

# STATE OF GEORGIA

## Secretary of State

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

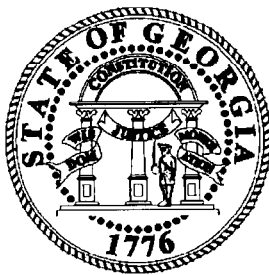
### Certified Copy

I, Karen C Handel, Secretary 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

### **RIVERFALLS HOMEOWNERS ASSOCIATION OF ROSWELL, INC.**

#### **Domestic Non-Profit Corporation**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 2nd day of December, 1994 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.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 14th day of March, 2008

A handwritten signature in cursive script that reads 'Karen C Handel'.

Karen C Handel  
Secretary of State

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

CONTROL NUMBER: 9430523  
EFFECTIVE DATE: 12/02/1994  
COUNTY : GWINNETT  
REFERENCE : 0093  
PRINT DATE : 12/20/1994  
FORM NUMBER : 311

CAROLYN CAGLE  
920 HOLCOMB BRIDGE RD.  
SUITE 150  
ROSWELL GA 30076

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

RIVERFALLS HOMEOWNERS ASSOCIATION OF ROSWELL, 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  
RIVER FALLS HOMEOWNERS ASSOCIATION OF ROSWELL, INC.

CAGLE & HAMILTON, P.C.  
ATTORNEYS AT LAW  
920 HOLCOMB BRIDGE ROAD  
SUITE 150  
ROSWELL, GEORGIA 30076

ARTICLES OF INCORPORATION

OF

RIVERFALLS HOMEOWNERS ASSOCIATION OF ROSWELL, INC.

ARTICLE 1

Name

The name of the corporation (the "Association") is "RIVERFALLS HOMEOWNERS ASSOCIATION OF ROSWELL, INC."

ARTICLE 2

Organization

The Association shall be a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code. The Association shall have no capital stock and no shareholders.

The purpose for which the Association is organized is primarily for the purposes of carrying on the acquisition, construction, management, maintenance, and care of property owned by the Association and for such related purposes as may be permitted under the Georgia Nonprofit Corporation Code and that certain Declaration of Covenants, Conditions, and Restrictions for RIVERFALLS SUBDIVISION, dated March 29, 1994, and recorded in Deed Book 18037, page 13, et seq., Fulton County, Georgia, records, as amended from time to time (the "Declaration").

ARTICLE 3

Directors

The affairs of the Association shall be managed by a Board of Directors of not less than one (1) nor more than three (3) Directors. Directors need not be Members of the Association, while the Class B Membership, as defined in the Declaration, controls the Association. When the control of the Association is transferred to the Class A Membership, as defined in the Declaration, the affairs of the Association shall be managed by a Board of not less than five (5) nor more than nine (9) Directors, who must be Members of the Association.

X Cagle, P.C.

1

Box Rd., N.E.

GA 30326

1-0661

## ARTICLE 4

### Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including, counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Association, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in O.C.G.A. §§14-3-860 through 14-3-864 or (iv) for any transaction from which the director derived an improper personal benefit. If the Georgia Nonprofit Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Association, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code. The limitation of director liability described in this Article shall not be applicable with respect to any act or omission occurring prior to the effective date of this Article. Any repeal or modification of this Article by the Association shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Association existing at the time of such repeal or modification. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

## ARTICLE 5

### Initial Registered Office And Registered Agent

The initial registered office of the Association shall be at 3934 Muirfield Square, Duluth, Georgia 30136, Attention: Charles R. Dean. The initial registered agent of the Association at such address shall be Charles R. Dean.

## ARTICLE 6

### By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the membership in the manner provided by the By-Laws.

& Cagle, P.C.

Box Rd., N.E.

SA 30326

-0661

ARTICLE 7

Term

The term of the Association shall be perpetual.

ARTICLE 8

Initial Principal Office

The initial principal office of the Association shall be at 3934 Muirfield Square, Duluth, Georgia 30136.

ARTICLE 9

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member who shall be:

Charles R. Dean  
3934 Muirfield Square  
Duluth, Georgia 30136

The number, qualifications, term of office, and manner of selection of successors to the initial members of the Board of Directors shall be as set forth in the By-Laws of the Association.

ARTICLE 10

Incorporator

The name and address of the Incorporator is Charles R. Dean, 3934 Muirfield Square, Duluth, Georgia 30136.

