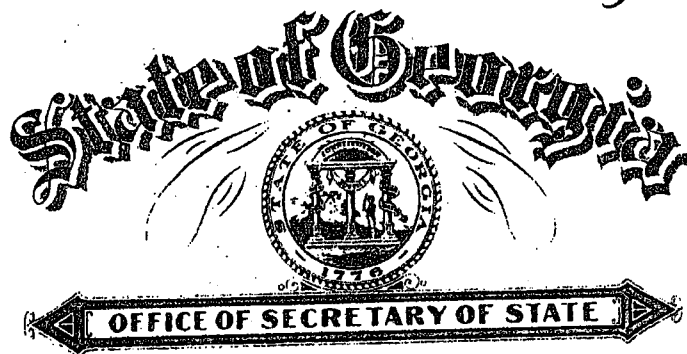


DUPLICATE

J 418691



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"HENDERSON VILLAGE PROPERTY OWNERS ASSOCIATION, INC."

has been duly incorporated under the laws of the State of Georgia on the **17th** day of **December**, 19**84**, 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 **17th** day of **December** in the year of our Lord One Thousand Nine Hundred and Eighty **Four** and of the Independence of the United States of America the Two Hundred and **Nine**.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION

OF

HENDERSON VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

I.

The name of the corporation is "HENDERSON VILLAGE PROPERTY OWNERS ASSOCIATION, INC."

II.

The corporation is organized pursuant to and elects to be governed by the provisions of the Georgia Nonprofit Corporation Code.

III.

The corporation shall have perpetual duration.

IV.

The corporation is organized for the following purposes:

(a) To own, administer and maintain real and personal properties for the mutual benefit and protection of its members.

(b) To acquire and administer property which, after the payment of necessary expenses, shall be devoted exclusively for the nonprofit benefit of its members.

(c) To transact any and all such incidental business of whatsoever nature and description as the Board of Directors may, from time to time, deem appropriate so long as said purposes are permitted to be transacted by nonprofit corporations under the laws of the State of Georgia and which continue uninterrupted the tax exempt status of the corporation under the Internal Revenue Code of the United States.

V.

The affairs of the corporation shall be managed by a Board of Directors. The method of election shall be determined by the by-laws of the corporation.

VI.

The corporation shall have all general powers granted by the Official Code of Georgia Annotated Section 14-3-21, as it may from time to time be amended, excepting only that the corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall inure to the benefit of any director or other private individual. The corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes for which the corporation is stated to have been organized. The corporation shall never engage in propaganda, attempt to influence legislation, zoning, or other legislative or executive functions, participate in political campaigns on behalf of any candidate for public office, nor shall any part of its property or any part of its income be devoted to such purposes.

VII.

In the event of the dissolution of the corporation, to the extent allowed under applicable law, all the assets of the corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which this corporation is organized and operating, or to one or more nonprofit corporations, funds or foundations organized and selected by the Board of Directors of the corporation. In the event that for any reason upon the dissolution of the corporation the Board of Directors of the corporation shall fail to act in the manner herein provided within a reasonable time, the senior

judge of the Superior Court of Fulton County shall make such distribution as herein provided upon the application of one or more persons having a membership interest in the corporation or its assets.

VIII.

The initial registered office of the corporation is located at Suite 400, 6075 Roswell Road, Atlanta, Georgia. The initial registered agent of the corporation at such address is Richard B. Freeman.

IX.

The initial Board of Directors shall consist of three members who are:

J. Howard Chatham
6075 Roswell Road, Suite 410
Atlanta, Georgia 30328

J. David Chatham
6075 Roswell Road, Suite 410
Atlanta, Georgia 30328

Alvin P. Nash
6075 Roswell Road, Suite 410
Atlanta, Georgia 30328

X.

The name and address of the incorporator is as follows:

J. David Chatham
6075 Roswell Road, Suite 410
Atlanta, Georgia 30328

XI.

The initial members of the corporation shall be those persons who are the record owners of a fee or undivided fee interest in any lot in the real estate development known as Henderson Village, pursuant to Declaration of Covenants, Conditions and Restrictions for HENDERSON VILLAGE PROPERTY OWNERS ASSOCIATION, INC. dated June 18, 1984, recorded in the Office of the Clerk of the Superior Court of Fulton County, Georgia. Such other members shall be as provided by the by-laws of the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation as Attorney at Law for the incorporator.

RICHARD B. FREEMAN, P.C.

BY: Richard B. Freeman

Suite 400, 6075 Roswell Road
Atlanta, Georgia 30328
Telephone No.: (404) 256-1199

SECRETARY
OF STATE

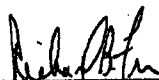
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RECORDED

CONSENT TO APPOINTMENT AS REGISTERED AGENT
TO: SECRETARY OF STATE OF GEORGIA,
EX-OFFICIO CORPORATION COMMISSIONER,
STATE OF GEORGIA

I, Richard B. Freeman, do hereby consent to serve as registered agent for
the corporation known or to be known as HENDERSON VILLAGE PROPERTY OWNERS
ASSOCIATION, INC..

This 16th day of November, 1984.



(Richard B. Freeman)

Address of registered agent:

Suite 400, 6075 Roswell Road
Atlanta, Georgia 30328

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, 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

"HENDERSON VILLAGE PROPERTY OWNERS 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 15th day of November in the year of our Lord One Thousand Nine Hundred and Eighty Four and of the Independence of the United States of America the Two Hundred and Nine.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA