

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

CONTROL NUMBER: 0417274
EFFECTIVE DATE : 03/15/2004
JURISDICTION : GEORGIA
REFERENCE : 0048
PRINT DATE : 03/25/2004
FORM NUMBER : 311

SUSAN S. STUART
192 ANDERSON STREET
MARIETTA, GA 30060

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

STONECREEK CONDOMINIUM 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
STONECREEK CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I

Name

The name of the Corporation shall be:

"STONECREEK CONDOMINIUM ASSOCIATION, INC." (the "Association").

ARTICLE II

Applicable Law

The Association is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code and the Georgia Condominium Act.

ARTICLE III

Duration

The Association shall have perpetual duration.

ARTICLE IV

Status of Corporation

The Association shall have no stock or stockholders; it is not organized and shall not operate for profit or pecuniary gain; and no part of the net earnings of the Association shall inure to the benefit of any member, director, officer or any private individual except that, pursuant to proper authorization, reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes. No substantial part of the activities of the Association shall be for carrying on or propoganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

Definition

Unless the context shall otherwise require, words or phrases used herein which are defined in the Georgia Condominium Act or the Declaration shall have the same meaning as therein set forth.

ARTICLE VI

Purposes and Powers

The Association is organized for the following purposes:

To maintain, operate and manage the Condominium known as StoneCreek Condominium. The initial principal office and mailing address of the Association is located at The initial principal office and mailing address of the Association is located at 1453 Rainey Road, Temple, Georgia 30179, Carroll County, Georgia and to do all things incident, necessary, convenient or expedient for, or ancillary to or in aid of the accomplishment of the foregoing.

In furtherance thereof, to exercise the powers and authority granted to it in the Declaration of Condominium for StoneCreek Condominium (the "Declaration") and in the By-Laws of the Association.

IN FURTHERANCE OF AND NOT IN LIMITATION OF the general powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a nonprofit corporation organized under the Georgia Nonprofit Corporation Code and the Georgia Condominium Act may now or hereafter lawfully do, the Association shall have the power to do, either as principal or agent, and either alone or in connection with corporations, firms or individuals, all and everything necessary, suitable, convenient or proper, for, or in connection with, or incident to, the accomplishment of any of the purposes or the

attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Association; and in general to do any and all things and exercise any and all powers, rights and privileges which a nonprofit corporation may now or hereafter be authorized to do or to exercise under the Georgia Nonprofit Corporation Code or the Georgia Condominium Act or under any Act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article VI shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided in this Article VI, be in no way limited or restricted by reference to, or inference from the terms of any provision of this or any other Article of these Articles of Incorporation.

ARTICLE VII

Membership and Voting Rights

The Association shall have one class of members. Each Owner of a Condominium Unit comprising a portion of StoneCreek shall automatically be a member of the Association, which membership shall continue during the period of ownership by such Unit Owner. Voting by the members of the Association shall be as set forth in and subject to the provisions of the Georgia Condominium Act, the Declaration and the By-Laws of this Association. Said votes shall be cast under such rules and procedures as may be prescribed in the By-Laws of the Association, as amended from time to time, by the Declaration, or by law.

ARTICLE VIII

Management

The business and affairs of the Association shall be managed by a Board of Directors who shall be elected and serve as provided in the Georgia Condominium Act, the Declaration and the By-Laws of the Association, subject to any right of the Declarant to appoint and remove Directors as provided in the Declaration and permitted by the Georgia Condominium Act.

ARTICLE IX

Initial Board of Directors

The initial Board of Directors of the Association (one director) shall be Jeff Letner.

ARTICLE X

Registered Office and Agent

The address of the initial registered officer of the Corporation is 192 Anderson Street, Marietta, Cobb County, Georgia, 30060, and the name of the registered agent at such address is Susan S. Stuart.

ARTICLE XI

Amendments

Subject to the provisions of the Georgia Condominium Act, these Articles of Incorporation may be amended from time to time in the same manner as is provided in the Declaration with respect to amendments to said Declaration; provided, however, that amendments to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity authorized to fund or guarantee mortgages on individual Condominium Units, as such requirements may exist from time to time, may also be adopted at a meeting of the

Board of Directors upon receiving the affirmative vote of a majority of the Directors then in office, and no vote of the membership thereon shall be required.

ARTICLE XII

Dissolution

The Association may be dissolved as provided by law or by the Declaration.

ARTICLE XIII

Incorporation

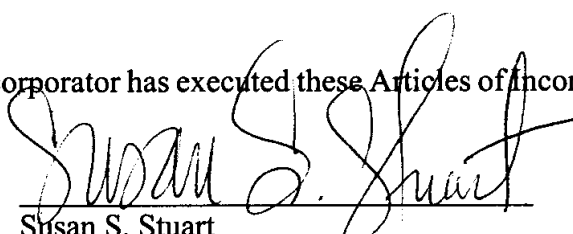
The name of the Incorporator is Susan S. Stuart, whose address is 192 Anderson Street, Marietta, Georgia 30060.

ARTICLE XIV

FHA/VA APPROVAL

As long as Declarant owns Unit, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

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



Susan S. Stuart
Incorporator



OFFICE OF THE SECRETARY OF STATE
 CORPORATIONS DIVISION
 315 West Tower, #2 MLK Dr.
 Atlanta, Georgia 30334-1530
 (404) 656-2817

Warren H. Rary
 Director

CATHY COX
 Secretary of State

Business information via the Internet:
<http://www.sos.state.ga.us/corporations>

QUINTILIS B. ROBINSON
 Assistant Director

**TRANSMITTAL INFORMATION
 GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # _____	PENDING # <u>0576742</u>	CONTROL # <u>417274</u>
DOCKET CODE _____	DATE FILED _____	AMOUNT RECEIVED _____
TYPE CODE _____	EXAMINER _____	CHECK/RECEIPT # _____
JURISDICTION (COUNTY) CODE _____		

40850691

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

1. _____
 Corporate Name Reservation Number (optional; articles accepted without prior reservation)

STONECREEK CONDOMINIUM ASSOCIATION, INC.
 Corporate Name (List exactly as it appears in articles)

2. Susan S. Stuart 770-429-1499
 Applicant/Attorney Telephone Number
192 Anderson Street
 Address
Marietta GA 30060
 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 \$100.00 payable to the 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 Court can advise you of the official organ in a particular county).

Susan S. Stuart
 Authorized Signature

3/12/05
 Date