

OCT-19-04 14:07 FROM-TreyInman and Assoc.

678 344 5920

T-246 P.009/018 F-924

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

CONTROL NUMBER: 0453749  
EFFECTIVE DATE: 09/01/2004  
COUNTY : GEORGIA  
REFERENCE : 0169  
PRINT DATE : 09/10/2004  
FORM NUMBER : 311

JOHN BAGWELL C/O TREY INMAN & ASSOCIATES  
1509 ATKINSON ROAD  
STE 1100  
LAWRENCEVILLE, GA 30043

**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

**DARBY'S RUN HOMEOWNERS' 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

**ARTICLES OF INCORPORATION  
OF  
DARBY'S RUN HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I**

The name of the corporation is **DARBY'S RUN HOMEOWNERS' ASSOCIATION, INC.** (hereinafter, the "Association").

**ARTICLE II**

The Association is organized pursuant to the Georgia Nonprofit Corporation Code.

**ARTICLE III**

The street address of the initial registered office is 9876 Main Street, Suite 145, Woodstock, Georgia 30188. The initial registered agent at such address is Gene Kerley. The initial registered office is located in Cherokee County.

**ARTICLE IV**

The name and address of each incorporator is:  
John E. Bagwell, III  
c/o Trey Inman & Assoc., P.C.  
1509 Atkinson Rd., Suite 1100  
Lawrenceville, Georgia 30043

**ARTICLE V**

The principal mailing address of the Association is 9876 Main Street, Suite 145, Woodstock, Georgia 30188.

**ARTICLE VI**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common areas within that certain tract of property described in the Declaration of Covenants, Conditions, Restrictions, and Easements for Darby's Run, recorded or to be recorded in Paulding County, Georgia records (the "Declaration"), and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

OCT-19-04 14:08

FROM-Troylman and Assoc.

678 344 5920

T-246 P.011/018 F-924

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time, said Declaration being incorporated herein by this reference;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the Associations' business, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell lease, transfer, dedicate for public use or otherwise dispose of real personal property in connection with the affairs of the Association;
- (d) borrow money, and with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the approval of two-thirds (2/3) of each class of members;
- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Georgia Nonprofit Corporation Code may now or hereafter have or exercise by law.

## ARTICLE VII

### MEMBERSHIP

The Association will have members. Every person or entity who is a record owner of a fee or undivided fee interest in any lot that is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership or any lot that is subject to assessment by the Association.

OCT-10-04 14:08 FROM-Treylinman and Assoc.

678 344 5920

T-246 P.012/018 F-024

## ARTICLE VIII

### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. The Class A members shall be all Owners, with the exception of the Successor Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Successor Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership as set forth in the Declaration.

## ARTICLE IX

### BOARD OF DIRECTORS

The affairs of the Association shall initially be managed by a Board of one (1) Director, who need not be a member of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The name and address of the person who is to act in the capacity of director until the selection of his successor is:

NAME  
Gene Kerley

ADDRESS  
9876 Main Street, Suite 145  
Woodstock, GA 30188

At the first annual meeting to be held as set forth in the Declaration, the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years.

## ARTICLE X

### DISSOLUTION

The Association may be dissolved with the approval given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event that such dedication is refused for acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

OCT-10-04

14:08

FROM-TreyInman and Assoc.

678 344 6920

T-246

P.013/018

F-924

**ARTICLE XI**

**DURATION**

The Association shall exist perpetually.

**ARTICLE XII**

**AMENDMENTS**

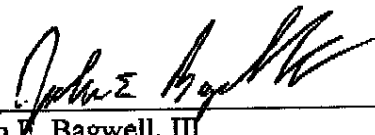
Amendment of these Articles shall require the approval of seventy-five percent (75%) of the entire membership.

**ARTICLE XIII**

**FHA/VA APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Georgia, the undersigned incorporator has executed these Articles of Incorporation this 18th day of August, 2004.



John E. Bagwell, III  
Attorney

SECRETARY OF STATE  
2004 SEP - 1 A 9 35  
CORPORATIONS DIVISION