

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

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FORM NUMBER : 215

WEISSMAN NOWACK CURRY & WILCO PC
GABBY LAWSON
3500 LENOX RD ONE ALLIANCE CENTER 4TH FL
ATLANTA, GA 30326

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

STILLWOOD HOMEOWNERS ASSOCIATION, INC.
A DOMESTIC NONPROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over the printed name.

Cathy Cox
Secretary of State

Secretary of State
Business Services and Regulation

A

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

CHARTER NUMBER : 5801062 DN
DATE INCORPORATED: JANUARY 06, 1988
COUNTY : FULTON
EXAMINER : MARTLYN H. MATEEN
TELEPHONE : 404-656-2911

MAILED TO:

D. R. SLOAN, JR.
245 P'TREE CTR. AVENUE, #2400
ATLANTA GA 30305

CERTIFICATE OF INCORPORATION

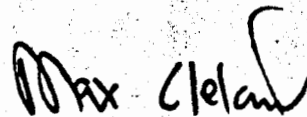
I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"STILLWOOD HOMEOWNERS ASSOCIATION, INC."

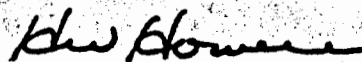
HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

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

DATE: JANUARY 12, 1988



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



88011024
\$ 40.00

ARTICLES OF INCORPORATION

OF

STILLWOOD HOMEOWNERS ASSOCIATION, INC.

Article 1. Name. The name of the Corporation is Stillwood Homeowners Association, Inc.

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes of which it is formed are:

(a) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Stillwood Homeowners Association (hereinafter the "Declaration"), establishing a plan of development recorded or to be recorded in the Office of the Clerk of the Superior Court of DeKalb 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 By-Laws, and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the Owners in the development.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

(a) 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;

(b) 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 By-Laws, or the Declaration, including, without limitation, the following:

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

(ii) to manage, control, operate, maintain, repair, and improve property subjected 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;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners;

(v) 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;

(vi) to borrow money for any purpose as may be limited in the By-Laws;

(vii) 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 Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) 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;

(ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

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

(xi) 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 provisions of this Article 4.

Article 5. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. Each Owner of a Unit in the development shall be entitled to one (1) vote for each Unit owned.

Article 6. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of three (3) members. The names and addresses of the initial Board of Directors are as follows:

Charles H. Hardy, Jr. 5600 Roswell Road, Suite 120 West Atlanta, Georgia 30342	James W. Field 5600 Roswell Road, Suite 120 West Atlanta, Georgia 30342
---	--

James B. Williams, Jr.
3079 E. Shadowlawn Avenue, N.W.
Atlanta, Georgia 30305

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

Article 7. Dissolution. The Corporation may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the State of Georgia.

Article 8. Amendments. These Articles may be amended as provided by the Georgia Nonprofit Corporation Code, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 9. Incorporator. The name and address of the incorporator are as follows:

D. R. Sloan, Jr.
Hyatt & Rhoads, P.C.
2400 Marquis One Tower
245 Peachtree Center Avenue, N.E.
Atlanta, Georgia 30303

Article 10. Registered Agent and Office. The initial registered office of the Corporation is 2400 Marquis One Tower, 245 Peachtree Center Avenue, N.E., Atlanta, Georgia 30303, and the initial registered agent at such address is D. R. Sloan, Jr.
(Fulton)

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



D. R. SLOAN, JR.

2400 Marquis One Tower
245 Peachtree Center Avenue, N.E.
Atlanta, Georgia 30303
(404) 659-6600

1504g

SEC
STATE
JAN 1 3 1998

HYATT & RHOADS, P.C.

ATTORNEYS

2400 MARQUIS ONE TOWER
245 PEACHTREE CENTER AVENUE, N. E.
ATLANTA, GEORGIA 30303
404/659-6600
TELECOPIER 404/658-1725

WAYNE S. HYATT (GA) (CONY)
JAMES B. RHOADS (GA) (DC & PA)
J. SLOAN, JR. (GA)
PHILIP S. COVNER (GA)
SETH G. WEISSMAN (GA)
P. MICHAEL NAGLE (MD, DC, GA)
RICHARD A. BACON (GA)
DONALD B. KUPERMAN (GA)
KENNETH E. CHADWICK (GA)
GEORGE E. NOWACK, JR. (GA)
LINDA BRYANT CURRY (GA)
JEFFREY A. HURLEY (GA)
DAVID F. DUNBAR (GA)*
CLARA L. FRYER (GA & ALI)
JO ANNE P. STUBBLEFIELD (GA)
FREDERICK D. EVANS III (GA)
STEPHEN H. MURPHY (GA)*
SANDRA C. OULTER (VA)*
LISAM MCFADLEN (DC, SM)*
CHARLES E. DOHR (GA)

WASHINGTON, D.C.
1275 K STREET, N.W.
WASHINGTON, D.C. 20005
202/682-1800

ATLANTA
2401 LAKE PARK DRIVE
ATLANTA, GEORGIA 30080
404/432-0316

SAN DIEGO
1330 WELLS FARGO BANK BUILDING
101 W. BROADWAY
SAN DIEGO, CALIFORNIA 92101
619/232-0811

DOUGLASVILLE
6500 E. CHURCH STREET
DOUGLASVILLE, GEORGIA 30134
404/942-6655

JAMES F. DANOW (GA)*
DEAN A. RIDGLE (GA)
W. BURRELL ELLIS JR. (GA)
SHELAM M. FIDELLMAN (MD)*
DAVID N. DOROUGH (GA)
TONIA C. SELLERS (GA)
JONATHAN F. YOUNG (GA)
LAURA V. KWIATKOWSKI (GA)*
AMY GRIFFITH DEVER (GA)
CANDYCE D. CAVANAGH (GA)
JOHN W. HANSEN, JR. (CA & IL)*
DAVID F. COOPER (GA)
RUTH A. ZALEON (GA)
LOUIS E. BRIDGES (GA)
BRYAN T. DUGAN (MD)*
JOYCE P. MEISNER (CA, NY & NJ)*
CONSTANCE C. PATTERSON (GA)
KATHY S. KRAFT (GA)
PAUL J. LEVINE (MD)*
*NOT ADMITTED AND NOT
PRACTICING IN GEORGIA

January 5, 1988

Mr. Max Cleland
Secretary of State
Corporations Division
Suite 306, West Tower
2 Martin Luther King, Jr., Drive, S.E.
Atlanta, Georgia 30334

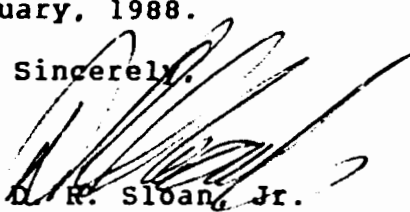
RE: CONSENT TO APPOINTMENT AS REGISTERED AGENT

Dear Sir:

I, D. R. Sloan, Jr., do hereby consent to serve as registered agent for the corporation, Stillwood Homeowners Association, Inc.

This 5th day of January, 1988.

Sincerely,


D. R. Sloan, Jr.

DRSjr:mfn

1321C

Secretary of State

Business Services and Regulation

JAN 06 1988

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

CERTIFICATE DATE : 01/05/88
DOCKET NUMBER : 88005345
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-1772

REQUESTED BY:

HYATT & RHCADS/M NEARY
245 PTREE CENTER NE S-2400
ATLANTA GA 30303

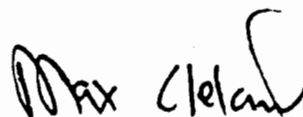
CORPORATE NAME CERTIFICATE

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 OR PROFESSIONAL ASSOCIATION OR FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"STILLWOOD HOMEOWNERS ASSOCIATION, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (BP, FP, DN, FN, & PA) AND SIX CALENDAR MONTHS FOR BANKS (BK) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION.

THE SECRETARY OF STATE MAY EXTEND THE CERTIFICATE FOR ONE PERIOD IF THE APPLICANT SUBMITS A \$20.00 FEE AND A WRITTEN REQUEST EXPLAINING WHY THE EXTENSION IS REQUESTED.



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE





**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: <u>1-6-88</u>	Code: <u>DP</u>	Docket No.: <u>88011024</u>
Assigned Exam: <u>76</u>	Amt.: \$ <u>460.00</u>	By: <u>48</u>
Charter Number: <u>8801062</u>	Completed:	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

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

II. Corporate Name: <u>Stillwood Homeowners Association, Inc.</u>		
Mailing Address: <u>5600 Roswell Road, Suite 120 West</u>		
City: <u>Atlanta</u>	County: <u>Fulton</u>	State: Zip Code: <u>Georgia 30342</u>
III. Fees Submitted By: <u>Hyatt & Rhoads, P.C.</u>		
Secretary of State: \$ <u>40.00</u>	Check No.: <u>6228</u>	
Clerk of Court: \$ <u>26.00</u>	Check No.: <u>6227</u>	County: <u>Fulton</u>
Publisher: \$ <u>60.00</u>	Check No.: <u>6229</u>	Name:
IV. Incorporator: <u>D. R. Sloan, Jr., Esq., Hyatt & Rhoads, P.C.</u>		
Address: <u>245 Peachtree Center Ave., Suite 2400</u>		
City: <u>Atlanta</u>	State: <u>GA.</u>	Zip Code: <u>30303</u>
V. Registered Agent/Office: <u>Hyatt & Rhoads, P.C.</u>		
Address: <u>245 Peachtree Center Ave., Suite 2400</u>		
City: <u>Atlanta</u>	State: <u>Georgia</u>	Zip Code: <u>30303</u>
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		
1. Original and two conformed copies of Articles of Incorporation	Applicant <input checked="" type="checkbox"/>	Examiner <input checked="" type="checkbox"/>
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>D. R. Sloan, Jr.</u>	Telephone: <u>(404) 659-6600</u>
Address: <u>245 Peachtree Center Ave., Suite 2400</u>	
City: <u>Atlanta</u>	State: Zip Code: <u>GA 30303</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: Date: January 5, 1987