

DUPLICATE



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"STONEWALL CONDOMINIUM ASSOCIATION, INC."

has been duly incorporated under the laws of the State of Georgia on the **1st** day of **August** 19**77**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **1st** day of **August** in the year of our Lord **One Thousand Nine Hundred and Seventy Seven** and of the Independence of the United States of America the Two Hundred and **Two**.

Ben W. Fortson, Jr.
SECRETARY OF STATE, EX-OFFICIO COMMISSIONER
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
STONEWALL CONDOMINIUM ASSOCIATION, INC.

For the purpose of forming a nonprofit corporation pursuant to the provisions of Ga. Code Ann. §22-2201, et seq., the undersigned has made, signed, and acknowledged the following articles.

Article 1. Name. The name of the corporation is STONEWALL 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, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein, 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 Declaration or By-Laws, may be exercised by the Board of Directors:

(i) 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.

(ii) 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 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 at 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, and any right or interest for any purpose of the corporation;
6. To borrow money for any purpose as may be limited in the By-Laws and in accordance with any restrictions as may be set forth therein;
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 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;

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9. To adopt, alter, and/or repeal such By-Laws or supplementary rules and regulations 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 specified in each of the paragraphs of this Article 3 are independent powers, not restricted by reference to or inference from the terms of any other paragraph or provision of this Article 3.

Article 4. Membership. The corporation shall be a membership corporation without certificates or shares for stock. There shall be one membership in the corporation for each condominium unit owned at Stonewall Condominium, as is more specifically set forth in the By-Laws. All rights, privileges, and responsibilities 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 nine (9) directors. The initial Board shall consist of:

Mr. Harold W. Heft
3806 Stonewall Terrace, N.W.
Atlanta, Georgia 30339

Mr. Samuel Black
3611 Stonewall Court, N.W.
Atlanta, Georgia 30339

Mr. William Reinke
3631 Stonewall Drive, N.W.
Atlanta, Georgia 30339

Mrs. Sarah Langley
3805 Stonewall Terrace, N.W.
Atlanta, Georgia 30329

Mr. Charles Isom
3803 Stonewall Terrace, N.W.
Atlanta, Georgia 30329

Ms. Annette D. Jones
3719 Stonewall Circle, N.W.
Atlanta, Georgia 30329

Mr. Will Meredith
3717 Stonewall Drive, N.W.
Atlanta, Georgia 30329

Col. Claude Shell, Jr.
3723 Stonewall Circle, N.W.
Atlanta, Georgia 30329

Mr. George Brown, III
3503 Stonewall Place, N.W.
Atlanta, Georgia 30329

The method of elections and term of office, removal and 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.

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 without the consent of the member or members so affected.

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

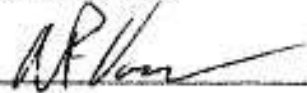
Hyatt & Rhoads
2200 Peachtree Center Harris Tower
233 Peachtree Street, N.E.
Atlanta, Georgia 30303

Sutton Co.
Article 9. Registered Agent and Office. The initial registered office of the corporation is 2200 Peachtree Center

Harris Tower, 233 Peachtree Street, N. E., Atlanta, Georgia,
30303, and the initial registered agent is Wayne S. Hyatt.

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

HYATT & RHODES



Incorporator

THE CORPORATION IS ORGANIZED PURSUANT TO THE
GEORGIA NON-PROFIT CORPORATION CODE.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Ben W. Fortson, Jr.
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I ~~(We)~~ WAYNE S. HYATT
(Type or print name of person(s))

