

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0016733
EFFECTIVE DATE: 04/05/2000
COUNTY : ROCKDALE
REFERENCE : 0077
PRINT DATE : 04/11/2000
FORM NUMBER : 311

JANICE SHARP
1892 GA. HWY. 138, S.E.
CONYERS, GA 30013

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

LOCHINVER RECREATIONAL ASSOCIATION, INC.
A DOMESTIC NONPROFIT CORPORATION

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.



Cathy Cox
Secretary of State

COPY

ARTICLES OF INCORPORATION

OF

LOCHINVER RECREATIONAL ASSOCIATION, INC.

ARTICLE 1

The name of this corporation shall be: **LOCHINVER RECREATIONAL ASSOCIATION, INC.**

ARTICLE 2

This corporation is formed pursuant to the Georgia Nonprofit Corporation Code and shall have perpetual duration.

ARTICLE 3

This corporation shall have no stock or stockholders; it is not organized and shall not operate for profit or pecuniary gain; and no part of the net earnings of this corporation shall inure to the benefit of any member, director, officer or any private individual except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes.

ARTICLE 4

The purposes for which this corporation is organized are the following:

(a) To own and operate a swimming pool and tennis courts and related facilities and to provide recreational facilities and programs thereat.

(b) In general, to exercise all the rights, powers, privileges and immunities as are provided and allowed for similar corporations under the laws of the State of Georgia, including, but not limited to, the power (i) to purchase, accept by gift, lease, hold, sell, mortgage, convey or otherwise acquire or dispose of any real and personal property

necessary or proper for the carrying out of the purposes of this corporation; (ii) to own, acquire, construct, equip, operate and maintain amenities, services and facilities incident to the purposes of this corporation; (iii) to fix, levy and collect assessments; and (iv) to exercise all rights, powers, privileges and immunities as are provided and allowed for similar corporations by the Georgia Nonprofit Corporation Code.

ARTICLE 5

The corporation shall have members. The number, qualifications for and other matters relating to its members shall be set forth in the bylaws of the corporation.

ARTICLE 6

Directors shall be elected and serve as provided in the bylaws of this corporation. The number of Directors constituting the initial Board of Directors shall be two (2), and the name and address of each such Director is:

Alton Housworth, Jr.
889 Commerce Drive
Suite A
Conyers, Georgia 30094

Gerald Sheppard
889 Commerce Drive
Suite A
Conyers, Georgia 30094

ARTICLE 7

The address of the initial registered office of this corporation shall be in 889 Commerce Drive, Suite A, Conyers, Rockdale County, Georgia 30094, and the name of its initial registered agent at such address is Alton Housworth, Jr.

ARTICLE 8

The mailing address of the initial principal office of this corporation shall be at 889 Commerce Drive, Suite A, Conyers, Rockdale County, Georgia 30094.

ARTICLE 9

These Articles of Incorporation may be amended from time to time in accordance with the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE 10

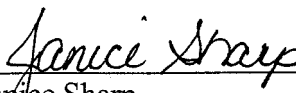
No director of the corporation shall be liable to the corporation or its members for monetary damages for breach of duty of care, or other duty as a director, provided, however, that this provision shall in no way eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or (iii) for any transaction from which the director derived an improper personal benefit.

ARTICLE 11

The name of the Incorporator is Janice Sharp, and her address is 1892 Ga. Hwy. 138, S.E., Conyers, Georgia 30013.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation on

this 4 day of April, 2000.



Janice Sharp

APR 5 10 21 AM '00

SECRETARY OF STATE