

September 11, 2000

VIA U.S. MAIL

Office of the Secretary of State  
Corporations Division  
Attn: Melissa Ives  
Suite 315, West Tower  
2 Martin Luther King Jr. Drive, S.E.  
Atlanta, Georgia 30334

Re: Eagle Ridge Property Owners Association, Inc. (incorporated on August 30, 2000,  
control number P350248)

Dear Melissa:

Pursuant to today's telephone conversation, I am sending to you the following materials which are being submitted to you in connection with the above referenced entity:

1. Form 227 (Corporate Information Form).
2. Fully-executed original of articles of incorporation which have been corrected as advised.
3. One conformed copy of the articles of incorporation.

It is my understanding that the date of incorporation will remain August 30, 2000. Please return the certified documents to me using the enclosed self-addressed stamped envelope. Thank you for your assistance with this matter, and if you should have any questions, please do not hesitate to contact me at (404) 853-8402.

Sincerely,



Margaret T. James  
Legal Assistant

Enclosures

cc: Jeffrey M. Taylor ✓



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

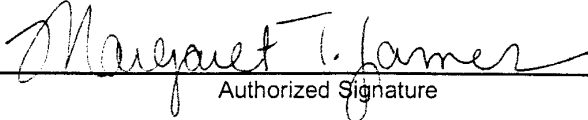
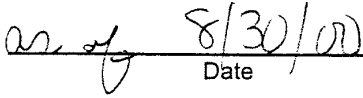
QUINTILIS B. ROBINSON  
Deputy Director

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # _____	PENDING # _____	CONTROL # _____	
DOCKET CODE _____	DATE FILED _____	AMOUNT RECEIVED _____	CHECK/RECEIPT # _____
TYPE CODE _____	EXAMINER _____	JURISDICTION (COUNTY) CODE _____	

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

1.	2070348	
	Corporate Name Reservation Number	
	Eagle Ridge Property Owners Association, Inc.	
	Corporate Name	
2.	Margaret T. James	404/853-8402
	Applicant/Attorney	Telephone Number
	999 Peachtree St, NE, Suite 2300	
	Address	
	Atlanta	GA 30309
	City	State Zip Code
3.	Mail or deliver to the Secretary of State, at the above address, the following:	
	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.)	
		
	Authorized Signature	Date
	Business entity information via the Internet: <a href="http://www.sos.state.ga.us/corporations/">http://www.sos.state.ga.us/corporations/</a>	

**ARTICLES OF INCORPORATION OF  
EAGLE RIDGE PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I

Name; Registered Agent; Principal Office

The name of this corporation is **EAGLE RIDGE PROPERTY OWNERS ASSOCIATION, INC.** (the "Association"). The initial registered office of the Association is 999 Peachtree Street, N.E., Suite 2300, Atlanta, Fulton County, Georgia 30309-3996 and the initial registered agent of the Association at such address is Jeffrey M. Taylor. The mailing address of the initial principal office of the Association is 2100 Roswell Road, Suite 200C #607, Marietta, Georgia 30062-3813.

ARTICLE II

Duration

The Association shall have perpetual duration.

ARTICLE III

Purposes

The Association is organized pursuant to the Georgia Nonprofit Corporation Code, as amended from time to time (the "Georgia Code"), for the purpose of transacting any or all lawful business for which nonprofit corporations may be incorporated under the Georgia Code; provided, however, that such business shall conform with the tax-exempt organization requirements of Section 528 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

Incorporator

The name and address of the incorporator shall be Jeffrey M. Taylor, 999 Peachtree Street, N.E., Atlanta, Georgia, 30309-3996.

ARTICLE V

Nature of Business and Powers

The Association shall not operate for profit or pecuniary gain, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer or any other individual, except that reasonable compensation may be paid for services rendered to or for the Corporation with respect to one or more of its lawful purposes. The Association has been formed for the specific purpose of providing for the maintenance, preservation and architectural control of the subdivision known as Eagle Ridge (the "Subdivision"), being located in Land Lots 993, 1065 and 1024 of the 16th District, 2nd Section of Cobb County, Georgia, and any additions thereto as may hereafter be properly brought within the jurisdiction of this Association, and to promote the recreation, health, safety, welfare and common benefit and enjoyment of the owners

of lots within the Subdivision.

To accomplish the purposes set forth in Article III of these Articles of Incorporation, the Association shall have all the powers now or hereafter provided by the Georgia Code and may engage in any other lawful act or activity permitted to nonprofit corporations by the Georgia Code or such other laws as may be applicable to the Association. Without restricting or limiting the foregoing, the Association shall also have the power to:

A. own, acquire, construct, equip, operate and maintain amenities, services and facilities incident to the purposes of the Association;

B. fix, levy and collect regular, annual and special dues, fees, assessments,, as and to the extent permitted by, not prohibited by or not inconsistent with any of the Declarations of Protective Covenants and/or that certain Declaration of Covenants, Restrictions and Easements, which touches and concerns any lot within the Subdivision, as such instruments may be amended from time to time (collectively, the "Declarations"); and

C. exercise all the rights, powers, privileges and immunities that are provided and allowed under the laws of the State of Georgia, subject to the terms and conditions of the Declarations.

#### ARTICLE VI Members; Voting Rights

A. Owners as Members. The Association shall have members. Subject to the limitations provided by Article VI, Paragraph B of these Articles of Incorporation, every person who is a record owner of any lot in the Subdivision shall be entitled to membership and voting rights in the Association; provided, however, except as otherwise provided in the Declarations, if more than one person holds record ownership in or with respect to any particular lot, all such persons shall be members and the vote for such lot shall be exercised as such persons may determine, but in no event shall more than one vote be cast with respect to any lot in the Subdivision.

B. Membership Appurtenant to Ownership of a Lot. Membership is appurtenant to and inseparable from ownership of a lot in the Subdivision.

C. Voting Rights. Notwithstanding any other provision herein to the contrary, members of the Association shall have no voting rights, other than (1) to elect the members of the Board of Directors in accordance with the Bylaws and (2) as may be permitted by the Declarations.

#### ARTICLE VII Board of Directors

A. Number of Directors. The number of directors constituting the initial Board of Directors of the Association shall be five (5), and the total number of directors may be increased

or decreased from time to time by the Board of Directors as provided in the Bylaws.

B. Qualification. A director must be at least eighteen (18) years of age. No person may serve as director of the Association unless such person owns a lot in the Subdivision and is a resident thereof. A director who ceases to meet the requirements of the preceding sentence while serving as a director shall be required to resign as a director no later than thirty (30) days after the date that the director no longer meets such requirements.

C. Initial Board of Directors. The name and address of each initial **director is as follows:**

Mark A. Carey	1486 Soaring Pointe, Marietta, Georgia 30062
Kelly Flaherty	889 Soaring Way, Marietta, Georgia 30062
David Jenkins	1125 Soaring Way, Marietta, Georgia 30062
Andre L. Sims	1471 Soaring Pointe, Marietta, Georgia 30062
Jeffrey M. Taylor	1215 Soaring Ridge, Marietta, Georgia 30062

D. Limitation of Liability. A director of the Association shall not be personally liable to the Association or any member thereof for any action taken, or any failure to take any action, as a director, except liability:

- (1) For any appropriation, in violation of his or her duties, of any business opportunity of the Association;
- (2) For acts or omissions which involve intentional misconduct or a knowing violation of law;
- (3) For types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Code; or
- (4) For any transaction from which the director received an improper personal benefit.

E. Voting Requirements for Elections of Directors. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election of directors at a meeting of the members at which a quorum is present. Members are not entitled to cumulate their votes with respect to the election of directors.

F. Removal for Cause. Directors of the Association may only be removed by the members with cause and subject to the other applicable conditions and limitations imposed by the Georgia Code.

G. Vacancies. If a vacancy occurs on the Board of Directors for any reason, including a vacancy resulting from an increase in the number of directors, the Board of Directors shall fill such vacancy. If the members of the Board of Directors remaining in office constitute

fewer than a quorum of the Board of Directors, then such directors may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

H. Actions by Written Consent. Any action to be taken at a meeting of the Board of Directors may be taken in an action by written consent of the Board of Directors in lieu of a formal regular or special meeting thereof. Such action shall be taken if such written consent is signed by at least a majority of the number of members of the Board of Directors. Any written consent shall have the effect of a vote taken at a meeting of the Board of Directors.

## ARTICLE VIII

### Distribution of Assets upon Dissolution

Upon the dissolution, distribution, or winding up of the affairs of the Association, whether voluntary or involuntary, the property of the Association shall be disposed of in accordance with the Georgia Code.

## ARTICLE IX

### Amendment

A. Amendment by the Board of Directors. Except as provided in Article IX, Paragraph B, the provisions of these Articles of Incorporation may be amended from time to time by the Board of Directors and not by the members.

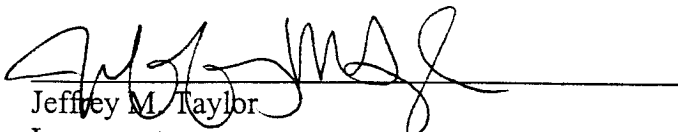
B. Amendment by the Members. The members shall not have any right or authority to amend these Articles of Incorporation, except that the provisions of Article VI hereof shall not be amended, modified or deleted unless (1) the Board of Directors shall adopt a resolution in favor of such amendment, modification or deletion and shall recommend such amendment, modification or deletion to the members and (2) such amendment, modification or deletion receives the affirmative vote of two-thirds of the votes cast at a meeting of the members.

## ARTICLE X

### Indemnification

Except as prohibited or limited by applicable law or the Declarations, the Association may indemnify any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) against any and all liabilities arising out of or incurred in connection with such person's service to or actions (including omissions) taken on behalf of the Association, as and to the extent permitted by Sections 14-3-850 to 14--3of the Georgia Code, the provisions of which are hereby incorporated by reference. Notwithstanding the foregoing, the Bylaws or a duly adopted resolution of the Board of Directors may provide for different or greater indemnification rights than those expressed herein or in the Georgia Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of EAGLE RIDGE PROPERTY OWNERS ASSOCIATION, INC. this 30<sup>th</sup> day of August, 2000.

  
Jeffrey M. Taylor  
Incorporator

999 Peachtree Street, N.E., Suite 2300  
Atlanta, Georgia 30309-3996