

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

JEFFERSON TOWNSHIP OWNERS ASSOCIATION, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **09/30/2008** 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 September 30, 2008



A handwritten signature in cursive script, reading 'Karen C Handel'.

Karen C Handel
Secretary of State

ARTICLES OF INCORPORATION

OF

JEFFERSON TOWNSHIP OWNERS ASSOCIATION, INC.

ARTICLE 1. NAME. The name of the Corporation is JEFFERSON TOWNSHIP OWNERS ASSOCIATION, INC. ("Corporation" or "Association").

ARTICLE 2. DURATION. The Corporation shall have perpetual duration.

ARTICLE 3. APPLICABLE STATUTES. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE 4. PURPOSE AND POWERS. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) In way of explanation and not of limitation, the purposes for which it is formed are:

(i) To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Jefferson Township (hereinafter the "Declaration"), establishing a plan of development recorded or to be recorded in the Offices of the Clerk of the Superior Court of Cherokee and Cobb Counties, 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 Bylaws of Jefferson Township Owners Association, Inc. ("Bylaws"), and as provided by law; and

(ii) To provide an entity for the furtherance of the interests of the owners of property subject to the Declaration (such property is hereinafter referred to as the "Community").

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, 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 Bylaws or the Declaration, including, without limitation, the following:

(1) To fix and to collect assessments or other charges to be levied;

(2) To manage, control, operate, maintain, repair and improve property subjected to the Declaration or any other property 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 Corporation may be authorized to do so under the Declaration or Bylaws;

(4) To engage in activities which will actively foster, promote and advance the common interests of all owners within the Community;

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(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 therein for any purpose of the Corporation;

(6) To borrow money for any purpose as may be limited in the Bylaws;

(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 Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) To act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(9) To provide any and all supplemental municipal services as may be necessary or proper.

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 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

ARTICLE 5. MEMBERSHIP. The Corporation shall be a membership corporation without certificates or shares of stock. Each Person who is the record owner of a Lot (as such terms are defined in the Declaration), subject to the Declaration, is a member and shall be entitled to vote as set forth in the Declaration.

ARTICLE 6. 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 at least three (3) but no more than five (5) members. The initial Board shall consist of five (5) members. The names of the initial board of directors are as follows:

- Jerry Harrison
- Richard Durden
- John Martin
- John Bochniak
- Nancy Cameron

The method of election, term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

ARTICLE 7. LIABILITY OF DIRECTORS. To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 8. DISSOLUTION. The Corporation may be dissolved only as provided in the Declaration, Bylaws and by the laws of the State of Georgia.

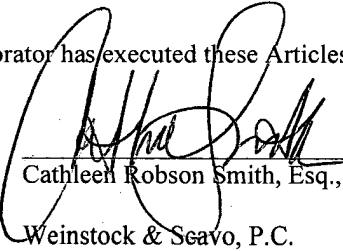
ARTICLE 9. AMENDMENTS. These Articles may be amended only upon the affirmative vote of at least two-thirds (2/3) of the total vote of the Association, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

ARTICLE 10. INCORPORATOR. The name and address of the incorporator is as follows:

Cathleen Robson Smith, Esq.
Weinstock & Scavo, P.C.
3405 Piedmont Road, N.E., Suite 300
Atlanta, Georgia 30305

ARTICLE 11. REGISTERED AGENT AND OFFICE. The initial registered office of the Corporation is Weinstock & Scavo, P.C., 3405 Piedmont Road, N.E., Suite 300, Atlanta, Georgia 30305, and the initial registered agent at such address is Stephen A. Winter, Esq.

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



Cathleen Robson Smith, Esq., Incorporator

Weinstock & Scavo, P.C.
3405 Piedmont Road N.E., Suite 300
Atlanta, Georgia 30305

Jefferson township\document\articles of incorporation 6-3-08

2008 SEP 30 PM 2:48
SECRETARY OF STATE
CORPORATIONS DIVISION



KAREN HANDEL
Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: csmith@wslaw.net

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Jefferson Township Owners Association, Inc.

Corporate Name (List exactly as it appears in articles)

2. Cathleen Robson Smith, Esq.

404-231-3999

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

Weinstock & Scavo, P.C., 3405 Piedmont Rd., N.E., Ste. 300

Address

Atlanta

GA

30305

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Cathleen Robson Smith
Authorized signature of person filing documents

9-30-08
Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>