

3542 KENTWOOD PLACE CONDOMINIUM ASSOCIATION, 02/20/89

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 8903562 DN
DATE INCORPORATED: FEBRUARY 20, 1989
COUNTY : DEKALB
EXAMINER : PAULA OVERTON
TELEPHONE : 404-656-2817

MAILED TO:

CECIL M. PHILLIPS
3060 P'TREE RD STE 1025
ATLANTA GA 30305

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"CLAYMONT PLACE CONDOMINIUM ASSOCIATION, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION 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.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: FEBRUARY 24, 1989

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
686-2817

CORPORATIONS HOT-LINE
656-2222
Outside Metro-Atlanta

89 011 897 0000

ARTICLE OF INCORPORATION
OF
CLAIRMONT PLACE CONDOMINIUM ASSOCIATION, INC.

I.

The name of the corporation is CLAIRMONT PLACE
CONDOMINIUM ASSOCIATION, INC.

II.

The corporation shall have perpetual duration.

III.

The corporation is organized pursuant to the provisions
of the Georgia Nonprofit Corporation Code.

IV.

The general nature of the business to be conducted by
the corporation shall be to promote and develop the common
good of the residential retirement condominium known as
Clairmont Place, A Condominium located in DeKalb County,
Georgia (the "Condominium"); to administer and enforce
certain covenants, conditions, restrictions, reservations,
easements, liens or charges (all as set forth in the
Declaration for Clairmont Place, A Condominium) for the
support and benefit of the corporation or the welfare or
betterments of the Condominium or residents thereof. The
corporation shall have all those general powers specified in
Section 14-3-21(a) and (b) of the Georgia Nonprofit
Corporation Code, including the power to do everything
necessary, proper, advisable or convenient for the

accomplishment of any of the purposes herein set forth, provided the same not be forbidden by the laws of the State of Georgia.

V.

The corporation is formed exclusively for purposes for which a corporation may be organized under the Georgia Nonprofit Corporation Code and not for pecuniary gain or profit. No part of the assets, income, or profit of the corporation shall be distributable to, or inure to the benefit of, its directors, officers or members except to the extent permitted under the Georgia Nonprofit Corporation Code.

VI.

The corporation shall be managed by a board of directors to be elected pursuant to the method of election set forth in the Bylaws of the corporation.

VII.

The membership of the corporation shall be comprised of all Owners of a Residential Unit comprising a portion of the Condominium, which membership shall continue during the period of ownership by such Unit Owner. The Owner of the Service Unit comprising a portion of the Condominium shall automatically be a member, which membership shall continue during the period of ownership by such Unit Owner. Voting by the membership shall be as set forth in and subject to the provisions of the Georgia Condominium Act, the Declaration and the By-Laws. Said votes shall be cast under

such rules and procedures as may be prescribed in the By-laws, as amended from time to time, by the Declaration, or by law.

VIII.

The initial registered office of the corporation shall be located at Suite 1025, One Buckhead Plaza, 3060 Peachtree Road, N.W., Atlanta, DeKalb County, Georgia 30305. The initial registered agent at such address shall be Cecil M. Phillips.

IX.

The initial board of directors shall consist of three (3) member, whose names and addresses are the following:

Cecil M. Phillips	Suite 1025 One Buckhead Plaza 3060 Peachtree Road, N.W. Atlanta, Georgia 30305
Vicki Sutherland	Suite 1025 One Buckhead Plaza 3060 Peachtree Road, N.W. Atlanta, Georgia 30305
Sharon Peel	Suite 1025 One Buckhead Plaza 3060 Peachtree Road, N.W. Atlanta, Georgia 30305

X.

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 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.

XI.

The name and address of the incorporator of the corporation is Cecil M. Phillips, Suite 1825, One Buckhead Plaza, 3960 Peachtree Road, N.W., Atlanta, Georgia 30305.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

Cecil M. Phillips

Cecil M. Phillips

RECORDED
INDEXED
MAY 10 1961

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: MAX CLELAND
Secretary of State
Suite 306 - West Tower
2 Martin Luther King, Jr., Drive, SE
Atlanta, Georgia 30334

I, Cecil M. Phillips, do hereby consent to serve
as Registered Agent for the Corporation, Clairmont Place
Condominium Association, Inc.

