

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

CONTROL NUMBER: 9713429
EFFECTIVE DATE: 04/07/1997
COUNTY : FULTON
REFERENCE : 0152
PRINT DATE : 04/17/1997
FORM NUMBER : 311

WEISSMAN, NOWACK, CURRY & ZALEON, P.C.
CANDYCE D. CAVANAGH
1349 W.P'TREE ST., 15TH FLOOR
ATLANTA GA 30309

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**BROOKSHADE HOMEOWNERS 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.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

BROOKSHADE HOMEOWNERS ASSOCIATION, INC.

Article 1. Name. The name of the Corporation is Brookshade Homeowners Association, Inc. ("Corporation" or "Association").

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) By 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 Brookshade (hereinafter the "Declaration"), as amended or as to be amended, establishing a plan of development recorded or to be recorded in the Office of the Clerk of the Superior Court of Fulton County, Georgia, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of Brookshade Homeowners Association, Inc. ("Bylaws"), 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 (such property is hereinafter referred to as the "Development").

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless limited 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 Corporation 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 Corporation 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 within the Development;

(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 Corporation;

(6) to borrow money for any purpose as may be limited in the By-Laws;

(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 Corporation, with or in association with any other association, corporation, or other entity or agency, public or private; and

(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.

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 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. Each Person who is the record owner of a Lot (as such terms are defined in the Declaration) subject to the Declaration is a member and shall be entitled to vote as set forth in the Declaration and By-Laws.

Article 6. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a board of directors. The initial board shall consist of one member. The name and address of the initial board of directors is as follows:

J. David Chatham
11095 Houze Road
Roswell, Georgia 30076

Harry L. Hammond
11095 Houze Road
Roswell, Georgia 30076

The method of election, term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 7. 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 corporation shall be personally liable to the corporation 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 corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 8. Dissolution. The Association may be dissolved upon the affirmative vote or written consent of members who are Owners of not less than two-thirds (2/3) of the Lots. Upon dissolution of the Association, other than

incident to a merger or consolidation, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the development, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property 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. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage in the Development; provided, however, HUD and/or VA must be notified of such dissolution.

Article 9. Amendments. These Articles may be amended only upon a resolution duly adopted by the board of directors and the affirmative vote of the lesser of a majority of the eligible votes of all members or two-thirds (2/3) of the total eligible votes of the members present in person or by proxy at a duly called meeting, provided however, that no members shall be entitled to vote on any amendment to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental (including, without limitation, HUD or VA) 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, which amendments may be adopted by the board of directors.

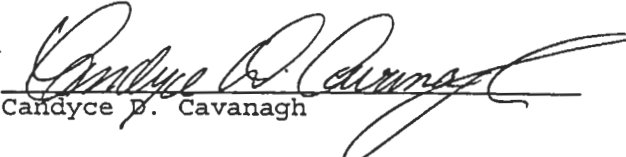
Article 10. Incorporator. The name and address of the incorporator are as follows:

Candyce D. Cavanagh
Weissman, Nowack, Curry & Zaleon, P.C.
Two Midtown Plaza - Fifteenth Floor
1349 West Peachtree Street
Atlanta, Georgia 30309

Article 11. Initial Registered Agent and Office. The initial registered office of the Corporation is 11095 Houze Road, Roswell, Georgia 30076, and the initial registered agent at such address is J. David Chatham.

Article 13. Initial Principal Office. The mailing address of the initial principal office of the Corporation is 11095 Houze Road, Roswell, Georgia 30076.

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


Candyce D. Cavanagh

WEISSMAN, NOWACK, CURRY & ZALEON, P.C.
Two Midtown Plaza - Fifteenth Floor
1349 West Peachtree Street
Atlanta, Georgia 30309
(404) 885-9215

DSR (e)

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SECRET

58-2313+18

Form **SS-4**
(Rev. December 1993)
Department of the Treasury
Internal Revenue Service

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, certain individuals, and others. See instructions.)

EIN
OMB No. 1545-0003
Expires 12-31-98

Please type or print clearly.

1 Name of applicant (Legal name) (See instructions.)
Brookshade Homeowners Association, Inc.

2 Trade name of business, if different from name in line 1

3 Executor, trustee, "care of" name

4a Mailing address (street address) (room, apt., or suite no.)
11095 Houze Road

5a Business address, if different from address in lines 4a and 4b

4b City, state, and ZIP code
Roswell, Georgia 30076

5b City, state, and ZIP code

6 County and state where principal business is located
Fulton County, Georgia

7 Name of principal officer, general partner, grantor, owner, or trustee—SSN required (See instructions.) ▶ 255-80-4492
J. David Chatham

8a Type of entity (Check only one box.) (See instructions.)

Sole Proprietor (SSN) _____

REMIC Personal service corp.

State/local government National guard

Other nonprofit organization (specify) _____ (enter GEN if applicable)

Other (specify) ▶ _____

Estate (SSN of decedent) _____ Trust

Plan administrator—SSN _____ Partnership

Other corporation (specify) Non-profit Farmers' cooperative

Federal government/military Church or church controlled organization

8b If a corporation, name the state or foreign country (if applicable) where incorporated ▶ State _____ Foreign country _____

9 Reason for applying (Check only one box.)

Started new business (specify) ▶ Homeowner Association

Hired employees

Created a pension plan (specify type) ▶ _____

Banking purpose (specify) ▶ _____

Changed type of organization (specify) ▶ _____

Purchased going business

Created a trust (specify) ▶ _____

Other (specify) ▶ _____

10 Date business started or acquired (Mo., day, year) (See instructions.)
04/09/98

11 Enter closing month of accounting year. (See instructions.)
12/31

12 First date wages or annuities were paid or will be paid (Mo., day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (Mo., day, year) ▶ _____

13 Enter highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "0." ▶

Nonagricultural _____ Agricultural _____ Household _____

14 Principal activity (See instructions.) ▶ Homeowner Association (operate and manage common areas of Community)

15 Is the principal business activity manufacturing? Yes No
If "Yes," principal product and raw material used ▶ _____

16 To whom are most of the products or services sold? Please check the appropriate box.

Public (retail) Other (specify) ▶ _____ Business (wholesale) N/A

17a Has the applicant ever applied for an identification number for this or any other business? Yes No
Note: If "Yes," please complete lines 17b and 17c.

17b If you checked the "Yes" box in line 17a, give applicant's legal name and trade name, if different than name shown on prior application.

Legal name ▶ _____ Trade name ▶ _____

17c Enter approximate date, city, and state where the application was filed and the previous employer identification number if known.

Approximate date when filed (Mo., day, year) _____ City and state where filed _____ Previous EIN _____

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (Please type or print clearly.) ▶ J. David Chatham

Business telephone number (include area code) _____

Signature ▶ _____ Date ▶ _____

Note: Do not write below this line. For official use only.

Please leave blank ▶	Geo.	Ind.	Class	Size	Reason for applying
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(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners within the Development;

(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 Corporation;

(6) to borrow money for any purpose as may be limited in the By-Laws;

(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 Corporation, with or in association with any other association, corporation, or other entity or agency, public or private; and

(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.

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 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

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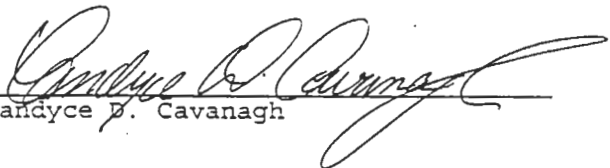
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Candyce D. Cavanagh

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