equipping of certain public facilities in Fulton County, Georgia, pursuant to a multiyear contract to be entered into in accordance with the provisions of Section 36-60-13 of the Official Code of Georgia. Any person having an interest in the proposed financing may attend the public hearing and make known his or her views with respect thereto.