

## ARTICLES OF INCORPORATION

### OF

#### LONGLEAF COMMUNITY ASSOCIATION, INC.

**Article 1. Name.** The name of the corporation is Longleaf Community Association, Inc. ("**Longleaf Association**").

**Article 2. Principal Office.** The address of the initial principal office of the Longleaf Association is 100 Meadow View Lane, Pine Mountain, GA 31822.

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

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

**Article 5. Purposes and Powers.** The Longleaf 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 Longleaf Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Longleaf at Callaway (as may be amended, the "**Declaration**"), 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 Longleaf Association, and to exercise all rights and powers of the Longleaf Association, as specified therein, in the By-Laws of Longleaf Community Association, Inc. (as may be amended, the "**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 Declaration.

(b) In furtherance of its purposes, the Longleaf Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by its board of directors ("**Longleaf Board**"):

(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 Declaration, 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 Longleaf Common Area (as defined in the Declaration) and any other property for which the Longleaf Association has a right or duty to provide such services pursuant to the Declaration or other applicable covenants, or any agreement or contract;

(C) to enforce covenants, conditions, or restrictions affecting any property to the extent the Longleaf Association may be authorized to do so under the Declaration 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 Declaration;

(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 Longleaf 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 Longleaf 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 Declaration as the Longleaf 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 Longleaf Association shall be a membership corporation without certificates or shares of stock. After the date the Declaration is recorded in the Office of the Clerk of the Superior Court of Harris County, Georgia, each Person who is the record owner of a Longleaf Unit (as such capitalized terms are defined in the Declaration) subject to the Declaration shall become a "Member" and be entitled to vote as set forth herein and in the Declaration and the By-Laws.

**Article 7. Longleaf Board of Directors.**

(a) The affairs of the Longleaf Association shall be conducted, managed, and controlled by the Longleaf Board. The initial Longleaf Board shall consist of the following five directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal:

Bob Mulder	318 Dogwood Way Pine Mountain, GA 31822
Keith Pendergrass	215 Longleaf Way Pine Mountain, GA 31822
Peggy Elder	309 Birch Lane Pine Mountain, GA 31822

Ken Haas

178 Red Bud Trail  
Pine Mountain, GA 31822.

Jeff Quinn

191 Peachtree Street, NE  
Suite 500  
Atlanta, GA 30303

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

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

**Article 8. Limited Liability and 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 Longleaf Association shall indemnify its officers and directors to the extent required by the Declaration and By-Laws.

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 Longleaf Association shall be personally liable to the Longleaf 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 Longleaf Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**Article 9. Dissolution.** Prior to the date the Declaration is recorded in the Office of the Clerk of the Superior Court of Harris County, Georgia, the Longleaf Association may be dissolved upon plan of dissolution duly adopted and approved by a majority vote of the Longleaf Board. After the date the Declaration is recorded in the Office of the Clerk of the Superior Court of Harris County, Georgia, the Longleaf Association may be dissolved only upon: (a) a plan of dissolution duly adopted by the Longleaf Board and approved by Members representing 75% of the total votes in the Longleaf Association; (b) the written consent of the Callaway Residential Owners Association, Inc. ("**Master Association**"), acting by and through its board of directors; and (c) during the "Development and Sale Period" under that certain Community Charter for Callaway Resort Residential Properties, recorded on December 3, 2003, in the Office of the Clerk of Superior Court of Harris County, Georgia, at Book 702, Page 439, *et seq.* (as amended and supplemented from time to time, the "**Charter**"), the written consent of the "Founder" (as defined in the Charter).

**Article 10. Merger and Consolidation.** The Longleaf Association may merge or consolidate only upon a resolution duly adopted by the Longleaf Board and the affirmative vote or written consent, or any combination thereof, of Members representing 75% of the total votes in the Longleaf Association. In addition, any merger or consolidation of the Longleaf Association shall require (a) the written consent of the Master Association, acting by and through its board of directors; and (b) during the "Development and Sale Period" under the Charter, the written consent of the "Founder" (as defined in the Charter).

**Article 11. Amendments.** Prior to the date the Declaration is recorded in the Office of the Clerk of the Superior Court of Harris County, Georgia, these Articles may be amended by a majority vote of the Longleaf Board. After the date the Declaration is recorded in the Office of the Clerk of the Superior Court of Harris County, Georgia, these Articles may be amended only upon: (a) a resolution duly adopted

**Article 11. Amendments.** Prior to the date the Declaration is recorded in the Office of the Clerk of the Superior Court of Harris County, Georgia, these Articles may be amended by a majority vote of the Longleaf Board. After the date the Declaration is recorded in the Office of the Clerk of the Superior Court of Harris County, Georgia, these Articles may be amended only upon: (a) a resolution duly adopted by the Longleaf Board and the affirmative vote or written consent, or any combination thereof, of Members representing 75% of the total votes in the Longleaf Association; (b) the written consent of the Master Association, acting by and through its board of directors; and (c) during the "Development and Sale Period" under the Charter, the written consent of the "Founder" (as defined in the Charter). 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.  
233 Peachtree Street, N.E., Suite 1200  
Atlanta, Georgia 30303

**Article 13. Registered Agent and Office.** The initial registered office of the Longleaf Association is 233 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.  
233 Peachtree Street, N.E., Suite 1200  
Atlanta, Georgia 30303  
(404) 659-6600

579301/CA Docs/Longleaf

2014 MAY 22 AM 9:33  
SECRETARY OF STATE  
CORPORATIONS DIVISION



Brian P. Kemp  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
237 Coliseum Drive  
Macon, Georgia 31217-3858  
(404) 656-2817  
sos.georgia.gov/corporations

2014 MAY 22 AM 9:33

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS  
SECRETARY OF STATE  
CORPORATIONS DIVISION

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: sparker@hspclegal.com

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)

LONGLEAF COMMUNITY ASSOCIATION, INC.

Corporate Name (List exactly as it appears in articles)

2. Susan Parker

(404) 659-6600

Name of person filing articles (Certificate will be mailed to this person at address below.)

Telephone Number

c/o Hyatt & Stubblefield, PC, 233 Peachtree Street, N.E., Suite 1200

Address

Atlanta

Georgia

30303

City

State

Zip Code

3. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form;
- 2) The Articles of Incorporation; and
- 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.)

Signature of Authorized Person: *Susan Parker*

Date: May 21, 2014

Print Name: Susan Parker

Request certificates and obtain entity information via the Internet: [sos.georgia.gov/corporations](http://sos.georgia.gov/corporations)

FORM 227

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