

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0107842
EFFECTIVE DATE: 02/14/2001
JURISDICTION : GEORGIA
REFERENCE : 0048
PRINT DATE : 02/15/2001
FORM NUMBER : 311

M. MAXINE HICKS
99 WEST PACES FERRY ROAD, N.W.
ATLANTA, GA 30305

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

THE PRESERVE AT SHARP MOUNTAIN ASSOCIATION, INC.
A DOMESTIC NONPROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

ARTICLES OF INCORPORATION

OF

THE PRESERVE AT SHARP MOUNTAIN ASSOCIATION, INC.
(A Georgia Nonprofit Corporation)

Article 1. Name. The name of the corporation is The Preserve at Sharp Mountain Association, Inc. ("Association").

Article 2. Nonprofit Corporation. The Association is formed as a nonstock, nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

Article 3. Principal Office. The initial principal office of the Association is located in Pickens County, Georgia at the following address:

2071 Waleska Highway 108
Jasper, Georgia 30143

Article 4. Duration. The Association shall have perpetual duration.

Article 5. Definitions. All capitalized terms which are not defined herein shall have the same meaning as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for The Preserve at Sharp Mountain recorded, or to be recorded, in the Public Records, as it may be amended (the "Declaration"), unless the context indicates otherwise.

Article 6. Purposes. The Association is formed for the purposes of:

(a) being and constituting the Association to which the Declaration refers, performing all obligations and duties of the Association, and exercising all rights and powers of the Association, as specified in the Declaration and the By-Laws, and as provided by law; and

(b) providing an entity for the furtherance of the interests of the Owners.

Article 7. Powers. The Association shall have the following powers, which, unless otherwise indicated by the Governing Documents, may be exercised by the Board:

(a) all of the common law and statutory powers conferred upon nonprofit corporations under Georgia law; and

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the power:

(i) to establish, collect, and enforce payment, by any lawful means, of assessments and other charges to be levied against the Lots;

(ii) to manage, control, operate, maintain, repair, and improve the Properties and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners;

(v) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, grant easements, and otherwise deal in and with real and personal property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and

(ix) to provide any and all services to the Properties as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law. The powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

(c) The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members and shall make no distributions of income to its Members, directors, or officers.

Article 8. Members.

(a) The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the By-Laws. Membership is appurtenant to, and inseparable from, ownership of a Lot.

The Association shall have two (2) classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights are specified in the Declaration and By-Laws. The Declarant may establish additional classes of membership as set forth in the Declaration. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

(b) Change of membership in the Association shall be established by recording in the Public Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall be terminated.

(c) The share of a Member in the **privileges, rights and assets** of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

Article 9. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the approval of Members holding at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant. In the event of dissolution, liquidation or winding up of the Association, subject to the Declaration, the Association's assets remaining after payment, or provisions of payment, of all known debts and liabilities of the Association shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes or shall be divided among and distributed to the Members thereof in accordance with their respective rights therein.

Article 10. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members holding at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant.

Article 11. Directors and Officers.

(a) The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board shall consist of three directors. The number of directors may be changed in accordance with the By-Laws.

(b) The names and mailing addresses of the initial directors, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Thomas D. Page
2071 Waleska Highway 108
Jasper, Georgia 30143

Ed Stolz
2071 Waleska Highway 108
Jasper, Georgia 30143

Valerie Watson
2071 Waleska Highway 108
Jasper, Georgia 30143

Each of the foregoing persons has consented to be a director.

(c) The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors and officers shall be as set forth in the By-Laws.

(d) The Board may do or cause to be done all acts and things which the Declaration, the By-Laws, these Articles or Georgia law do not direct to be done and exercised exclusively by the membership generally.

(e) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 12. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws. The quorum requirements for meetings of Members and directors shall be set forth in the Declaration and By-Laws.

