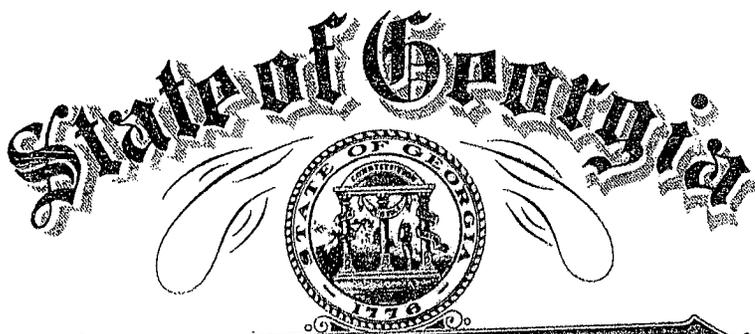


DUPLICATE

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OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

The articles of incorporation of "VININGS ASSOCIATION, INC." have been duly amended under the laws of the State of Georgia changing its name to "VININGS HOMEOWNERS' ASSOCIATION, INC." on the 3rd day of July, 1985, by the filing of articles of amendment 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 amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 3rd day of July in the year of our Lord One Thousand Nine Hundred and Eighty and of the Independence of the United States

Five of America the Two Hundred and

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF AMENDMENT

A two-thirds (2/3) majority of the members present and voting at a duly called meeting of the Corporation being required to amend the Articles of Incorporation of the "Vinings Association, Inc.," on May 7, 1985 at 7:30 p.m. the following Resolution was unanimously adopted, there being thirty-four (34) members present and voting at the meeting:

RESOLVED, that the name of the Corporation be changed to Vinings Homeowners' Association, Inc., and that the Articles of Incorporation be amended to reflect such change.

IN WITNESS WHEREOF, the "Vinings Association, Inc." has caused these Articles of Amendment to be executed this 7th day of May, 1985.

VININGS ASSOCIATION, INC.

By: James Wammack
President

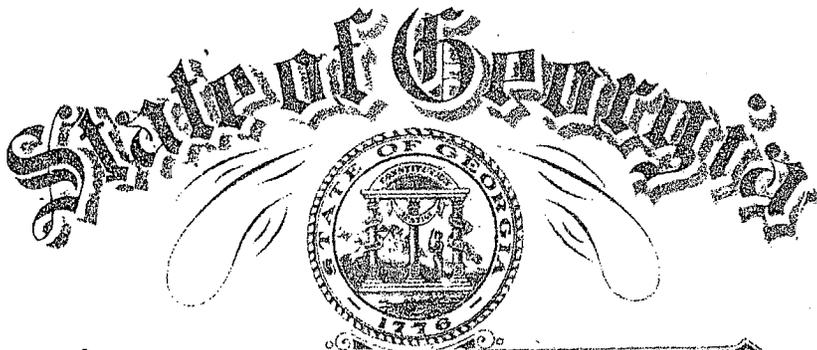
ATTEST:

Robin Bradford
Secretary

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SECRETARY
OF STATE

DUPLICATE



OFFICE OF SECRETARY OF STATE

J. Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

"VININGS ASSOCIATION, INC."

was on the 16th day of February, 1971, duly incorporated under the laws of the State of Georgia by the Superior Court of Cobb County for a period of perpetual years from said date, in accordance with the certified copy hereto attached, and that the original articles of incorporation of said corporation has been duly filed in the office of the Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 26th day of February, in the year of our Lord One Thousand Nine Hundred and Seventy One and of the Independence of the United States of America the One Hundred and Ninety-Fifth.

Ben W. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

OF
VININGS ASSOCIATION, INC.

I, the undersigned natural person, being over 21 years of age,
do adopt the following articles of incorporation:

I.

The name of the corporation shall be VININGS ASSOCIATION, INC.

II.

The corporation shall have perpetual existence.

III.

