

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1330

CHARTER NUMBER : 9108126 DN
COUNTY : COBB
DATE INCORPORATED : MAY 09, 1991
EXAMINER : TRISH MCALISTER
TELEPHONE : 404-656-2784

REQUESTED BY:

MOORE & ROGERS
ELDON L. BASHAM
192 ANDERSON STREET
MARIETTA, GEORGIA 30060

CERTIFICATE OF INCORPORATION

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

"WALKER'S RIDGE HOMEOWNERS ASSOCIATION, INC."

has been duly incorporated under the laws of the State of Georgia on the date set forth above, 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.

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

DATE: MAY 14, 1991

FORM A1 (JULY 1989)



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

910 021

049 0000

ARTICLES OF INCORPORATION

OF

WALKER'S RIDGE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Georgia Law, the undersigned, has this day voluntarily associated a corporation not for profit, which is hereby organized pursuant to the Georgia Non-Profit Corporation Code, and do hereby certify:

ARTICLE I

The name of the Corporation is WALKER'S RIDGE HOMEOWNERS ASSOCIATION, INC., (hereinafter called the "Association").

ARTICLE II

The initial principal office of the Association is located at 2107 Wilshire Drive, Marietta, Cobb County, Georgia 30064.

ARTICLE III

DAVID THOMPSON, whose address is 2107 Wilshire Drive, Marietta, Cobb County, Georgia 30064, is hereby appointed the initial registered agent of this Association. The registered office of the Corporation is also 2107 Wilshire Drive, Marietta, Cobb County, Georgia 30064.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Area within that certain tract of property described in the

Declaration of Protective Covenants for Walker's Ridge, Units I through V, as the same are recorded in Deed Book 3096, Page 456 - 463 (Unit I); Deed Book 3489, Page 491 - 497 (Unit II); Deed Book 3927, Page 527 - 528 (Unit III); Deed Book 4466, Page 337 - 343 (Unit 4); and Deed Book 5005, Page 184 - 189 (Unit 5) (hereinafter collectively referred to as the "Declaration"), Superior Court Records, Cobb County, Georgia, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(b) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(c) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(d) participate in mergers and consolidations with

other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Georgia by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration may be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be contingent upon payment of all dues and compliance with all By-Laws of the Association. Additionally, the By-Laws may provide for other classes of membership, either voting or non-voting.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership which shall be those Owners who may be a member pursuant to Article V above and who comply with all By-Laws of the Association, including, but not limited to, the requirement to pay dues.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) Directors, who shall be appointed by First Financial Corporation. Thereafter, First Financial Corporation may appoint members of the Association as the Board of Directors and future Directors shall be elected by a vote of the membership. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID THOMPSON	2107 Wilshire Drive Marietta, Georgia 30064
BEN REID	2108 Braconridge Drive Marietta, Georgia 30064
JAN ROACH	1759 Benningfield Drive Marietta, Georgia 30064

At the first annual meeting to be held as set forth in the Declaration, the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter the members shall elect directors to fill the vacated positions for a term of three years.

Notwithstanding the foregoing, or any other provision to the contrary contained herein, however, the initial members of the

Board of Directors shall be appointed by First Financial and need not be members of the Association. Additionally, First Financial shall have the right to remove the members of the Board of Directors, and appoint new members to the Board of Directors, until such time as First Financial has conveyed all real property designated as Recreational Area, Detention Pond or other such property intended to be Common Area by First Financial and has executed a written document evidencing its intent to relinquish its right to appoint members of the Board of Directors.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator are as follows:

Eldon L. Basham
192 Anderson Street
Marietta, Georgia 30060

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Georgia, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 7 day of May, 1991.

Eldon L. Basham
ELDON L. BASHAM
Incorporator

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15 JUL 27 1991
SECRETARY OF STATE

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MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 866-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

91134454 04
91130282

I. Filing Date: 5-9-91 Code: DN Docket Number: 91130282
Assigned Exam: Amount: \$ 600 By: JM
Charter Number: 9108126 Completed: JM

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

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

II. Corporate Name: WALKER'S RIDGE HOMEOWNERS ASSOCIATION, INC.
Mailing Address: 2107 Wilshire Drive
City: Marietta County: Cobb State: GA Zip Code: 30061

III. Fees Submitted By: Moore & Rogers
Amount Enclosed: \$ 60.00 Check Number: 17406

IV. Incorporator: Eldon L. Basham/Moore & Rogers
Address: 192 Anderson Street
City: Marietta State: GA Zip Code: 30061
Incorporator:
Address:
City: State: Zip Code:

V. Registered Agent/Office: DAVID THOMPSON
Address: 2107 Wilshire Drive
City: Marietta County: Cobb State: GA Zip Code: 30064

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST

	Applicant	Examiner
1. Original and one conformed copy of Articles of Incorporation	x	
2. Corporate name verification number	91121625	
3. Authorized shares stated	n/a	
4. Incorporator's signature	x	
5. Post effective date, if applicable	n/a	
6. Number of pages attached:	7	

VII. Applicant/Attorney: Eldon L. Basham Telephone: (404) 429-1499
Address: 192 Anderson Street
City: Marietta State: GA Zip Code: 30060

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00).
Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a
notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper,
as required by law.

Signed: Eldon Basham Date: May 7, 1991

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