

**Articles of Incorporation**

STATE OF GEORGIA

COUNTY OF FULTON

ARTICLES OF INCORPORATION OF CEDAR CANYON CONDOMINIUM ASSOCIATION, INC.

For the purpose of forming a nonprofit corporation pursuant to the provisions of Ga. Code Ann. §22-2101 et seq., the undersigned has made, signed and acknowledged the following articles:

Article 1. Name. The name of the corporation is CEDAR CANYON CONDOMINIUM ASSOCIATION, INC.

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

Article 3. 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 for which it is formed are:

A. To be and constitute the Association to which reference is made in the Declaration of Condominium establishing a residential condominium recorded in the Office of the Clerk, Superior Court of Cobb County, Georgia in Deed Book 1326, Page 709, et seq., as may be amended from time to time to perform all obligations and duties of the association, as specified herein, in the By-Laws, and as provided by law.

B. To provide an entity for the furtherance of the interests of the owners of units in the condominium.

In furtherance of its purposes, the corporation shall have the following powers which unless indicated otherwise by the 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:

1. To fix and to collect assessments or other charges to be levied against the properties;

2. To manage, control, operate, maintain, repair, and improve common property and facilities, any property acquired by the corporation or any property owned by another for which the corporation by rule, regulation, Declaration, or contract has a right or duty to provide such services;

3. To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration of Condominium or By-Laws;

4. To engage in activities which will actively foster, promote, and advance the common interests of all owners of units in the condominium;

5. 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, any right or interest therein for any purpose of the corporation;

6. To borrow money for any purpose as may be limited in the By-Laws;
7. 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 person, firm, association, corporation or other entity or agency public or private;
8. To act as agent, trustee or other representative of other corporations, firms and individuals and as such to advance the business or ownership interests of such corporations, firms or individuals;
9. 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, that such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;
10. To provide any and all supplemental municipal services as may be necessary or proper;
11. 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 specific in each of the paragraphs of this Article 3 are independent posers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 3.

Article 4. Membership. This corporation shall be a membership corporation without certificates or shares of stock. There shall be one membership in the corporation for each owner of a condominium unit of CEDAR CANYON CONDOMINIUM ASSOCIATION, INC. as is more specifically set forth in the By-Laws and in the Declaration. All rights, privileges and responsibilities of members shall be as set out in the Declaration and By-Laws.

Article 5. 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 not less than three or more than seven members, the specific number to be set from time to time as provided in the By-Laws. The initial Board shall consist of five members as follows:

President: Richard H Bagley  
Ê ÊÊÊ2466 Cedar Canyon Court

Vice President: Roger A Sheffield  
Ê ÊÊÊ2523 Cedar Canyon Road

Treasurer: John B Spafford  
Ê ÊÊÊ2489 Cedar Canyon Road

Secretary: Deborah Jones  
Ê ÊÊÊ884 Cedar Canyon Square

Member-at-Large: Carole D Gentry  
Ê ÊÊÊ883 Cedar Creek North

The method of elections and term of office, removal and the 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. It shall not be required for any company or individual selected to be a member of the association.

Article 6. Dissolution. The corporation may be dissolved only with the

written assent of four-fifths of the votes of the Association's membership and in accordance with the provisions of the Georgia Condominium Act or Georgia Apartment Ownership Act as shall be applicable to the condominium by the terms of the Declaration.

Article 7. 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 8. Incorporator. The name and address of the incorporator is:

Wayne S Hyatt  
2200 Peachtree Center Harris Tower  
233 Peachtree Street, NE  
Atlanta, Georgia 30303

Article 9. Registered Agent and Office. The initial registered office is 2200 Peachtree Center Harris Tower, Atlanta, Georgia 30303 and the initial registered agent is Wayne S Hyatt.

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

/s/  
Wayne S Hyatt, Incorporator

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--- SUPERIOR COURT OF FULTON COUNTY

The Petition of Wayne S Hyatt, Petitioner, shows the Court as follows:

1. The Articles of Incorporation of CEDAR CANYON CONDOMINIUM ASSOCIATION, INC., executed by the incorporator are attached hereto.
2. The Certificate of the Secretary of State that the name, CEDAR CANYON CONDOMINIUM ASSOCIATION, INC., is available is attached hereto.

WHEREFORE, Petitioner prays that CEDAR CANYON CONDOMINIUM ASSOCIATION, INC., be incorporated.

/s/ Wayne S Hyatt

2200 Peachtree Center Harris Tower  
233 Peachtree Street, NE  
Atlanta, Georgia 30303  
(404) 659-6600  
ORDER

The Articles of Incorporation of CEDAR CANYON CONDOMINIUM ASSOCIATION, INC., and the Certificate of the Secretary of State of the State of Georgia that the name CEDAR CANYON CONDOMINIUM ASSOCIATION, INC. is available having been examined and found lawful, it is HEREBY ORDERED that CEDAR CANYON CONDOMINIUM ASSOCIATION, INC., be and it hereby is incorporated under the laws of the State of Georgia, this 4th Day of May, 1976.

/s/ Joel J Fryer  
JUDGE, SUPERIOR COURT OF FULTON COUNTY