

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

CONTROL NUMBER: 0555547
EFFECTIVE DATE: 08/15/2005
COUNTY : GEORGIA
REFERENCE : 0173
PRINT DATE : 08/18/2005
FORM NUMBER : 311

LISA A. CRAWFORD
TWO DECATUR TOWNCENTER
STE 520,125 CLAIREMONT AVE.
DECATUR, GA 30030

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

CENTENNIAL LAKES COMMUNITY 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.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

ARTICLES OF INCORPORATION
OF
CENTENNIAL LAKES COMMUNITY ASSOCIATION, INC.

Article I. Name. The name of the corporation is **Centennial Lakes Community Association, Inc.** (the "Association").

Article II. Principal Office. The mailing address of the initial principal office of the Association is:

3205 South Cherokee Lane, Suite 120
Woodstock, Georgia 30188

Article III. Duration. The Association shall have perpetual duration, unless terminated by due process of law.

Article IV. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A §14-3-101, *et seq.*

Article V. Purposes and Powers.

A. The Association 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:

1. to be and constitute the Association to which reference is made in the Declaration of Protective Covenants, Conditions, Restrictions and Easements for Centennial Lakes (hereinafter the "Declaration"), recorded in the Records of the Clerk of Superior Court of Cherokee County, Georgia, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, in the Bylaws of the Association ("Bylaws") and as provided by law;

2. to be and constitute a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1986; and

3. to provide an entity for the furtherance of the interests of the Owners in the development.

B. In furtherance of its purposes, the Association shall have 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, which, unless indicated otherwise in these Articles, the Declaration or the Bylaws, may be exercised by the board of directors.

Article VI. Membership. The Association shall be a membership corporation without certificates or shares of stock. Each record owner of a Unit subject to the Declaration is a member and shall be entitled to vote as set forth herein, in the Declaration and in the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of a Unit.

Article VII. Board of Directors. The business and affairs of the Association shall be governed by a board of directors, the number, qualification and method of election of which shall be as set forth in the Bylaws.

Article VIII. Indemnification. The Association shall indemnify to the fullest extent permitted by the Georgia Nonprofit Corporation Code any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Association), by reason of the fact that the person is or was a director or officer of the Association. In addition, the Association shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Georgia Nonprofit Corporation Code.

Article IX. 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 Association shall be personally liable to the Association 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 Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Association with reference to any event or events preceding or state of facts existing at the time of such repeal or modification.

Article X. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the board of directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Units and the consent of the Declarant.

Article XI. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the board of directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Units and the consent of the Declarant.

Article XII. Amendments. These Articles may be amended only upon a resolution duly adopted by the board of directors and the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Units and the consent of the Declarant; provided

however, no members shall be entitled to vote on any amendment to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental (including, without limitation, the U.S. Department of Housing and Urban Development or the U.S. Department of Veterans Affairs) or quasi governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Units, as such requirements may exist from time to time, which amendments must be approved by a resolution duly adopted by the board of directors with the consent of the Declarant.

Article XIII. Incorporator. The name and address of the incorporator are as follows: Lisa A. Crawford, Dorough & Dorough, LLC, Two Decatur TownCenter, Suite 520, 125 Clairemont Avenue, Decatur, Georgia 30030.

Article XIV. Registered Agent and Office. The street address and county of the initial registered office of the Corporation is: Two Decatur TownCenter, Suite 520, 125 Clairemont Avenue, DeKalb County, Decatur, Georgia 30030, and the initial registered agent at such address is Lisa A. Crawford.

Article XV. Rights of Declarant. The rights of Declarant hereunder shall terminate as provided in the Declaration.

Article XVI. Definitions. Unless otherwise defined herein, the words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration.

[SIGNATURE ON FOLLOWING PAGE]

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



Lisa A. Crawford

Dorough & Dorough, LLC
Attorneys at Law
Two Decatur TownCenter, Suite 520
125 Clairemont Avenue
Decatur, Georgia 30030-2551
(404) 687-9977

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CORPORATION'S DIVISION