

**ARTICLES OF INCORPORATION
OF
CHARLESTON PARK HOA, INC.**

In compliance with the requirements of Georgia Law, the undersigned has this day voluntarily associated a corporation not for profit, which is hereby organized pursuant to the Georgia Non-Profit Corporation Code, and does hereby certify:

ARTICLE I

The name of the Corporation is Charleston Park HOA, Inc. (hereinafter called the "Association").

ARTICLE II

The initial principal office and mailing address of the Association is located at 3600 Dallas Highway, Suite 230-PMB 102, Marietta, Georgia 30064, said address being located in Cobb County.

ARTICLE III

Susan S. Stuart, whose address is 192 Anderson Street, Marietta, Cobb County, Georgia 30060, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described in the Declaration of Covenants, Conditions and Restrictions for Charleston Park Subdivision (the "Declaration") as the same is recorded or will be recorded in the Superior Court Records, Cobb County, Georgia, and to promote the health, safety and welfare of the residents within the above

described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) upon the assent of two-thirds (2/3) of each class of members, acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been

signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Georgia by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

Voting rights shall be as set forth in the Declaration.

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE X

FHA/VA APPROVAL

As long as there is a Class B membership, 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.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

Susan S. Stuart
MOORE INGRAM JOHNSON & STEELE, LLP
192 Anderson Street
Marietta, Georgia 30060

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Georgia, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 23rd day of December, 2003.

Susan S. Stuart
SUSAN S. STUART
Incorporator

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