The purpose of this corporation shall be to concern itself with all factors which will enhance or detract from, preserve or destroy, the quality of Georgia's environment and particularly the environment in the area generally known as Vinings; to preserve or aid in the preservation of areas of scenic, geologic, biologic, historic or recreational importance in Georgia and the area described above in the public interest; to aid in the establishment of nature reserves or other protected areas for scientific, educational, or aesthetic purposes; to conduct planning studies, either independently, or in cooperation with agencies or organizations as a basis for the enhancement and/or preservation of environmental quality, particularly in regard to areas of scenic, geologic, biologic, historic, or recreational importance, or to assemble other data pertinent to vital environmental issues in Georgia and in the Vinings area (all in the public interest); and to develop organized programs in conservation and environmental education, to the end that the corporation shall serve the people of Georgia and in the area of Vinings as an agency of popular enlightenment, for cultural and environmental improvement, and for scientific advancement. The corporation shall have the right to sue and be sued in connection with the purposes set out above and for other purposes, but it shall not engage in carrying on propaganda or otherwise attempting to influence legislation or the outcome of any political campaign.

IV.

This corporation shall endeavor to achieve the purposes set forth above by carrying on programs itself and by enlisting financial

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MAY 12 1967

4230 Brookview Drive
Atlanta, Georgia 30339

J. Lee Krumme
4080 Randall Farm Road
Atlanta, Georgia 30339

1973

Thersafter the term of office of each Trustee shall be three years. The Board of Trustees shall fix the number of Trustees, which in no case shall be less than 12 nor more than 25, and shall be voting or non-voting members as may be provided by the By-laws, and shall elect all successor and additional Trustees. Any Trustee may resign by tendering his or her resignation to the remaining Trustees and may be removed as a Trustee either with or without cause by the remaining Trustees. The Trustees shall have the power to elect such officers or agents as they may deem necessary, and to confer on them such authority as they may deem necessary, and to adopt By-laws not inconsistent with the provisions of these articles of incorporation.

VI.

Should the corporation be dissolved, by the expiration of its articles of incorporation or otherwise, then all money and property owned by the corporation shall be distributed to such corporations, community chests, funds, organizations or foundations organized and operated exclusively for charitable, scientific or educational purposes.

VII.

The corporation shall be authorized to accept contributions or gifts in the form of money or property, either without restriction or subject to such terms, restrictions or trusts as may be provided in such gifts, and may administer any such trust provided such terms, conditions or trusts are within the objects and purposes of this corporation. Such contributions or gifts may be designed as memorials and the Trustees shall provide for appropriate recognition of such memorials.

VIII.

Unless otherwise required by the terms upon which any contributions shall be made, the corporation in its discretion may retain all funds and property in the original form in which received, may buy, sell, exchange or otherwise deal in stocks, bonds, real estate and all other forms of property, may invest and reinvest any funds belonging to the corporation in such forms of property as the Board of Trustees in its sole discretion may see fit, irrespective of whether such investments be legal investments for trust funds as prescribed by the laws of Georgia. It may use any bank or trust company as

support of national and state conservation groups and foundations, or it may seek to achieve such purposes by making gifts or grants to other corporations, institutions, funds, organizations or foundations organized and operated exclusively for charitable, educational or scientific purposes similar to the purposes of this corporation. Any such grant may be made either from income or from principal or from both.

V.

The corporation shall be governed and controlled by a Board of Trustees, which shall perform the duties and have all of the rights and authority of a Board of Directors under the law, as well as such other rights as are herein granted.

