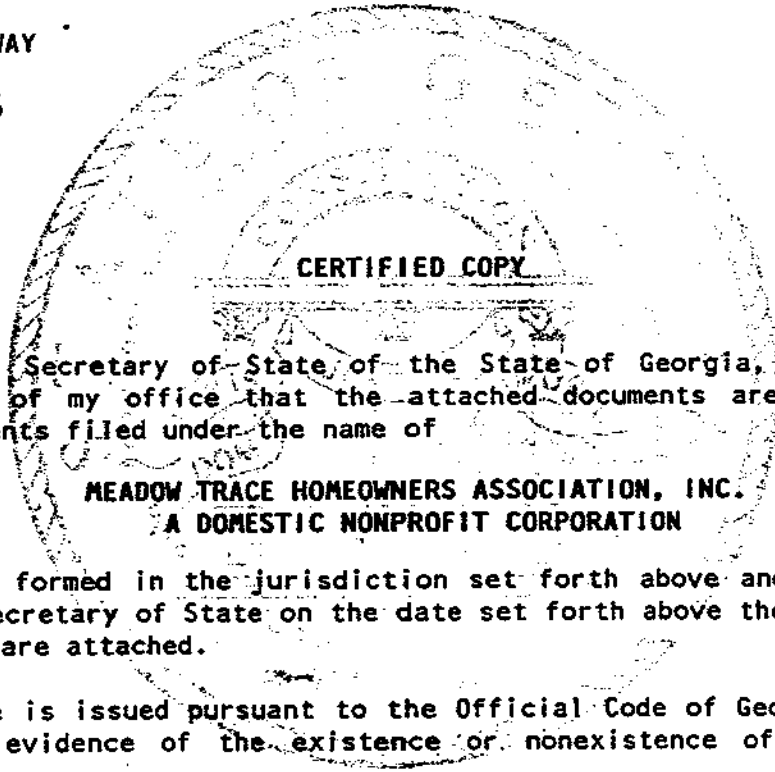


Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 942290046
CONTROL NUMBER : 8805165
DATE INC/AUTH/FILED: 03/02/1988
JURISDICTION : GEORGIA
PRINT DATE : 08/17/1994
FORM NUMBER : 215

COLEEN LEWIS
3450 CORPORATE WAY
STE C
DULUTH GA 30136



CERTIFIED COPY

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

MEADOW TRACE HOMEOWNERS ASSOCIATION, INC.
A DOMESTIC NONPROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above the original document of which copies are attached.

This certificate is issued pursuant to the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

**Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 930270226
CONTROL NUMBER : 8805165
DATE INCORPORATED: 03/02/1988
DATE DISSOLVED : 11/29/1992
EFFECTIVE DATE : 01/07/1993
REFERENCE : 0010
PRINT DATE : 01/27/1993
FORM NUMBER : 114

WEINSTOCK & SCAVO, P.C.
STEVEN M. WINTER
3405 PIEDMONT RD., NE STE. 300
ATLANTA GA 30305

CERTIFICATE OF REINSTATEMENT

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**MEADOW TRACE HOMEOWNERS ASSOCIATION, INC.
A DOMESTIC NONPROFIT CORPORATION**

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



SECURITIES
656-2494

CEMETERIES
656-2079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530

930270226

J. F. GULLION
Director

MEADOW TRACE HOMEOWNERS ASSOCIATION, INC
10892 CRABAPPLE ROAD
SUITE 300
ROSWELL GA 30075

RESERVATION NUMBER: 923380265
CONTROL NUMBER : 8805165
DATE DISSOLVED : 11/29/1992
TELEPHONE NUMBER : 404-656-2194
AMOUNT DUE : 65.00
PRINT DATE : 12/08/1992
FORM NUMBER : 521

SECRETARY OF STATE
JUL 25 2 27 PM '93

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and, for that purpose, submits the following:

MEADOW TRACE HOMEOWNERS ASSOCIATION, INC.
A DOMESTIC NONPROFIT CORPORATION

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The corporation's name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

MEADOW TRACE HOMEOWNERS ASSOCIATION, INC.

This application is accompanied by an annual registration and the amount due above which represents the filing fee and the total annual fees and penalties due.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above.

This application must be signed by the Chairman of the Board of Directors, President or other Corporate Officer.

Paul Schultz
SIGNATURE AND TITLE
PAUL SCHULTZ, SECRETARY

DATE 12/10/92

Secretary of State
Business Services and Regulation

Suite 305, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 8805165 DN
COUNTY : GWINNETT
DATE INCORPORATED : 03/02/88
EXAMINER : JACKIE COSTELLO
TELEPHONE : 404/656-2821

REQUESTED BY:
LINDA E. CURRY
245 PEACHTREE CENTER AVE., NE
STE. 2400
ATLANTA, GA 30305

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that

"MEADOW TRACE HOMEOWNERS ASSOCIATION, INC."

has been duly incorporated under the laws of the State of Georgia on the date set forth above, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefore paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: MARCH 11, 1988



Max Cleland
MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell
H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

STATE OF GEORGIA
COUNTY OF FULTON

48063034
\$470

ARTICLES OF INCORPORATION

OF

MEADOW TRACE HOMEOWNERS ASSOCIATION, INC.

Article 1. Name. The name of the Corporation is Meadow Trace Homeowners Association, Inc.

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

Article 4. Purposes and Powers. The Corporation 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 Declaration of Protective Covenants for Meadow Trace (hereinafter the "Declaration"), establishing a plan of development recorded or to be recorded in the Office of the Clerk of the Superior Court of Gwinnett 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, and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration (such property is hereinafter referred to as the "Development").

