

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9416189
EFFECTIVE DATE: 06/29/1994
COUNTY : FULTON
REFERENCE : 0070
PRINT DATE : 06/29/1994
FORM NUMBER : 311

HYATT & STUBBLEFIELD, P.C.
M. MAXINE HICKS
225 PEACHTREE STREET, N.E., SUITE 1200
ATLANTA, GEORGIA 30303

CERTIFICATE OF INCORPORATION

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

LEGACY PARK COMMUNITY ASSOCIATION, INC.

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.



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

ARTICLES OF INCORPORATION
OF
LEGACY PARK COMMUNITY ASSOCIATION, INC.

Article 1. Name. The name of the corporation is Legacy Park Community Association, Inc. (the "Association").

Article 2. Principal Office. The initial principal office of the Association is 2759 Delk Road, #107, Marietta, Georgia 30067.

Article 3. Duration. The Association shall have perpetual duration.

Article 4. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

Article 5. Purposes and Powers. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Legacy Park, recorded or to be recorded in the Office of the Clerk of the Superior Court of Cobb County, Georgia (hereinafter the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("By-Laws") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Georgia in effect from time to time;

(ii) 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 following:

(1) to fix and to collect assessments or other charges to be levied;

(2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for

which the Association by rule, regulation, declaration, or contract has a right or duty to provide such services;

(3) 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;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(5) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or 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;

(8) 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;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all supplemental municipal services as may be necessary or proper.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 5.

Article 6. Definitions. The capitalized terms used herein shall be defined as set forth in the Declaration, unless otherwise indicated.

Article 7. Membership. The Association shall be a membership corporation without certificates or shares of stock, but may issue certificates to evidence membership in accordance with the By-Laws. Each Person who is the record owner of a Unit subject to the Declaration is a member and shall be entitled to vote as set forth herein and in the Declaration and the By-Laws. Membership is appurtenant to, and inseparable from, ownership of the Unit.

Article 8. Board of Directors. The business and affairs of the Association shall be governed by a board of directors, the number, qualification, and method of election of which shall be as set forth in the By-Laws.

Article 9. Liability of Directors. To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association 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. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 10. VA/HUD Approval. As long as the Declarant has the right to appoint and remove the directors and officers of the Association as provided in the By-Laws, the following actions shall require the prior approval of the U.S. Department of Veterans Affairs ("VA"), or the U.S. Department of Housing and Urban Development ("HUD"), if the Development is approved for VA-guaranteed or HUD-insured mortgages: annexation of additional property to the Properties, except for annexation by Declarant in accordance with Article IX, Section 1 of the Declaration pursuant to a plan of annexation previously approved by the VA and/or HUD, as applicable; mergers and consolidations; mortgaging of Common Area; dedication of Common Area to any public entity; dissolution; and amendment of these Articles of Incorporation.

Article 11. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the board of directors and the affirmative vote of members who are Owners of not less than 2/3 of the Units and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant. Upon dissolution of the Association, if and so long as the VA is guaranteeing and/or HUD is insuring any mortgage on any Unit, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property 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 acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage on any Unit; provided, however, HUD and/or VA shall be notified of such dissolution.

Article 12. 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 who are Owners of not less than 2/3 of the Units and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

Article 13. Amendments. These Articles may be amended only upon a resolution duly adopted by the board of directors and the affirmative vote of members who are Owners of at least 2/3 of the Units and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant; provided however, no members shall be entitled to vote on any amendment to these Articles of Incorporation adopted 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 Units, as such requirements may exist from time to time, which amendments may be adopted by the board of directors.

Article 14. Incorporator. The name and address of the incorporator are as follows:

M. Maxine Hicks
Hyatt & Rhoads, P.C.
1200 Peachtree Center South Tower
225 Peachtree Street, N.E.
Atlanta, Georgia 30303

Article 15. Registered Agent and Office. The initial registered office of the Corporation is 225 Peachtree Street, Suite 1200, Atlanta, Georgia 30303, and the initial registered agent at such address is M. Maxine Hicks.

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


M. MAXINE HICKS

1200 Peachtree Center South Tower
225 Peachtree Street, N.E.
Atlanta, Georgia 30303
(404) 659-6600

DOCS288 - 05/21/93

BSR (1)

JUN 23 12 31 PM '94

SECRETARY OF STATE



MAX CLELAND
Secretary of State
State of Georgia

Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

J. F. GULLION
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET	941800534	PENDING CONTROL #	PO 7/801	CONTROL #	9416189
Docket Code	34	Corporation Type	NON		
Date Filed	6-29-94	Amount Received \$	1400	Check/Receipt #	26823
Jurisdiction (County) Code	60				
Examiner	70			Date Completed	6-29-94

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1.	941800531	
	Corporate Name Reservation Number	
	Legacy Park Community Association, Inc.	
	Corporate Name (exactly as appears on name reservation)	
2.	M. Maxine Hicks, Hyatt & Stubblefield, P.C.	404/659-6600
	Applicant/Attorney	Telephone Number
	225 Peachtree Street, N.E., Suite 1200	
	Address	
	Atlanta,	GA
	City	State
		30303
		Zip Code
3.	NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)	
	1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)	
	2. ORIGINAL ARTICLES OF INCORPORATION	
	3. ONE COPY OF ARTICLES OF INCORPORATION	
	I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.	
	M. Maxine Hicks	6/29/94
	Authorized Signature	Date