The original Board of Trustees shall consist of the following individuals who shall serve for an initial term ending at the annual meeting of the corporation held in the year set after each of the names below:

Ernest W. Carperos 2933 Paces Lake Drive Atlanta, Georgia 30339	1971
Elizabeth B. Krumme 4080 Randall Farm Road Atlanta, Georgia 30339	1971
W. H. Branch, Jr. 2885 Paces Lake Drive Atlanta, Georgia 30339	1971
James Godwin 3573 Cochise Drive Atlanta, Georgia 30339	1971
Robert Gibson 200 Randall Farm Road Atlanta, Georgia 30339	1972
Loyde Aukerman Mountain Road Vinings, Georgia 30080	1972
Mrs. Thorne Winter, Jr. 262 River Oaks Drive Smyrna, Georgia 30080	1972
Dr. Wm. R. Edwards 3666 Cochise Drive Atlanta, Georgia 30339	1972
James Watterson 2915 Paces Lake Court Atlanta, Georgia 30339	1973
Turner Warmack 4388 Woodland Brook Drive Atlanta, Georgia 30339	1973

its fiscal agent, and delegate to such agent the custody, management, investment and reinvestment of its funds, and compensate such agent and other employees for their services.

IX.

These articles may be amended at any time or times by a majority of the Trustees then in office, provided that no amendment shall authorize the Trustees to conduct the affairs of this corporation in any manner or for any purpose contrary to the provisions of Section 501(c) (3) of the Internal Revenue Code of 1954 as now in force or afterwards amended. An amendment of the provisions of this Paragraph IX shall be valid only if and to the extent that such amendment further restricts the Trustees' amending power.

X.

The address of the initial registration office of the corporation is 2933 Paces Lake Drive, Atlanta, Georgia 30339, and the corporation's initial registered agent at such address is Ernest W. Carperos.

XI.

The name and address of the incorporator is Ernest W. Carperos, 2933 Paces Lake Drive, Atlanta, Georgia 30339.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 15th day of February, 1971.

Ernest W. Carperos

(SEAL)

ERNEST W. CARPEROS

IN RE INCORPORATION OF:

VININGS ASSOCIATION, INC.

The Articles of Incorporation of VININGS ASSOCIATION, INC. and the certificate of the Secretary of State of Georgia that the name VININGS ASSOCIATION, INC. is available having been examined and found lawful;

IT IS HEREBY ORDERED that VININGS ASSOCIATION, INC. be and it hereby is incorporated under the laws of the State of Georgia.

This 16th day of February, 1971.


JUDGE, COBB SUPERIOR COURT

Presented by:


LAWRENCE B. CUSTER
Attorney for Incorporators

N O T I C E

On application of Ernest W. Carperos, 2933 Paces Lake Drive, Atlanta, Georgia 30339 articles of incorporation have been granted to VININGS ASSOCIATION, INC. by the Honorable Arnold C. Raven, Judge of the Superior Court of Cobb County, in accordance with the applicable provisions of the Georgia Non-profit Corporation Code. The registered office of the corporation is located at 2933 Paces Lake Drive, Atlanta, Georgia 30339 and its registered agent at such address is Ernest W. Carperos.

The purpose of this corporation shall be to concern itself with all factors which will enhance or detract from, preserve or destroy, the quality of Georgia's environment and particularly the environment in the area generally known as Vinings; to preserve or aid in the preservation of areas of scenic, geologic, biologic, historic or recreational importance in Georgia and the area described above in the public interest; to aid in the establishment of nature reserves or other protected areas for scientific, educational, or aesthetic purposes; to conduct planning studies, either independently, or in cooperation with agencies or organizations as a basis for the enhancement and/or preservation of environmental quality, particularly in regard to areas of scenic, geologic, biologic, historic, or recreational importance, or to assemble other data pertinent to vital environmental issues in Georgia and in the Vinings area (all in the public interest); and to develop organized programs in conservation and environmental education, to the end that the corporation shall serve the people of Georgia and in the area of Vinings as an agency of popular enlightenment, for cultural and environmental improvement, and for scientific advancement. The corporation shall have the right to sue and be sued in connection with the purposes set out above and for other purposes, but it shall not engage in carrying on propaganda or otherwise attempting to influence legislation or the outcome of any political campaign.

