

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

CONTROL NUMBER: 0430102
EFFECTIVE DATE: 05/13/2004
JURISDICTION : GEORGIA
REFERENCE : 0024
PRINT DATE : 05/20/2004
FORM NUMBER : 311

SUSAN PARKER
HYATT & STUBBLEFIELD
225 PEACHTREE STREET S1200
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 COMMUNITY COUNCIL, INC.
A DOMESTIC PROFIT 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

Cathy Cox
Secretary of State

ARTICLES OF INCORPORATION

OF

CALLAWAY COMMUNITY COUNCIL, INC.

Article 1. Name. The name of the corporation shall be Callaway Community Council, Inc. ("Council")

Article 2. Definitions. Unless otherwise defined herein, the words used in these Articles of Incorporation shall have the same meaning as set forth in the Community Covenant for Callaway Resort ("Community Covenant"), unless the context shall prohibit.

Article 3. Principal Office. The initial principal office of the Association is 200 North Cherry Avenue, Pine Mountain, Georgia 31822.

Article 4. Duration. The Council shall have perpetual duration.

Article 5. Applicable Statute. The Council is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. Section 14-3-1, *et seq.*

Article 6. Purposes, Powers, and Limitations. The Council does not contemplate pecuniary gain or profit.

(a) The purposes for which it is formed are:

(i) to be and constitute the Council to which reference is made in the Community Covenant, recorded or to be recorded in the public land records of Harris County, Georgia, to perform all obligations and duties of the Council, and to exercise all rights and powers of the Council, as specified in the Community Covenant, the Council By-Laws and as provided by law;

(ii) to provide an entity for the furtherance of the interests of owners and residents of property within the Callaway Community and other persons benefiting from the Callaway Community and the Callaway Gardens Resort; and

(iii) for any other legal purpose for which a nonprofit corporation may be formed.

(b) In furtherance of its purposes, the Council shall have the following powers, which, unless indicated otherwise by the Community Covenant or the Council By-Laws, may be exercised by the Council Board:

(i) all powers conferred upon nonprofit corporations by common law and Georgia statutes in effect from time to time;

(ii) all powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Council By-Laws, or the Community Covenant, including, without limitation, the following:

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

(B) to manage, control, operate, maintain, repair, and improve property subjected to the Community Covenant or any other property for which the Council by rule, regulation, covenant, declaration, or contract has a right or duty to provide such services;

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

(D) to engage in activities that will actively foster, promote, and advance the common interests of the Callaway Community;

(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 Council;

(F) to borrow money for any purpose;

(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 Council, 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;

(I) to adopt, alter, and amend or repeal such the Council By-Laws as may be necessary or desirable for the proper management of the Council's affairs; provided, such the Council By-Laws may not be inconsistent with or contrary to any provisions of the Community Covenant; and

(J) to provide any and all supplemental services as may be 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 that may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article.

(d) No part of the net earnings of the Council shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of Council Property and other services as provided in the Community Covenant and the Council By-Laws) to the benefit of any private individual.

Article 7. Membership. The Council shall have no members.

Article 8. Board of Trustees. The Council's business and affairs shall be conducted, managed, and controlled by a board of trustees ("Council Board"), which shall be deemed to be the same as a board of directors pursuant to the Georgia Nonprofit Corporation Act. The initial Council Board shall consist of three members. The names and addresses of the initial members of the Council Board are as follows:

Edward C. Callaway
200 North Cherry Avenue
Pine Mountain, Georgia 31822

Erling D. Speer
102 Commerce Avenue
Pine Mountain, Georgia 31822

Ralph W. Callaway
200 North Cherry Avenue
Pine Mountain, Georgia 31822

The number of trustees, method of election, term of office, removal, and filling of vacancies shall be as set forth in the Council By-Laws. The Council Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

Article 9. Indemnification of Trustees and Officers. To the fullest extent that the Georgia Nonprofit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, and committee members, no trustee, officer, or committee member of the Council shall be personally liable to the Council for monetary damages for breach of duty of care or other duty as a trustee, officer, or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any trustee, officer, or committee member of the Council for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

The Council shall indemnify and hold harmless its trustees, officers, employees, agents, or former trustees, officers, employees, agents, or other persons, to the full extent of its rights and powers to do so as provided by the present and future Georgia laws. The Council may purchase and maintain insurance on behalf of any person within the coverage of this Article against any liability asserted against him or her or incurred by him or her in any capacity on behalf of the Council, which would be included within this Article, or arising out of his or her status as such a person, whether or not the Council would have the power to indemnify him or her against such liability under present and future Georgia laws.

Article 10. Dissolution. The Council may be dissolved only upon a resolution duly adopted by all members of the Council Board. Upon dissolution of the Council, any remaining real property assets of the Council shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

Article 11. Amendments. These Articles may be amended only upon a resolution duly adopted by the Council Board.

Article 12. Incorporator. The name and address of the sole incorporator is David A. Herrigel, Hyatt & Stubblefield, P.C., 1200 Peachtree Center, South Tower, 225 Peachtree Street, N.E., Atlanta, Georgia, 30303.

Article 13. Registered Agent and Office. The initial registered office of the Association is 200 North Cherry Avenue, Pine Mountain, Georgia 31822, and the initial registered agent at such address is Edward C. Callaway.

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



DAVID A. HERRIGEL, Incorporator

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

4916/Callaway Council-050604

SECRETARY OF STATE
2004 MAY 13 A 10:43
CORPORATIONS DIVISION



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.georgiacorporations.org>

WARREN RARY
Director

ENRICO M. ROBINSON
Assistant Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # _____	PENDING # <u>P589577</u>	CONTROL # <u>0430102</u>
DOCKET CODE _____	DATE FILED _____	AMOUNT RECEIVED _____
TYPE CODE _____	EXAMINER _____	JURISDICTION (COUNTY) CODE _____
_____	_____	CHECK/ RECEIPT # _____

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

1. N/A

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

CALLAWAY COMMUNITY COUNCIL, INC.

Corporate Name (List exactly as it appears in articles)

2.

Susan Parker

(404) 979-6971

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

Telephone Number

c/o Hyatt & Stubblefield, PC, 225 Peachtree Street, N.E., Suite 1200

Address

Atlanta

Georgia

30303

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.)

Susan Parker
Authorized signature of person filing documents

May 5, 2004

Date

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