

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

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DAVID A. HERRIGEL  
HYATT & STUBBLEFIELD, P.C.  
225 PEACHTREE ST., NE, STE. 1200  
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

**CALLAWAY RESIDENTIAL OWNERS 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**

**CALLAWAY RESIDENTIAL OWNERS ASSOCIATION, INC.**

**Article 1. Name.** The name of the corporation is Callaway Residential Owners Association, Inc. ("Association").

**Article 2. Principal Office.** The initial principal office of the Association is 102 Commerce Avenue, Pine Mountain, Georgia 31822.

**Article 3. Duration.** The Association shall have perpetual duration.

**Article 4. Applicable Statute.** The Association is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

**Article 5. Purposes and Powers.** The Association 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 Community Charter for Callaway Resort Residential Properties ("Charter"), recorded or to be recorded in the office of the Clerk of the Superior Court of Harris County, 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 By-Laws of the Association ("By-Laws"), and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of real property subject to the Charter.

B. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Charter or By-Laws, may be exercised by its 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 By-Laws, or the Charter, including, without limitation, the following:

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

(B) to manage, control, operate, maintain, repair, and improve the Common Area (as defined in the Charter) and any other property for which the Association has a right or duty to provide such services pursuant to the Charter or other applicable covenants, or any agreement or contract;

(C) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Charter or By-Laws;

(D) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Charter;

(E) 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 Association;

(F) to borrow money for any purpose, subject to such limitations as may be set forth in the By-Laws;

(G) 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 Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(H) 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; and

(I) to provide any and all supplemental municipal services to the property subject to the Charter as the Board may deem necessary or proper.

C. 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 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 5.

**Article 6. Membership.** The Association shall be a membership corporation without certificates or shares of stock. Each Person who is the record owner of a Unit (as such capitalized terms are defined in the Charter) subject to the Charter is a member and shall be entitled to vote as set forth herein and in the Charter and the By-Laws.

**Article 7. Board of Directors.**

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three directors.

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

Erling Speer  
2500 Windy Ridge Parkway  
Suite 1600  
Atlanta, Georgia 30339-5683

Deloris A. Schmidt  
2500 Windy Ridge Parkway  
Suite 1600  
Atlanta, Georgia 30339-5683

Scott Brown  
102 South Commerce Avenue  
Pine Mountain, Georgia 31822

C. The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

**Article 8. Indemnification of Directors.** To the extent consistent with the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, the Association shall indemnify its officers and directors to the extent required by the Charter and By-Laws. 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.

**Article 9. Dissolution.** The Association may be dissolved only upon a resolution duly adopted by the affirmative vote or written consent, or any combination thereof, of Owner Members representing 75% of the total votes in the Association, and the consent of the Founder during the Development and Sale Period. In the event of dissolution of the Association, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all 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 purposes substantially similar to those for which the Corporation is organized and operating.

**Article 10. Merger and Consolidation.** The Association may merge or consolidate only upon a resolution duly adopted by the affirmative vote or written consent, or any combination thereof, of Voting Delegates representing 75% of the total votes in the Association, and the consent of the Founder during the Development and Sale Period.

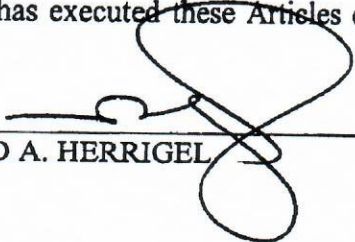
**Article 11. Amendments.** These Articles may be amended only by the affirmative vote or written consent, or any combination thereof, of Voting Delegates representing 75% of the total votes in the Association. In addition, the Founder's consent is required during the Development and Sale Period. Notwithstanding the above, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

**Article 12. Incorporator.** The name and address of the incorporator are as follows:

David A. Herrigel  
Hyatt & Stubblefield, P.C.  
225 Peachtree Street, N.E., Suite 1200  
Atlanta, Georgia 30303

**Article 13. Registered Agent and Office.** The initial registered office of the Association is 225 Peachtree Street, N.E., Suite 1200, Atlanta, Georgia 30303, and the initial registered agent at such address is David A. Herrigel.

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

  
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DAVID A. HERRIGEL

Hyatt & Stubblefield, P.C.  
225 Peachtree Street, N.E., Suite 1200  
Atlanta, Georgia 30303  
(404) 659-6600

4916/Callaway-Longleaf/Callaway Residential