CUSTER & SMITH

Lawrence B. Custer
LAWRENCE B. CUSTER
Attorney for Incorporator

THE MARIETTA DAILY JOURNAL
and
NEIGHBOR NEWSPAPERS, INC.

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA
COUNTY OF COBB

Before me the undersigned, a Notary Public, this day came _____

Billie M. Foster, personally known to me
who being first duly sworn according to law, says that she is
Treasurer of Times-Journal, Inc.

Publisher of The Marietta Daily Journal, the official
newspaper of which Sheriff's advertisements in and for said County are published
and a newspaper of general circulation with its principal place of business in said
county, and that there has been deposited with said newspaper the cost of publishing
four insertions of application for Charter of Vininga Association, Inc., once
a week for four successive weeks with the order of the Judge of Cobb Superior Court
thereon.

Billie M. Foster

Sworn to and subscribed

before me this 17th day
of Feb, 1971

Richard Kemp

NOTARY PUBLIC, COBB COUNTY, GA.
MY COMMISSION EXPIRES OCT. 18, 1971

GEORGIA, COBB COUNTY

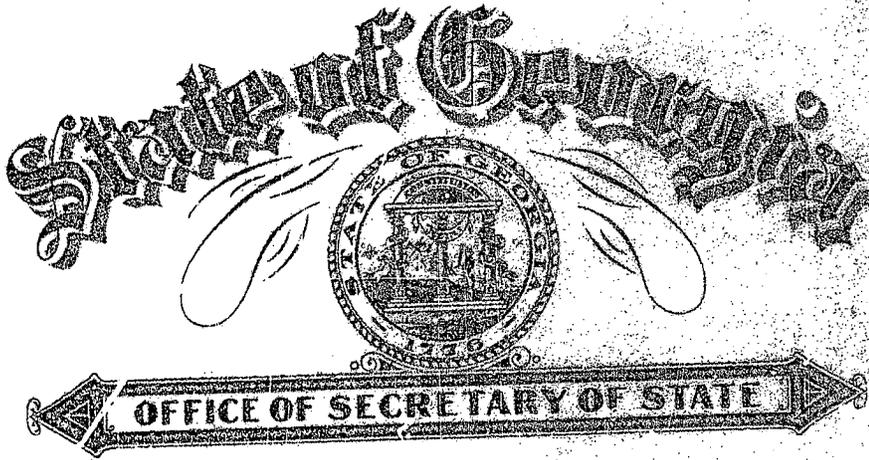
I, J. S. WILLIAMS Deputy Clerk of the
Superior Court of Cobb County, Georgia, do hereby
certify that the foregoing is a true and correct copy
of the Petition for Charter of VININGS ASSOCIATION, INC."

I further certify that all cost has been paid to me,
which is in full of all fees and costs of the Clerk of
the Cobb Superior Court in connection with said cause.

IN WITNESS WHEREOF I have hereunto set my official
hand and affixed the seal of Cobb Superior Court, this
the 18th day of February, 19 71.

J. S. Williams
DEPUTY CLERK

SEAL



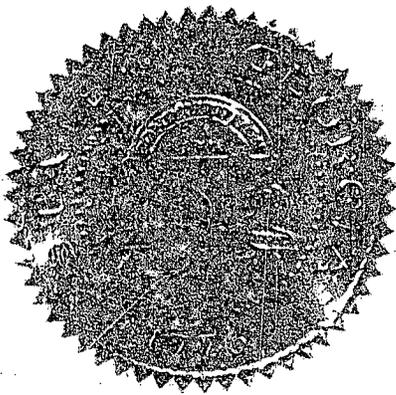
I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"VININGS ASSOCIATION, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol in the City of Atlanta, this 11th day of February, in the year of our Lord One Thousand Nine Hundred and Seventy-one and of the Independence of the United States of America the One Hundred and Ninety-fifth.

Ben W. Fortson, Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia