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

CONTROL NUMBER: 0025539
EFFECTIVE DATE: 06/02/2000
COUNTY : GWINNETT
REFERENCE : 0045
PRINT DATE : 06/02/2000
FORM NUMBER : 311

CARRIE G. TOLBERT
POWELL GOLDSTEIN FRAZER & MURPHY LLP
191 PEACHTREE ST., 16TH FLOOR
ATLANTA, GA 30303

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

EDINBURGH 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

CATHY COX
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.sos.state.ga.us/corporations

WARREN RARY
Director

QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 0540143 PENDING # 0336141 CONTROL # 25539
DOCKET CODE 311 DATE SPECIFIED 6-9-03 AMOUNT RECEIVED 160.00 CHECK/ RECEIPT # 276395
TYPE CODE DNP EXAMINER [illegible] JURISDICTION (COUNTY) CODE 061

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

1. Edinburgh Homeowners Association, Inc.
Corporate Name Reservation Number

1320992
Corporate Name

2. Carrie G. Tolbert (404) 572-6600
Applicant/Attorney Telephone Number

Powell, Goldstein, Frazer & Murphy LLP, Sixteenth Floor, 191 Peachtree Street, N.E.
Address

Atlanta Georgia 30303
City State Zip Code

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

1) This transmittal form
2) Original and one copy of the Articles of Incorporation
3) Filing fee of $60.00 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. The Clerk of Superior Court can advise you of the official organ in a particular county.

Carrie G. Tolbert
Authorized Signature

5/31/03
Date

Request certificates and reserve names via the Internet: http://www.sos.state.ga.us/corporations/request.htm

FORM 227

ARTICLES OF INCORPORATION
FOR
EDINBURGH
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The name of the corporation shall be:

"EDINBURGH HOMEOWNERS ASSOCIATION, INC." and is hereinafter referred to as the "Association."

ARTICLE II

The Association is organized pursuant to the provisions of: (a) the Georgia Nonprofit Corporation Code, and (b) the provisions of that certain Declaration of Covenants and Restrictions for Edinburgh, to be recorded with the Clerk of the Superior Court of Gwinnett County, Georgia, and which is hereinafter referred to as the "Declaration."

ARTICLE III

The purposes for which the Association is organized are to provide the enforcement of the covenants and restrictions set forth in the Declaration and to levy assessments against the members of the Association in accordance with the terms and provisions of the Declaration in order to raise the funds required by the Association to defray the expenses which the Association shall incur in carrying out such purposes.

The Association is not organized for, and shall not be operated for, pecuniary gain or profit. No part of the net earnings of the Association shall inure to the benefit of any private individual.

ARTICLE IV

The duration of the Association shall be perpetual.

ARTICLE V

Each natural person, corporation, trust, partnership or other legal entity who shall own of record a fee or undivided fee interest in any "Lot" (as that term is defined in the Declaration) shall automatically be a member of the Association; provided, however, that any natural person, corporation, trust, partnership or other legal entity who owns such interest merely as security for the performance of an obligation shall not be a member of the Association. Such membership shall be appurtenant to, and shall not be separated from, the record ownership of the Lot, and the transfer of record of an ownership interest in any Lot shall automatically transfer membership in the Association.

The Association shall have two classes of membership: Class A and Class B.

The Class A members shall be all those persons holding an interest required for membership in the Association, as hereinabove provided, except for the Class B member. Until such time as the Class A members shall be entitled to full voting privileges, as hereinbelow described, the Class A membership shall be a non-voting membership except as to such matters and in such events as are hereinafter specified.

The Class A members shall be entitled to voting privileges on the earlier of the following dates to occur: (i) the date on the Declarant shall have conveyed all of the Lots, or (ii) the date on which the "Declarant" (as that term is defined in the Declaration) may so designate by notice in a writing delivered to the Association. Before the earlier of these dates to occur, the Class A members shall be entitled to vote only on (a) any proposal of merger,

consolidation or dissolution of the Association; (b) any proposal pursuant to transfer or encumber any portion of the Association Property; (c) any proposal pursuant to Article IX of this Declaration to amend the Declaration, and (d) any other matter for which it is specifically provided in the Declaration, or for which it is provided by law, that approval of each and every class of membership of the Association is required. When entitled to vote, Class A members shall be entitled to cast one vote for each Lot in which they hold an interest required for membership, as hereinabove provided. The Declarant shall be the sole Class B member. Class B membership shall be a full voting membership and, during its existence, the Class B member shall be entitled to vote on all matters and in all events. At such time as the Class A members shall be entitled to full voting privileges, as hereinabove provided, the Class B membership shall automatically terminate and cease to exist, and the Class B member shall be and become a Class A member insofar as it may then hold any interest required for membership, as hereinabove provided.