Article 13. Liability of Directors, Officers and Committee Members. To the fullest extent that Georgia law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, and committee members, no director or officer of the

Association or committee member shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Association or committee member for or with respect to any acts or omissions of such director, officer, or committee member occurring prior to such amendment or repeal. The Association shall indemnify any director, former director, officer, former officer, committee member or former committee member against liability to the fullest extent permitted under Georgia law.

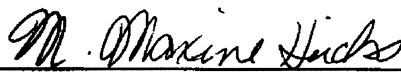
Article 14. Amendments. These Articles may be amended by a resolution duly adopted by the Board of Directors and the approval of Members holding at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant; provided, no amendment may be in conflict with the Declaration. However, no Members shall be entitled to vote on any amendment to these Articles which is for the sole purpose of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Lots, as such requirements may exist from time to time, or any amendment to these Articles of Incorporation for the sole purpose of submitting the Properties to the Georgia Property Owners' Association Act, O.C.G.A. § 44-3-220, *et seq.* (1994) and conforming these Articles to any mandatory provisions thereof which amendments may be adopted by the Board of Directors, with the written consent of the Declarant during the Development Period. Further, no amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration.

Article 15. Incorporator. The name and address of the incorporator of the Association are as follows:

M. Maxine Hicks
Cofer, Beauchamp, Stradley & Hicks, LLP
Suite 200
99 West Paces Ferry Road, N.W.
Atlanta, Georgia 30305

Article 16. Registered Agent and Address. The Association hereby appoints M. Maxine Hicks, whose address in Fulton County, Georgia is Suite 200, 99 West Paces Ferry Road, N.W., Atlanta, Georgia 30305 as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filing of such appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 13th day of February, 2001.



M. MAXINE HICKS, Incorporator

Cofer, Beauchamp, Stradley & Hicks, LLP
99 West Paces Ferry Road, N.W.
Suite 200
Atlanta, Georgia 30305
(404) 233-6200

FEB 14 3 22 PM '01

SECRETARY OF STATE

COFER, BEAUCHAMP, STRADLEY & HICKS, LLP

ATTORNEYS AND COUNSELORS AT LAW

SUITE 200

99 WEST PACES FERRY ROAD N.W.

ATLANTA, GEORGIA 30305-1350

TELEPHONE 404 233-6200

TELECOPIER 404 364-0044

February 13, 2001

Secretary of State
Business Services and Regulation
West Tower, Suite 315
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

Re: The Preserve at Sharp Mountain Association, Inc.

Dear Sir or Madam:

By this letter, I am requesting the **incorporation** of The Preserve at Sharp Mountain Association, Inc.. Enclosed please find the **transmittal** sheet, the original and one copy of the Articles of Incorporation, and a check made **payable** to the Secretary of State in the amount of \$60.00 for filing fees.

Upon processing the Articles of Incorporation, please return the Certificate of Incorporation to my attention.

Thank you for your prompt attention to this matter.

Sincerely,



Joaquin E. Martinez

JEM/ptc
Enclosures



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.sos.state.ga.us/corporations>

WARREN RARY
Director

QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING	28	CONTROL #	10284
DOCKET #	DATE FILED		CHECK RECEIPT	
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE		

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	010300121		
	Corporate Name Reservation Number		
	THE PRESERVE AT SHARP MOUNTAIN ASSOCIATION, INC.		
	Corporate Name		
2.	M. MAXINE HICKS	404-233-6200	
	Applicant/Attorney	Telephone Number	
	99 West Paces Ferry Road, N.W.		
	Address		
	Atlanta,	GA	30305
	City	State	Zip Code
3.	Mail or deliver to the Secretary of State, at the above address, the following:		
	<ul style="list-style-type: none"> 1) This transmittal form 2) Original and one copy of the Articles of Incorporation 3) Filing fee of \$60.00 payable to Secretary of State. Filing fees are NON-refundable. 		
	I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The Clerk of Superior Court can advise you of the official organ in a particular county.)		
		<u>2/13/01</u>	
	Authorized Signature	Date	
	Business entity information via the Internet: http://www.sos.state.ga.us/corporations/		