

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

CONTROL NUMBER: 9502661
EFFECTIVE DATE: 01/11/1995
COUNTY : COBB
REFERENCE : 0093
PRINT DATE : 01/23/1995
FORM NUMBER : 311

SARAH L. BARGO
192 ANDERSON STREET
MARIETTA GA 30060

CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

WILMINGTON HOMEOWNERS ASSOCIATION, INC.

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.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

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

**ARTICLES OF INCORPORATION
OF
WILMINGTON HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Georgia Law, the undersigned has this day voluntarily associated a corporation not for profit, which is hereby organized pursuant to the Georgia Non-Profit Corporation Code, and do hereby certify:

ARTICLE I

The name of the Corporation is WILMINGTON HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II

The initial principal office and mailing address of the Association is located at 1857 Airport Industrial Park Drive, Suite B, Marietta, Georgia 30062.

ARTICLE III

John H. Moore, whose address is 192 Anderson Street, Marietta, Cobb County, Georgia 30060, is hereby appointed the initial registered agent of this Association. The initial registered office of the Association is also 192 Anderson Street, Marietta, Cobb County, Georgia 30060.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as Wilmington Subdivision located in Cobb County, Georgia, and to promote the health, safety

and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Superior Court of Cobb County, Georgia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Georgia by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of

record to assessment by the Association shall be a member of the Association as well as the Developer for so long as Developer owns a Lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) Seven years from the date of the Declaration of Declaration of Covenants, Conditions, Restrictions and Easements for Wilmington so filed in the records of Cobb County, Georgia; or
- (c) When in its discretion Developer so determines.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Wayne Sturgis	1857 Airport Industrial Park Drive, Suite B Marietta, Georgia 30062
Carren Sturgis	1857 Airport Industrial Park Drive, Suite B Marietta, Georgia 30062
Paula Tezzementi	1857 Airport Industrial Park Drive, Suite B Marietta, GA 30062

At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years, and one directors for a term of three years; and at each annual meeting thereafter the members shall elect directors to fill the vacated positions for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association other than incident to a merger or consolidation, the 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.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator is:

SARAH L. BARGO
MOORE & ROGERS
192 Anderson Street
Marietta, Georgia 30060
(404) 429-1499

IN WITNESS WHEREOF, I have hereunto executed these
Articles of Incorporation this 5 day of January, 1995.

Sarah L Bargo
SARAH L. BARGO

2nd
5th
SS. 11 00 11 11 11



MAX CLELAND
Secretary of State
State of Georgia

Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET	<u>950130039</u>	PENDING CONTROL #	<u>P089934</u>	CONTROL #	<u>9500061</u>
Docket Code	<u>311</u>	Corporation Type	<u>DN</u>		
Date Filed	<u>1-11-95</u>	Amount Received \$	<u>00</u>	Check/Receipt #	<u>31407</u>
Jurisdiction (County) Code	<u>33- Cobb</u>				
Examiner	<u>6</u>			Date Completed	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1.	<u>Applied for</u> <u>913311211</u>		
	Corporate Name Reservation Number		
	<u>Wilmington Homeowners Association, Inc.</u>		
	Corporate Name (exactly as appears on name reservation)		
2.	<u>Sarah L. Bargo</u>	<u>429-1499</u>	
	Applicant/Attorney	Telephone Number	
	<u>192 Anderson Street</u>		
	Address		
	<u>Marietta,</u>	<u>GA</u>	<u>30060</u>
	City	State	Zip Code
3.	NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)		
	1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)		
	2. ORIGINAL ARTICLES OF INCORPORATION		
	3. ONE COPY OF ARTICLES OF INCORPORATION		
	I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.		
	<u>Sarah L Bargo</u>		<u>1/9/95</u>
	Authorized Signature		Date