

ARTICLES OF INCORPORATION  
FOR  
BELLINGRATH COMMONS  
TOWNHOME ASSOCIATION, INC.

ARTICLE I

The name of the corporation shall be:

"BELLINGRATH COMMONS TOWNHOME ASSOCIATION, INC." and is hereinafter referred to as the "Association."

ARTICLE II

The Association is organized pursuant to the provisions of: (a) the Georgia Nonprofit Corporation Code, and (b) the provisions of that certain Declaration of Covenants and Restrictions for Bellingrath Commons, to be recorded with the Clerk of the Superior Court of Fulton County, Georgia, hereinafter referred to as the "Declaration."

ARTICLE III

The purposes for which the Association is organized are to provide the enforcement of the covenants and restrictions set forth in the Declaration and to levy assessments against the members of the Association in accordance with the terms and provisions of the Declaration in order to raise the funds required by the Association to defray the expenses which the Association shall incur in carrying out such purposes.

The Association is not organized for, and shall not be operated for, pecuniary gain or profit. No part of the net earnings of the Association shall inure to the benefit of any private individual.

#### ARTICLE IV

The duration of the Association shall be perpetual.

#### ARTICLE V

Each natural person, corporation, trust, partnership or other legal entity who shall own of record a fee or undivided fee interest in any "Townhome" (as that term is defined in the Declaration) shall automatically be a member of the Association; provided, however, that any natural person, corporation, trust, partnership or other legal entity who owns such interest merely as security for the performance of an obligation shall not be a member of the Association. Such membership shall be appurtenant to, and shall not be separated from, the record ownership of the Townhome, and the transfer of record of an ownership interest in any Townhome shall automatically transfer membership in the Association.

The Association shall have two classes of membership: Class A and Class B. The Class A members shall be all those persons holding an interest required for membership in the Association, as hereinabove provided, except for the Class B member. Until such time as the Class A members shall be entitled to full voting privileges, as hereinbelow described, the Class A membership shall be a non-voting membership except as to such matters and in such events as are hereinafter specified.

The Class A members shall be entitled to voting privileges on the earlier of the following dates to occur: (i) the date on which the "Declarant" (as that term is defined in the Declaration) shall have conveyed to individual owners thereof the forty-eighth (48<sup>th</sup>) Townhome or (ii) such earlier date as the Declarant may so designate by notice in a writing delivered to the Association. Before the earlier of these dates to occur, the Class A members shall be entitled to vote only on (a) any proposal of merger, consolidation or dissolution of the Association; (b) any proposal to transfer or encumber any portion of the "Association Property" (as that term is defined in the Declaration); (c) any proposal pursuant to Article X of the Declaration to amend the Declaration, (d) any proposal to modify or amend these Articles of Incorporation or the Bylaws of Bellingrath Commons Townhome Association, Inc. and (e) any other matter for which it is specifically provided in the Declaration, or for which it is provided by law, that approval of each and every class of membership of the Association is required. When entitled to vote, Class A members shall be entitled to cast one vote for each Townhome which they hold an interest required for membership, as hereinabove provided. The Declarant shall be the sole Class B member. Class B membership shall be a full voting membership and, during its existence, the Class B member shall be entitled to vote on all matters and in all events. At such time as the Class A members shall be entitled to full voting privileges, as hereinabove provided, the Class B membership shall automatically terminate and cease to exist, and the Class B member shall be and become a Class A member insofar as it may then hold any interest required for membership, as hereinabove provided.

From and after the date on which the Class B membership automatically terminates and ceases to exist, such membership shall not be renewed or reinstated.

## ARTICLE VI

The directors of the Association shall be elected in the manner set forth in the Bylaws of the Association.

## ARTICLE VII

The mailing address of the initial principal office of the Association and the address of the initial registered office of the Association shall be 3350 Breckinridge Boulevard, Suite 200, Duluth, Georgia 30096.

The initial registered agent of the Association at such address shall be Richard J. Dugas, Jr.

## ARTICLE VIII

The initial Board of Directors of the Association shall number three (3) and the name and address of each person who is to serve as a member thereof is as follows:

Richard J. Dugas, Jr.  
3350 Breckinridge Boulevard  
Suite 200  
Duluth, Georgia 30096

Douglas W. Puvogel  
3350 Breckinridge Boulevard  
Suite 200  
Duluth, Georgia 30096

William T. Brooks  
3350 Breckinridge Boulevard  
Suite 200

Duluth, Georgia 30096

#### ARTICLE IX

The name and address of the incorporator is Carrie G. Tolbert, Powell, Goldstein, Frazer & Murphy LLP, Sixteenth Floor, 191 Peachtree Street, N.E., Atlanta, Georgia 30303.

#### ARTICLE X

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors, the affirmative vote of members of the Association who own not less than two-thirds (2/3rds) of the Townhomes (other than the Declarant), and the consent of the Declarant so long as the Declarant owns any Townhome.

#### ARTICLE XI

These Articles of Incorporation may be amended only upon a resolution duly adopted by the Board of Directors, the affirmative vote of members who own at least two-thirds (2/3rds) of the Townhomes, and the consent of the Declarant, so long as the Declarant owns any Townhome.

[Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on  
this 30<sup>th</sup> day of October, 2000.

BELLINGRATH COMMONS TOWNHOME  
ASSOCIATION, INC.

By: Carrie G. Tolbert  
Carrie G. Tolbert  
Incorporator

Carrie G. Tolbert  
POWELL, GOLDSTEIN, FRAZER & MURPHY LLP  
Sixteenth Floor  
191 Peachtree Street, N.E.  
Atlanta, Georgia 30303

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

CONTROL NUMBER: 0048445  
EFFECTIVE DATE: 10/31/2000  
JURISDICTION : GEORGIA  
REFERENCE : 0093  
PRINT DATE : 11/02/2000  
FORM NUMBER : 311

POWELL GOLDSTEIN FRAZER & MURPHY  
CARRIE G. TOLBERT  
16TH FL., 191 PEACHTREE ST.NE  
ATLANTA, GA 30303

**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

**BELLINGRATH COMMONS TOWNHOME 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.



A handwritten signature in black ink that reads "Cathy Cox".

Cathy Cox  
Secretary of State

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

DOCKET NUMBER : 003070950  
CONTROL NUMBER : 0048445  
DATE INC/AUTH/FILED: 10/31/2000  
JURISDICTION : GEORGIA  
PRINT DATE : 11/02/2000  
FORM NUMBER : 211

POWELL GOLDSTEIN FRAZER & MURPHY  
CARRIE G. TOLBERT  
16TH FL., 191 PEACHTREE ST., NE  
ATLANTA, GA 30303

**CERTIFICATE OF EXISTENCE**

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

**BELLINGRATH COMMONS TOWNHOME ASSOCIATION, INC.**  
**A DOMESTIC NONPROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



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

Cathy Cox  
Secretary of State