Roberts & Cagle, P.C.  
Suite 990  
3475 Lenox Rd., N.E.  
Atlanta, GA 30326  
(404) 841-0661

## ARTICLE 11

### Powers

The Association shall have all powers necessary to carry out its purposes, including the powers now or hereinafter enumerated in the Georgia Nonprofit Corporation Code. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. Notwithstanding any other provision of these Articles, the Association is not organized and shall not be operated for profit; no substantial part of the activities of the Association shall be the carrying on or propaganda, or otherwise attempting to influence legislation; the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and the Association shall not carry on any other activities not permitted to be carried on by a corporation organized and operated pursuant to Section 528 of the Internal Revenue Code of 1954 (as amended) (or the corresponding provision of any future United States Internal Revenue Law).

The Association affirms election of ARTICLE 6, CHAPTER 3, TITLE 44, in its entirety, known and cited as the GEORGIA PROPERTY OWNERS' ASSOCIATION ACT.

## ARTICLE 12

### Amendment or Dissolution of Articles of Incorporation

Amendment of these Articles shall require the vote of seventy-five percent (75%) of the Members after the Class B Membership ceases. Until then, only the Class B Member may amend these Articles.

## ARTICLE 13

### Dissolution and Disposition of Assets Upon Dissolution

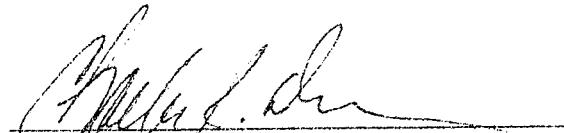
The Association may be dissolved only if such dissolution is approved by the written consent of two-thirds (2/3) of the Members after the Class B Membership ceases. Until then, only the Class B Member can dissolve the Association.

Upon dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Association, shall dispose of all of the assets of the Association exclusively for the purposes of the Association,

Roberts & Cagle, P.C.  
Suite 990  
3475 Lenox Rd., N.E.  
Atlanta, GA 30326  
(404) 841-0661

either directly or by transfer to such organization or organizations organized and operated for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (as amended) (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Superior Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

  
Charles R. Dean, Incorporator

Roberts & Cagle, P.C.  
Suite 990  
475 Lenox Rd., N.E.  
Atlanta, GA 30326  
(404) 841-0661



Secretary of State  
Business Services and Regulation  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 943080740  
EFFECTIVE DATE : 11/04/1994  
EXPIRATION DATE : 02/02/1995  
LICENSE NUMBER : N/A  
CONSENT ON FILE : N/A  
PRINT DATE : 11/16/1994  
FORM NUMBER : 506

CAROLYN CAGLE  
CAGLE & HAMILTON  
920 HOLCOMB BRIDGE RD-STE 150  
ROSWELL GA 30076

NAME RESERVATION CERTIFICATE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

RIVER FALLS HOMEOWNERS ASSOCIATION OF ROSWELL, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing entity on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate. Please submit this original certificate with any subsequent formation filing.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

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

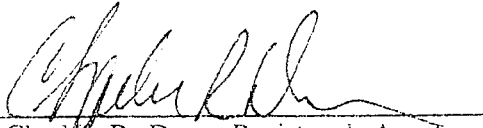
CONSENT TO APPOINTMENT AS REGISTERED AGENT

FOR

RIVERFALLS HOMEOWNERS ASSOCIATION OF ROSWELL, INC.

I hereby consent to my appointment as a registered agent for the above named association 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 named corporation.

This consent is made this 2 day of November, 1994.

By:   
Charles R. Dean, Registered Agent

Registered Office:

3934 Muirfield Square  
Duluth, Georgia 30136

Roberts & Cagle, P.C.  
Suite 990  
3475 Lenox Rd., N.E.  
Atlanta, GA 30326  
(404) 841-0661



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

MAX CLELAND  
 Secretary of State  
 State of Georgia

TRANSMITTAL INFORMATION FOR GEORGIA  
 PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

0085778

DOCKET	PENDING CONTROL #	943410742	CONTROL #	9430553	
Docket Code	311	Corporation Type	200		
Date Filed	12-2-94	Amount Received \$	600	Check/Receipt #	427
Jurisdiction (County) Code	Cobbett 67				
Examiner	0076			Date Completed	

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

1.	943080740	Corporate Name Reservation Number
	River Falls Homeowners Association of Roswell, Inc.	Corporate Name (exactly as appears on name reservation)
2.	Carolyn Cagle	(404) 587-2100
	Applicant/Attorney	Telephone Number
	920 Holcomb Bridge Road, Suite 150	Address
	Roswell, Georgia	30076
	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.

*Carolyn Cagle, Esq.*  
 Authorized Signature \_\_\_\_\_ Date *November 28, 1994*