This _____ day of _____, 1989.

Cecil M. Phillips

Cecil M. Phillips

Address of Registered Agent:

One Buckhead Plaza
3060 Peachtree Road NW
Suite 1025
Atlanta, Georgia 30305

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

FORM NUMBER : N1
CERTIFICATE DATE : 10/26/88
DOCKET NUMBER : 88300329
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-2821

REQUESTED BY:

STOWERS, HAYES / HEARST ROANE
8595 DUNWOODY PLACE
ATLANTA GA 30350

RENEWAL OF CORPORATE NAME CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP OR FTEE PURSUANT TO THE APPLICABLE PROVISION OF THE GEORGIA LAWS RELATING TO CORPORATIONS, PROFESSIONAL ASSOCIATIONS AND LIMITED PARTNERSHIPS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"CLAIRMONT PLACE CONDOMINIUM ASSOCIATION, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS AND SIX CALENDAR MONTHS FOR BANKS (BK) FROM THE DATE OF THIS CERTIFICATE. THE CERTIFICATE MAY NOT BE RENEWED AND THE NAME WILL BE AVAILABLE AT THE END OF SAID PERIOD. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP OR APPLICATION FOR CERTIFICATE OF AUTHORITY OR PROFESSIONAL ASSOCIATION.

THIS IS A RENEWAL CERTIFICATE. THE CERTIFICATE WILL EXPIRE AS SET FORTH ABOVE AND WILL NOT BE SUBJECT TO ANOTHER RENEWAL.

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

89 011

097 0006

Paula 2-22

89052049 CLAIRMONT PLACE CONDOMINIUM ASSOCIATION, INC. ^{prl} 96
Inv/Rec Amount | \$ 40.00 Cntr-trans I/R R

BILL-TO INFORMATION :

Name: THE PHILLIPS CO.
Addr: 3060 PTREF RD NW - STE 1025
City: ATLANTA State: GA Zip: 30305

COMMENT:

COMMAND: ENTER (C)ontinue (S)top (I)nvoice/receipt processor 8
MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ? (Y/N) N

OK
79



A100

BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date: _____	Code: _____	Docket No.: _____
Assigned Exam: _____	Amt.: \$ _____	By: _____
Charter Number: <u>8905542</u>	Completed: _____	

DO NOT WRITE ABOVE THIS LINE - SOB USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: <u>Clairmont Place Condominium Association, Inc.</u>		
Mailing Address: <u>One Buckhead Plaza, Suite 1025, 3060 Peachtree Road NW</u>		
City: <u>Atlanta</u>	County: <u>DeKalb</u>	State: <u>Georgia</u> Zip: <u>30305</u>
III. Fees Submitted By: <u>Decatur Retirement Group</u>		
Secretary of State: \$ <u>40.00</u>	Check No.: _____	
Clerk of Court: \$ <u>25.00</u>	Check No.: _____	County: <u>DeKalb</u>
Publisher: \$ <u>60.00</u>	Check No.: _____	Name: <u>Decatur-DeKalb News Era</u>
IV. Incorporator: <u>Cecil M. Phillips</u>		
Address: <u>One Buckhead Plaza, Suite 1025, 3060 Peachtree Road NW</u>		
City: <u>Atlanta</u>	State: <u>Georgia</u>	Zip Code: <u>30305</u>
V. Registered Agent/Office: <u>Cecil M. Phillips</u>		
Address: <u>One Buckhead Plaza, Suite 1025, 3060 Peachtree Road NW</u>		
City: <u>Atlanta</u>	County: <u>DeKalb</u>	State: <u>GA</u> Zip Code: <u>30305</u>
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		
1. Original and two conformed copies of Articles of Incorporation	Applicant	Examiner
2. Corporate name certificate enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. Publisher's and Clerk's checks enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4. Consent form enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5. Corporate duration and statutory authority stated	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6. Number shares, par value, minimum capital stated	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7. Number of directors and their names and addresses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
VII. Applicant/Attorney: <u>Cecil M. Phillips</u> Telephone: <u>233-5273</u>		
Address: <u>One Buckhead Plaza, Suite 1025, 3060 Peachtree Road NW</u>		
City: <u>Atlanta</u>	State: <u>GA</u>	Zip Code: <u>30305</u>

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: Cecil M. Phillips Date: 2-17-89

ARTICLES OF AMENDMENT
OF
CLAIRMONT PLACE CONDOMINIUM ASSOCIATION, INC.

