

ARTICLES OF INCORPORATION

OF

THE GATES AT PARKSIDE VILLAGE TOWNHOME ASSOCIATION, INC.

1. Name. The name of the Corporation is The Gates at Parkside Village Townhome Association, Inc. ("Corporation" or "Association").

2. Duration. The Corporation shall have perpetual duration.

3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-1, et seq.

4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, 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, Restrictions and Easements for The Gates at Parkside Village ("Declaration"), establishing a plan of development recorded or to be recorded in the Office of the Clerk of the Superior Court of Cobb 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 The Gates at Parkside Village Townhome 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 Bylaws, may be exercised by the Board of Directors of the Association:

(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; and

(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 Bylaws, or the Declaration, including, without limitation, the following:

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

(B) to manage, control, operate, maintain, repair, and improve property subject 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;

(C) to enforce covenants, conditions, or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or Bylaws;

(D) to engage in activities which will actively foster, promote, and advance the common interests of all owners within the Development;

(E) 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;

(F) to borrow money for any purpose as may be limited in the Bylaws;

(G) 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;

(H) 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;

(I) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration or the Georgia Nonprofit Corporation Code;

(J) to participate in mergers and consolidations with other nonprofit corporations upon the affirmative vote of at least two-thirds (2/3) of the total eligible Association vote; and

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

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.

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.

6. Board of Directors. The affairs of the Corporation shall be governed by a Board of Directors, the number, qualification, and method of election of which shall be set in the Corporation's

Bylaws. The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The initial Board of Directors of the Corporation shall have four (4) directors, and the names and addresses of the persons who are to serve as the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dale Bercher	639 Whitlock Avenue, SW Marietta, Georgia 30064
Christopher Poston	639 Whitlock Avenue, SW Marietta, Georgia 30064
William Poston, Jr.	639 Whitlock Avenue, SW Marietta, Georgia 30064
Rebecca Bryant	639 Whitlock Avenue, SW Marietta, Georgia 30064

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

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.

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 other than the Declarant, 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).

9. Amendments. These Articles may be amended as provided by the Georgia Nonprofit Corporation Code pursuant to a resolution duly adopted by the Board of Directors and approved by the affirmative vote of the members of the Association entitled to cast at least two-thirds (2/3) of the votes which members present in person or by proxy cast at a meeting of the members of the Association or by members casting at least a majority of the total eligible Association vote, whichever is less; 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 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.

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

Katherine L. Harris, Esq.
Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326

11. Initial Registered Agent and Office. The initial registered office of the Corporation is 639 Whitlock Avenue, SW, Marietta, Georgia 30064, and the initial registered agent at such address is Rebecca Bryant.

12. Initial Principal Office. The mailing address of the initial principal office of the Corporation is 639 Whitlock Avenue, SW, Marietta, Georgia 30064.

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

Katherine L. Harris, Esq.

One Alliance Center, 4th Floor
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Atlanta, Georgia 30326
(404) 926-4500