From and after the date on which the Class B membership automatically terminates and ceases to exist, such membership shall not be renewed or reinstated.

ARTICLE VI

The directors of the Association shall be elected in the manner set forth in the Bylaws of the Association.

ARTICLE VII

The mailing address of the initial principal office of the Association and the address of the initial registered office of the Association shall be 3350 Breckinridge Boulevard, Suite 200, Duluth, Georgia 30096.

The initial registered agent of the Association at such address shall be James C. Leiferman.

ARTICLE VIII

The initial Board of Directors of the Association shall number three (3) and the name and address of each person who is to serve as a member thereof is as follows:

James C. Leiferman
3350 Breckinridge Boulevard
Suite 200
Duluth, Georgia 30096

Douglas W. Puvogel
3350 Breckinridge Boulevard
Suite 200
Duluth, Georgia 30096

William F. Brooks
3350 Breckinridge Boulevard
Suite 200
Duluth, Georgia 30096

ARTICLE IX

The name and address of the incorporator is Carrie G. Tolbert, Powell, Goldstein, Frazer & Murphy LLP, Sixteenth Floor, 191 Peachtree Street, N.E., Atlanta, Georgia 30303.

ARTICLE X

The Association may be dissolved only upon a resolution duly adopted by the Board of Directors, the affirmative vote of members of the Association who own not less than two-thirds (2/3rds) of the Lots (other than the Declarant), and the consent of the Declarant so long as the Declarant owns any Lot. In the event that the Association shall be dissolved pursuant to

this Article X, any assets which the Association may have acquired shall be dedicated to a public body or conveyed to a nonprofit organization with purposes similar to those of the Association.

ARTICLE XI

These Articles of Incorporation may be amended only upon a resolution duly adopted by the Board of Directors, the affirmative vote of members who own at least two-thirds (2/3rds) of the Lots, and the consent of the Declarant, so long as the Declarant owns any Lot; provided, however, that no members of the Association shall be entitled to vote on any proposal to amend to these Articles of Incorporation for the sole purposes of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Lots, as such requirements may exist from time to time which amendments may be adopted by the Board of Directors of the Association.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on this 31st day of May, 2000.

EDINBURGH HOMEOWNERS ASSOCIATION, INC.

By: Carrie G. Tolbert
Carrie G. Tolbert
Incorporator

Carrie G. Tolbert, Esq.
POWELL, GOLDSTEIN, FRAZER & MURPHY LLP
Sixteenth Floor
191 Peachtree Street, N.E.
Atlanta, Georgia 30303

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

www.pgfm.com

PLEASE RESPOND: Atlanta Address

Sixteenth Floor
191 Peachtree Street, N.E.
Atlanta, Georgia 30303
404 572-6600
Facsimile 404 572-6999

Writer's Direct Dial No.:
(404) 572-6928

Sixth Floor
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202 347-0066
Facsimile 202 624-7222

May 31, 2000

VIA COURIER

Secretary of State
Business Services and Regulation
2 Martin Luther King, Jr. Dr., S.E.
Suite 315, West Tower
Atlanta, Georgia 30334

FOR EXPEDITED PROCESSING

Re: Articles of Incorporation for Edinburgh Homeowners Association, Inc.

Ladies and Gentlemen:

To effect the incorporation of Edinburgh Homeowners Association, Inc., by expedited processing, we deliver to you herewith the following documents:

1. An original and one conformed copy of the Articles of Incorporation for Edinburgh Homeowners Association, Inc.;

2. Two checks in the amounts of $160.00 and $10.00, payable to the Secretary of State, in payment of the applicable fees (including charges for expedited processing) for incorporation and for the issuance of a Certificate of Existence; and

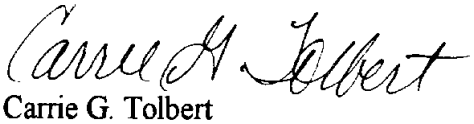
3. The completed and signed BSR Form 227, Transmittal Information for Georgia Profit or Nonprofit Corporations.

We understand from your office that our request to reserve the corporate name Edinburgh Homeowners Association, Inc., has been approved, bearing Reservation Number 1320992.

We respectfully request that you (a) expedite filing of the Articles of Incorporation and (b) issue (on a non-expedited basis) for Edinburgh Homeowners Association, Inc. Please return to us by return courier a conformed copy of the Articles of Incorporation and forward the Certificate of Existence by separate mailing.

Please notify the undersigned at the above phone number if there are any questions about these documents or if any additional information is required.

Very truly yours,



Carrie G. Tolbert

Enclosures

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D02087.0101