

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

CONTROL NUMBER: 0015012  
EFFECTIVE DATE: 03/27/2000  
COUNTY : COBB  
REFERENCE : 0156  
PRINT DATE : 03/31/2000  
FORM NUMBER : 311

MEREDITH A. HODGE  
1640 POWERS FERRY ROAD  
BUILDING 5, SUITE 200  
MARIETTA, GA 30067

**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

**RESERVE AT MILLERS CREEK HOA, 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

**RESERVE AT MILLERS CREEK HOA, INC.  
ARTICLES OF INCORPORATION**

Article I.

The name of the Corporation is: RESERVE AT MILLERS CREEK HOA, INC.

Article II.

The Corporation is formed pursuant to the Georgia Nonprofit Corporation Code and shall have perpetual duration.

Article III.

The corporation shall have not stock or stockholders. It is not organized and shall not operate for profit or pecuniary gain and no part of the net earning of the corporation shall inure to the benefit of any member, director, officer or any private individual except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. No part of the activities of the corporation shall be for carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Article IV.

The purpose for which the corporation is organized is to promote the recreation, health safety, welfare, and common benefit and enjoyment of the Owners of Residences of Reserve at Millers Creek Subdivision ("Subdivision"), being located in Land Lot 134 of the 17<sup>th</sup> District, 2<sup>nd</sup> Section of Cobb County, Georgia as more fully set forth in the certain Declaration of Covenants, Restrictions and Easements for Reserve at Millers Creek Subdivision and any amendments thereto ("Declaration"). Contemporaneously with the incorporation of the corporation, the Declaration is being filed in the real property records of the Clerk of Superior Court of Cobb County, Georgia. When used in these Articles, Capitalized terms shall have the same meanings herein as are assigned to such terms in the Declaration, unless the context hereof requires to the contrary.

Article V.

To the extent permitted by law, the corporation shall have the power to do anything that, in the opinion of the Board of Directors of the Corporation, will promote the recreation, health, safety, welfare, common benefit and enjoyment of the Owners of Residences and Occupants, including without limitation, the power: (a) to purchase, accept by gift, hold, sell, mortgage, convey or otherwise acquire or dispose of any real or personal property necessary or proper for the carrying out of the purposes of the corporation; (b) to own, acquire, construct, equip, operate and maintain amenities, services and facilities incident to the purposes of the corporation; (c) to fix, levy and collect assessments as provided in the Declaration; (d) to exercise all the rights, powers, privileges

and immunities that are provided and allowed under the laws of Georgia, subject to any limitations set forth in the Declaration.

Article VI.

Every person or entity who is a record Owner of any Lot is entitled to membership and voting rights in the association. Membership is appurtenant to and inseparable from ownership of the Lot.

Article VII.

Directors shall be elected and serve as provided in the Bylaws of the corporation. Declarant shall have the power and authority to appoint and remove all of the Directors of the corporation during the period set forth in the Declaration. The number of Directors constituting the initial Board of Directors shall be one (1) and the name and address of each director is as follows:

Robert C. White, Sr.  
1640 Powers Ferry Rd., Bldg. 16  
Marietta, Georgia 30067

Article VIII.

The street address of the initial registered office of the Corporation is 1640 Powers, Ferry Rd., Bldg. 16, Marietta, GA 30067. The initial registered agent of the corporation at such address is Robert C. White.

Article IX.

The name and address of the incorporator is Meredith A. Hodge, 1640 Powers Ferry Road, Building 5, Suite 200, Marietta, Georgia 30067,

Article X.

The mailing address of the initial principal office of the Corporation is 1640 Powers Ferry Rd., Bldg., 16, Marietta, GA 30067.

Article XI.

These Articles may be amended from time to time, with the approval of at least two thirds vote of the Owners entitled to vote. Any amendment of these Articles is also subject to the limitations set forth in the Declaration.

Article XII.

No Director shall have any personal liability to the corporation or any member of the

corporation for monetary damages for breach of duty of care or other duty as a Director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Director for (a) any appropriation, in violation of his duties, of any business opportunity of the corporation; (b) acts or omissions which involve misconduct or a knowing violation of the law; (c) liabilities of a Director imposed by Section 14-3-831 of the Georgia Nonprofit Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

Article XIII.

Except as prohibited or limited by law or the Declaration, the corporation may indemnify any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, any employee benefit plan) against any and all liabilities arising out of or incurred in connection with that person's service to or on behalf of the corporation, and may take such steps as may from time to time be deemed appropriate, in accordance with and to the maximum extent permitted by applicable law, the Bylaws of the corporation and the Declaration, to insure the payment of such amounts as may be necessary to effect such indemnification.

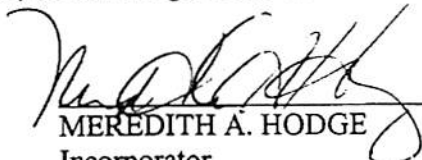
Article XIV.

If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

Article XV.

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these articles require prior approval of HUD/VA as long as there is a Class B membership as set forth in the Declaration and is also subject to the limitations set forth in the Declaration.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

  
MEREDITH A. HODGE  
Incorporator

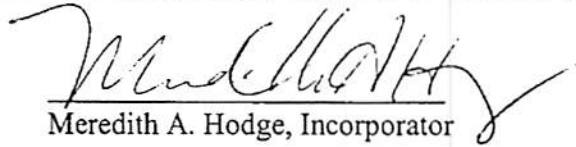
1640 Powers Ferry Road  
Building 5, Suite 200  
Marietta, GA 30067

SECRETARY OF STATE  
Mar 27 10 29 AM '00  
BSR (4)

March 23, 2000

CERTIFICATE REGARDING REQUEST FOR PUBLICATION  
OF NOTICE OF INTENT TO INCORPORATE

The undersigned hereby certifies that a request of a notice of intent to incorporate RESERVE AT MILLERS CREEK HOA, INC., a corporation to be formed pursuant to the Georgia Nonprofit Corporation Code, and payment therefor, have been made as required by Section 14-3-202.1 of the Georgia Nonprofit Corporation Code.

  
Meredith A. Hodge, Incorporator