do hereby consent to serve as registered agent for the corporation

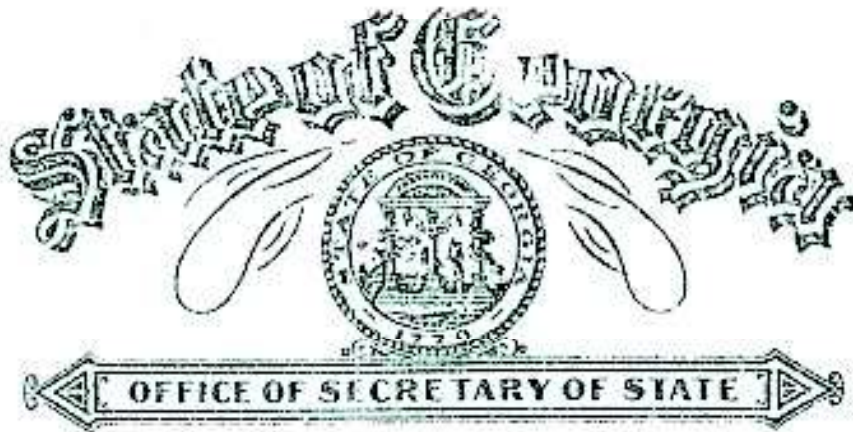
STONEWALL CONDOMINIUM ASSOCIATION, INC.
(Type or print name of Corporation)

This 29th day of July 19 77


WAYNE S. HYATT

Address of registered agent(s):
(Type or print address)

2200 Peachtree Center Harris Tower
233 Peachtree Street, N.E.
Atlanta, Georgia 30303



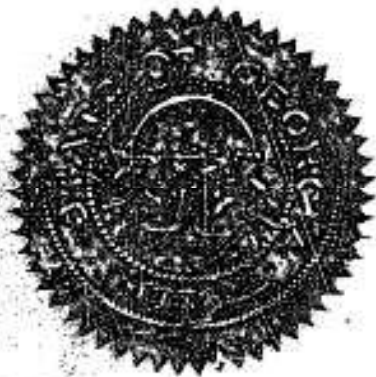
*J. Ben W. Fortson, Jr., Secretary of State, of the
State of Georgia, do hereby certify, that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"STONEWALL CONDOMINIUM ASSOCIATION, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
29th day of July, in the year of our Lord
One Thousand Nine Hundred and Seventy Seven and
of the Independence of the United States of America the Two
Hundred and Two.

Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia



STATE OF GEORGIA
COUNTY OF COBB

CERTIFICATE

THIS DOCUMENT RECEIVED
AND FILED IN THE OFFICE
OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT FOR
STONEWALL CONDOMINIUM ASSOCIATION, INC.

BY: A. Castello

DATE: 2-21-89

TRANSACTION # 89053010

CHARTER # 7706637

1.

Stonewall Condominium Association, Inc ("Association"), is amending its Articles of Incorporation for the purpose of adding a new provision relating to the personal liability of the members of the Association's Board of Directors to that Association or its members.

2.

This Amendment was adopted by the affirmative vote of the members of the Association entitled to cast at least two-thirds (2/3) of the votes which members present in person or by proxy were entitled to cast at a special meeting of the members of the Association held on 12 June 88 7 PM at 3700 STONEWALL CIR. There were 25 eligible votes in attendance at the meeting represented in person or by proxy, of which there were 23 votes in favor of the Amendment, 0 votes opposed to the Amendment, and 2 votes abstaining or declining to vote.

3.

The Articles of Incorporation are hereby amended by adding the following provision as a new Article X:

A director of the Association shall not be personally liable to the Association or

its members for monetary damages for breach of duty of care or other duty as a director; provided, however, the above provision shall not apply to the personal liability of a director of the Association:

(i) For any appropriation, in violation of his duties, of any business opportunity of the Association;

(ii) For any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law;

(iii) For any transaction from which the director received an improper personal benefit.

This provision shall not operate to affect the personal liability of a director for any act or omission occurring prior to the date on which this certificate of amendment is issued by the Georgia Secretary of State.

Any repeal or modification of this Article X by the members of the Association shall not adversely affect any right or protection of a director or the Association existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the Association has caused the Amendment to be executed by its duly authorized officers.

This 12 day of JUNE, 1988.

STONEWALL CONDOMINIUM
ASSOCIATION, INC.

By: 

President

Attest: 

Secretary

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STATIS A. KONTILHOIS