

3.3 If any vacancy shall occur among the directors by reason of death, resignation, incapacity to serve, increase in the number of directors, or otherwise, the remaining directors shall continue to act, and such vacancies may be filled by a majority of the directors then in office, though less than a quorum, and, if not theretofore filled by action of the directors, may be filled by the shareholders at any meeting held during the existence of such vacancy.

3.4 The Board of Directors may hold its meetings at such place or places (within or without the State of Georgia) as it may from time to time determine.

3.5 Directors may be allowed such compensation for attendance at regular or special meetings of the Board of Directors and of any special or standing committees thereof as may be from time to time determined by resolution of the Board of Directors.

ARTICLE FOUR

COMMITTEES

4.1 (a) The Board of Directors may, by resolution adopted by a majority of the entire Board, designate an Executive Committee of three or more directors. Each member of the executive Committee shall hold office until the first meeting of the Board of Directors after the annual meeting of shareholders next following his election and until his successor member of the Executive Committee is elected, or until his death, resignation or removal, or until he shall cease to be a director.