I.

The name of the Corporation is Clairmont Place Condominium Association, Inc..

II.

The Articles of Incorporation of the Corporation shall be amended by deleting the second full sentence of Article VII in its entirety, said sentence being as follows: "The Owner of the Service Unit comprising a portion of the Condominium shall automatically be a member, which membership shall continue during the period of ownership by such Unit Owner."

III.

The Articles of Incorporation of the Corporation shall be amended by adding the following words after the words "No amendment to or repeal of . . ." which appear in lines 7 and 8 of Article X: ". . . this Article shall apply to or have any effect on the . . .".

IV.

There are currently no members of the Corporation. The board of directors vote required to adopt the Amendments set forth in Articles II and III above was a majority of the directors then in office. On March 28, 1989, there were three directors on that date a written consent in lieu of a special meeting of directors.



CERTIFICATE

THIS DOCUMENT RECEIVED
AND FILED IN THE OFFICE
OF THE SECRETARY OF STATE

By: D. H. Hyle

DATE: March 29, 1989

TRANSACTION # 89088394, 397

CHARTER # 8903542

was signed by all three directors duly authorizing and adopting the above Amendments.

IN WITNESS WHEREOF, Clairmont Place Condominium Association, Inc. has caused these Articles of Amendment to be executed and the corporate seal to be affixed and has caused the foregoing to be attested to, all by its duly authorized officers, on this 28 day of March, 1989.

Attest:

Tickie Autherband
Secretary

CLAIRMONT PLACE CONDOMINIUM
ASSOCIATION, INC.

By: ce m dy
President

[CORPORATE SEAL]

SMITH, GAMBRELL & RUSSELL

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS AND INDIVIDUALS

ATTORNEYS AT LAW

FIRST ATLANTA TOWER

2 PEACHTREE STREET, N.W.

SUITE 2400

ATLANTA, GEORGIA 30383-2501

(404) 656-1800
TELECOPIER (404) 656-1878
TELEX 54-2589

LANTA FINANCIAL CENTER
333 PEACHTREE ROAD, N.E.
SUITE 1800, EAST TOWER
LANTA, GEORGIA 30326-1010
(404) 264-2620
ELECOPIER (404) 264-2652

March 29, 1989

Secretary of State
Corporations Division
Floyd Towers, Plaza Level-West
200 Piedmont Avenue, S.E.
Atlanta, Georgia 30334

Re: Clairmont Place Condominium Association, Inc

Dear Sir:

In accordance with the provisions of Section 14-3-153 of the Georgia Nonprofit Corporation Code, as amended, enclosed please find the following documents pertaining to the amendment of the Articles of Incorporation of Clairmont Place Condominium Association, Inc.:

- (1) Executed original and two copies of the Articles of Amendment;
- (2) Publication letter addressed to the Decatur Dekalb News/Era;
- (3) Check in the amount of \$20.00 payable to the Secretary of State of Georgia;
- (4) Check in the amount of \$22.00 payable to the Clerk of the Superior Court of Dekalb County; and
- (5) Check in the amount of \$60.00 payable to the Decatur-Dekalb News/Era.

Thank you very much for your assistance and cooperation.

Very truly yours,

Sharon R. Clutteur
Sharon R. Clutteur

SRC:wp
Enclosures

P.S. It is imperative that the Certificate of Amendment be issued by the end of today; therefore, I would appreciate it if you could expedite the processing of this application. Enclosed is this firm's check in the amount of \$50.00 for expedited service charge.

I have instructed my courier to wait in the hopes that he will be able to bring the Certificate of Amendment to my attention. Please call me at 656-1839 should you have any questions or comments regarding this matter.

Thank you for your cooperation and prompt attention to this matter.

SRC