

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

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EFFECTIVE DATE: 09/20/2005  
JURISDICTION : GEORGIA  
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FORM NUMBER : 311

**C. CHAD YOUNG**  
**P.O. BOX 727**  
**RINGGOLD, GA 30736**

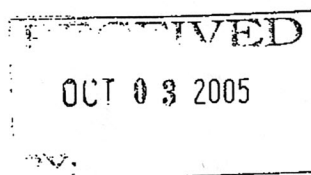
**CERTIFICATE OF INCORPORATION**

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

**SUNRISE MEADOWS HOMEOWNERS 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.



Cathy Cox  
Secretary of State

**ARTICLE OF INCORPORATION**  
**OF**  
**SUNRISE MEADOWS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

The name of the Corporation is "SUNRISE MEADOWS HOMEOWNERS ASSOCIATION, INC." (hereinafter referred to as the "Corporation").

**ARTICLE II**

The corporation is organized pursuant to the provisions of Chapter 3 of Title 14 of the Official Code of Georgia, the Georgia Nonprofit Corporation Code.

**ARTICLE III**

The corporation will have members. Eligibility for membership in the corporation will be defined in the bylaws of the corporation consistent with the objectives and purposes of the corporation. The bylaws may establish classes of membership, and impose annual fees, membership dues or initiation fees and establish different levels of such fees and dues for each membership class.

**ARTICLE IV**

The number, qualifications, election procedures, terms of office, and duties of the Directors of the Corporation will be provided in the bylaws of the Corporation, and in accordance with the Georgia Nonprofit Corporation Code. Directors shall be selected by the membership as provided by the bylaws of the corporation for annual terms, which unless the bylaws otherwise specify, shall begin on January 1 of each year, and end on December 31 of each year. The bylaws shall also provide a method to fill vacancies on the Board of Directors. Further, the initial board of directors designated or elected by the incorporators under these articles shall serve for the annual term ending December 31, 2005.

## ARTICLE V

Subject to the provisions of these Articles and the provisions of the By-laws, the Corporation is organized to carry out any lawful purpose permitted by the provisions of O.C.G.A. § 14-3-301.

## ARTICLE VI

Dues and fees shall be defined and specified in the bylaws. The initial levels of any dues or fees are to be determined as part of the initial bylaws adopted by the initial board of directors, consistent with the Georgia Nonprofit Corporation Code. Thereafter, the dues or fees may not be changed or revised except as set forth in the bylaws.

## ARTICLE VII

The initial bylaws for the corporation will be adopted by the board of directors within sixty days after the corporation begins doing business under these articles. Thereafter, bylaws may be adopted, amended or rescinded by the membership upon recommendation of the board of directors as specified in the bylaws and in accordance with the Georgia Nonprofit Corporation Code.

## ARTICLE VIII

Amendments to these Articles of Incorporation are to be adopted in the same manner as the adoption, amendment or rescission of bylaws, except that a minimum of thirty days' written notice of the meeting of the directors and the meeting of the membership at which the proposed amendment will be presented for a vote must be given to all members. Further, the bylaws will require that two-thirds (2/3) of the membership present with a quorum vote to approve such

amendment, and further, that a majority of the directors vote to recommend approval of the amendment in accordance with the procedure as defined in the bylaws.

#### **ARTICLE IX**

The mailing address of the initial principal office of the corporation is 1796 Mack Smith Road, Rossville, GA 30741.

#### **ARTICLE X**

The initial registered office of the Corporation is 7731 Nashville Street, Suite 201, Ringgold, Georgia 30736 and the registered agent of the Corporation at that address is C. Chad Young.

#### **ARTICLE XI**

The names and addresses of the incorporators are as follows:

C. Chad Young  
P.O. Box 727  
Ringgold, Georgia 30736

#### **ARTICLE XII**

Personal liability of all directors and members of the Corporation to the Corporation or its members for monetary damages for breach of duty of care or other duty as director is hereby eliminated to the extent allowed under O.C.G.A. § 14-3-202(b)(4), as amended, of the Georgia Non-Profit Corporation Code or any successor statute.

#### **ARTICLE XIII**

The initial Board of Directors shall consist of three members whose names and addresses are as follows:

John C. Whitmire  
1796 Mack Smith Road  
Rossville, GA 30741

Bernard H. Brown  
P.O. Box 9282  
Chattanooga, TN 37412

James M. Anderson  
1353 Mack Smith Road  
Rossville, GA 30741

#### **ARTICLE XIV**

No part of the net earnings of the corporation will inure to the benefit of or be distributable to, its members, trustees, officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes of this Corporation. No substantial part of the activities of the corporation will include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), and the corresponding Georgia statute, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), or the corresponding Georgia statute.

#### **ARTICLE XV**

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the 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 the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that, upon the dissolution of the Corporation, the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

## ARTICLE XVI

The corporation assumes and affirms the liabilities and assets of an unincorporated association generally known as the SUNRISE MEADOWS HOMEOWNERS ASSOCIATION as of the date this corporation begins its existence. This shall include the membership of such unincorporated association, and all acts of the association by its officers and directors prior to such date. No bylaw of the predecessor association shall be binding upon the corporation unless readopted as a bylaw of the corporation in accordance with these Articles.