

DUPLICATE DUPLICATE



241

C 8545

OFFICE OF SECRETARY OF STATE

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

"HORSESHOE CLUB, INC."

has been duly incorporated under the laws of the State of Georgia on the 31st day of October, 19 35, by the filing of articles of incorporation 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 incorporation.

STATE OF GEORGIA
CAMDEN SUPERIOR COURT

Filed Nov. 8, 1985 at 9:30 ^{A.M.}/_{P.M.}
Sproun W. Johnson Secretary
Clerk

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 31st day of October in the year of our Lord One Thousand Nine Hundred and Eighty Five and of the Independence of the United States of America the Two Hundred and Ten.

Max Cleland

C 8545
OCT 31 1 39 PM '85
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
HORSESHOE CLUB, INC.

I.

The name of the corporation is: HORSESHOE CLUB, INC.

II.

The corporation is organized pursuant to the provisions of the Georgia Non-Profit Corporation Code.

III.

The corporation shall have perpetual duration.

IV.

The corporation is organized for the following purposes:

To own, manage, control and maintain certain lands in Camden County, Georgia, in or adjacent to Horseshoe Cove Subdivision of Camden County, which lands shall be common use areas for subdivision lot owners who shall pay an annual assessment to the corporation for the privilege of use of the areas owned by the corporation; to make improvements to any of its properties; to do all things necessary and incidental, expedient, ancillary or in aid to the accomplishment of the foregoing, including when necessary, the buying, selling, leasing or mortgaging of real or personal property; and to do all legal acts incidental to carry on the general purposes of said corporation.

V.

The affairs of the corporation shall be managed by a Board of Directors which shall consist of five (5) persons, all of whom must maintain membership in the corporation during their term. The directors shall be elected by a majority vote of the membership present and voting at the annual membership meeting and shall hold office for a period of two (2) years after the initial terms. Three (3) of the directors shall initially be elected for a period of two (2) years and two (2) of the directors shall be elected for an initial term of one (1) year.

VI.

The corporation shall have one class of members with two classes of voting members. All owners of lot or lots in Horseshoe Cove Subdivision of Camden County, Georgia, shall be members of the corporation. Each lot shall represent one membership. On any issue which is before the membership for a vote each membership of a lot which adjoins the water shall have two votes, and each membership of a lot off the water shall have one vote. A majority vote of the membership present and voting on any issue will govern the actions of the corporation.

VII.

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the

corporation and no part of its revenues shall inure to the benefit of any director or other private individual. However, the corporation may engage or employ any of its directors or members to perform services for the corporation that are a part of its general purposes. The corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or any other activity except in the furtherance of the purposes stated above for which the corporation is organized.

VIII.

The initial registered office of the corporation shall be located at Route #1, Horseshoe Court West, Waverly, Georgia 31565. The initial registered agent of the corporation shall be Seaborn W. Bell, and his written consent to such appointment is attached to these Articles of Incorporation.

IX.

The initial Board of Directors shall consist of five (5) members who shall be:

Seaborn W. Bell
102 Main Street
Blackshear, Georgia 31516

Larmar A. Bell
102 Main Street
Blackshear, Georgia 31516

Frances Bell
102 Main Street
Blackshear, Georgia 31516

Jerry W. Boyette
1818 Hilliard Street
Waycross, Georgia 31501

Larry K. James
Route #2, Box 99-A
Blackshear, Georgia 31516

X.

The names and addresses of the incorporators are:

Seaborn W. Bell
102 Main Street
Blackshear, Georgia 31516

Larmar A. Bell
102 Main Street
Blackshear, Georgia 31516

XI.

Membership in the corporation is limited to lot owners in Horseshoe Cove Subdivision, Camden County, Georgia, and when a member transfer ownership of a lot in said subdivision the membership certificate and the membership privileges shall be transferred to the new lot owner at the same time.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation, this the 25th day of October, 1985.

THOMAS and SETTLE

By W. Vincent Settle, III

W. Vincent Settle, III
Attorney for Incorporators

246

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, Seaborn W. Bell, do hereby consent to serve as
registered agent for the corporation, HORSESHOE CLUB, INC.

This 25th day of October, 1985.

Seaborn W. Bell

Seaborn W. Bell

Address of Registered Agent:

Route #1, Horseshoe Court West
Waverly, Georgia 31565

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

HORSESHOE CLUB, INC.

a Domestic Nonprofit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 06/12/2020 and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **06/19/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
HORSESHOE CLUB, INC.

ARTICLE ONE

The name of the nonprofit corporation is Horseshoe Club, Inc. ("Corporation"). The control number is J516529.

ARTICLE TWO

The Corporation hereby adopts the following the amendment to amend Article VI of the Articles of Incorporation to state:

VI.

The corporation shall have one class of members. All owners of lot or lots in Horseshoe Cove Subdivision of Camden County, Georgia, shall be members of the corporation. Each lot shall represent one membership. Each membership shall have one vote. A majority vote of the membership present and voting on any issue will govern the actions of the corporation.

ARTICLE THREE

This amendment was duly adopted and approved by a sufficient vote of the members of the Corporation.


ARTICLE FOUR

The date of the adoption and approval of the amendment was October 12, 2019.

ARTICLE FIVE

The articles of amendment shall be effective upon the filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 12th day of June, 2020.



Chapman D. Sweat
Attorney for Incorporators



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 6/12/2020 9:14:44 AM

**TRANSMITTAL INFORMATION FORM
BUSINESS AMENDMENT**

1. **HORSESHOE CLUB, INC.**

Entity Name

J516529

Entity Control No.

2. **Chapman D. Sweat**

Name of Person Filing Business Amendment

1815 Osborne Road

Address

St. Marys

City

GA

State

31558

Zip Code

3. Submitted with this filing is a filing fee of \$20.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Chapman D. Sweat

Signature of Authorized Person