

**ARTICLES OF INCORPORATION OF
WEST HAMPTON HOMEOWNERS ASSOCIATION, INC.
(WITH FIRST AMENDMENT OF 13 JANUARY 1987 INSERTED)**

ARTICLE 1

Name

The name of the corporation is WEST HAMPTON HOMEOWNERS ASSOCIATION, INC.

ARTICLE 2

Period of Duration

The corporation shall have perpetual duration.

Article 3

Purposes and Powers

The corporation is being organized as a nonprofit corporation under the Georgia Nonprofit Corporation Code, for the sole purpose of acting as a civic organization which shall not be operated for profit, but shall be operated for the sole purpose of performing certain functions for the common good and general welfare of the people of a community known as West Hampton, which is located in Cobb County, Georgia.

Such community is hereinafter referred to as "West Hampton".

West Hampton will consist of the land described in the Declaration, as hereinafter defined, plus such additional land as may hereafter be made subject to the provisions of the Declaration in accordance with its terms.

The term "Declaration", as used herein, refers to that certain Declaration of Covenants, Restrictions and Easements dated July 12, 1984, which has been executed by Chastain Builders Supply, Inc. and is being filed for record with the Clerk of the Superior Court of Cobb County, Georgia, as such Declaration may be amended from time to time in the manner provided therein.

The corporation shall have and may exercise all powers necessary or convenient to effect this purpose as set forth above, including, to the extent, and only to the extent, necessary to carry out such purpose, the following powers and duties:

- (a) All powers conferred by law on corporations organized under the Georgia Nonprofit Corporation code; and
- (b) The power and duty to exercise all rights, powers and privileges and to perform all of the duties and obligations of the corporation as set forth in the Declaration.

No part of the net earnings of the corporation shall inure to the benefit of any member, director or private individual, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statement), any political campaign on behalf of any candidate for public office.

ARTICLE 4

Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. The number of Directors and the method of election of Directors shall be as set forth in the By-Laws of the corporation.

ARTICLE 5

Limitation of Corporate Powers

2

The corporation shall not have or exercise any corporate powers except those necessary to carry out the purpose of the corporation as set forth in Article 3 above.

ARTICLE 6

Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be 35 Broad Street, Atlanta, Georgia 30335. The initial registered agent of the corporation at such address shall be Richard A. Allison.

ARTICLE 7

Initial Board of Directors

The initial Board of Directors shall consist of three members who shall be:

James E. Davidson, Jr. 2200 Roxburgh Drive
Roswell, Georgia 30076

Pamela Willcock 2200 Roxburgh Drive
Roswell, Georgia 30076

Marilyn J. Sayer 2200 Roxburgh Drive
Roswell, Georgia 30076

ARTICLE 8

Incorporator

The name and address of the Incorporator is Richard A. Allison, 1200 C&S National Bank Building, 35 Broad Street, Atlanta, Georgia 30335.

ARTICLE 9

Membership and Voting Rights

Membership in the corporation, classes of members, and voting rights of members shall be as set forth in the By-Laws.

ARTICLE 10

Amendment of Articles of Incorporation and By-Laws

(a) The Articles of Incorporation of the corporation shall not be amended unless the amendment is approved by a vote of two-thirds (2/3) of those members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of members duly held in accordance with the provisions of the By-Laws of the Association.

(b) The By-Laws of the corporation shall not be amended unless the amendment is approved by a majority vote of those members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of member duly held in accordance with the provisions of the By-Laws of the Association.

ARTICLE 11

Merger and Consolidation

The corporation may merge or consolidate only if such merger or consolidation is approved by a vote of two-thirds (2/3) of those members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of member duly held in accordance with the provisions of the By-Laws of the Association.

ARTICLE 12

Dissolution and Disposition of Assets Upon Dissolution

The corporation may be dissolved only if such dissolution is approved by a vote of two-thirds (2/3) of those members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of members duly held in accordance with the provisions of the By-Laws of the Association.

Upon dissolution of the corporation, the assets of the corporation shall be dedicated and conveyed to one or more appropriate public agencies on the express condition that such assets shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be conveyed to a nonprofit corporation, nonprofit association, nonprofit trust or other nonprofit organization on the express condition that such assets shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation.

ARTICLE 13

Liability

A director shall not be personally liable to the corporation or to its members for monetary damages for breach of duty of care or other duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (a) for acts or omissions which involve intentional misconduct or a knowing violation of law; (b) for any transaction from which the director received an improper personal benefit; (c) for any appropriation in violation of his duties of any business opportunity of the corporation; or (d) for the types of liability set forth in the Official Code of Georgia Annotated Sections 14-3-860 through 14-3-864.

ARTICLE 14

Indemnification

The corporation shall indemnify any individual made a party to any proceeding by reason of the fact that the individual is or was a director, or officer or employee of the corporation against liability incurred in the proceeding, and for all costs, reasonable expenses and claims, if the individual acted in a manner he believed in good faith to be in or not opposed to the best interests of the corporation and, in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual conduct was unlawful. This right of indemnification shall not apply in connection with (1) a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation, or (2) any other proceeding in which the director was adjudged liable on the basis that a personal benefit was improperly received by the director."

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation the 16th day of July, 1984.

HANDWRITTEN SIGNATURE

Richard A. Allison, Incorporator

4

**CONSENT TO APPOINTMENT
AS REGISTERED AGENT
FOR
WEST HAMPTON HOMEOWNERS ASSOCIATION, INC.**

I hereby consent to my appointment as a registered agent for the above named corporation for the purpose of complying with the provisions of the Georgia Nonprofit Corporation Code regarding the appointment of a registered agent. Further, I acknowledge that the address supplied below is the correct address for the registered office of the above name corporation.

This consent is made the 16th day of July, 1984.

By:

HANDWRITTEN SIGNATURE

Richard A. Allison
Registered Agent

Registered Office:

1200 C&S NATIONAL Bank Building
35 Broad Street, S. W.
Atlanta, Georgia 30335