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the 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 Declaration, including, without limitation, the following:

(1) to fix and to collect assessments or other charges to be levied against the Development;

(2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Corporation by rule, regulation, Declaration, or contract has a right or duty to provide such services;

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

(4) to engage in activities which will actively foster, promote, and advance the common interests of the Owners;

(5) 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 Corporation;

(6) to borrow money for any purpose as may be limited in the By-Laws;

(7) 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 Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) 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;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all supplemental municipal services as may be necessary or proper.

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 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. Each Owner of a Lot in the development is a member and shall be entitled to one (1) vote for each Lot owned.

Article 6. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board shall consist of three (3) members. The names and addresses of the initial Board of Directors are as follows:

Frank R. Tetterton
3664 Shackleford Road
Suite 101
Lawrenceville, GA 30245

Cheryl P. Allegood
3664 Shackleford Road
Suite 101
Lawrenceville, GA 30245

Mark T. Whitmire
3664 Shackleford Road
Suite 101
Lawrenceville, GA 30245

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

Article 7. Liability of Directors. Directors shall have no personal liability to the Corporation or its members for monetary damages for breach of the duty of care or other duty as a director except as otherwise provided under Section 14-3-131 of the Georgia Nonprofit Corporation Code.

Article 8. Dissolution. The Corporation may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the State of Georgia.

Article 9. Amendments. These Articles may be amended as provided by the Georgia Nonprofit Corporation Code, provided

that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 10. Incorporator. The name and address of the incorporator is as follows:

Linda B. Curry
Hyatt & Rhoads, P.C.
2400 Marquis One Tower
245 Peachtree Center Avenue, N.E.
Atlanta, Georgia 30303

Article 11. Registered Agent and Office. The initial registered office of the Corporation is 3664 Shackleford Road, Suite 101, Lawrenceville, Georgia 30245 and the initial registered agent at such address is Cheryl P. Allegood.

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

Linda B. Curry
LINDA B. CURRY

2400 Marquis One Tower
245 Peachtree Center Avenue, N.E.
Atlanta, Georgia 30303
(404) 659-6600

1659g

MAR 2 4 25 PM '98
SECRETARY OF STATE

MAR 3 10 17 AM '98
SECRETARY OF STATE

BUSINESS SERVICES AND REGULATION

CONSENT TO APPOINTMENT AS REGISTERED AGENT

**TO: MAX CLELAND
Secretary of State
Suite 315 West Tower
2 M. L. King, Jr. Drive
Atlanta, Georgia 30334**

I, Cheryl P. Allegood
(type or print name of registered agent)

do hereby consent to serve as registered agent for the
corporation, Meadow Trace Homeowners Association, Inc.

(type or print exact name of corporation)

This 7th day of March, 1988.

Cheryl P. Allegood
(signature)

3664 Shankleford Road, Suite 101
(address: street and number)

Lawrenceville

(city)

Gwinnett

(county)

Georgia
(state)

30245
(zip code)

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CERTIFICATE DATE : 02/19/88
DOCKET NUMBER : 88050249
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-1772

REQUESTED BY:

HYATT & RHOADES/D. CARTER
245 P'TREE CNTR AVE STE 2400
ATLANTA GA 30303

CORPORATE NAME CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION OR PROFESSIONAL ASSOCIATION ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"MEADOW TRACE HOMEOWNERS ASSOCIATION, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (CP, FP, DN, FN, & PA) AND SIX CALENDAR MONTHS FOR BANKS (BK) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION.

THE SECRETARY OF STATE MAY EXTEND THE CERTIFICATE FOR ONE PERIOD IF THE APPLICANT SUBMITS A \$20.00 FEE AND A WRITTEN REQUEST EXPLAINING WHY THE EXTENSION IS REQUESTED.

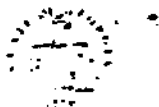


MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE





**BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS**

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

| | | |
|-----------------------|------------------|-------------------|
| I. Filing Date: _____ | Code: _____ | Docket No.: _____ |
| Assigned Exam: _____ | Amt.: \$ _____ | By: _____ |
| Charter Number: _____ | Completed: _____ | |

8805145

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

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

| | | | |
|---|------------------------|----------------------------------|-----------------|
| II. Corporate Name: <u>Meadow Trace Homeowners Association, Inc.</u> | | | |
| Mailing Address: _____ | | | |
| City: _____ | County: _____ | State: _____ | Zip Code: _____ |
| III. Fees Submitted By: <u>Hyatt & Rhoads, P.C.</u> | | | |
| Secretary of State: \$ <u>40.00</u> | Check No.: _____ | County: <u>Fulton</u> | |
| Clerk of Court: \$ <u>25.00</u> | Check No.: <u>6510</u> | Name: <u>Fulton Daily Report</u> | |
| Publisher: \$ <u>60.00</u> | Check No.: <u>6511</u> | Name: <u>Fulton Daily Report</u> | |
| IV. Incorporator: <u>Linda B. Curry - Hyatt & Rhoads, P.C.</u> | | | |
| Address: <u>2400 Marquis One Tower, 245 Peachtree Center Ave., N.E.</u> | | | |
| City: <u>Atlanta</u> | State: <u>Georgia</u> | Zip Code: <u>30303</u> | |
| V. Registered Agent/Office: <u>Cheryl P. Allegood</u> | | | |
| Address: <u>3664 Shackelford Road, Suite 101</u> | | | |
| City: <u>Lawrenceville</u> | State: <u>Georgia</u> | Zip Code: <u>30245</u> | |
| VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST | | | Applicant |
| 1. Original and two conformed copies of Articles of Incorporation | | | Examiner |
| 2. Corporate name certificate enclosed and verified | | | |
| 3. Publisher's and Clerk's checks enclosed and verified | | | |
| 4. Consent form enclosed and verified | | | |
| 5. Corporate duration and statutory authority stated | | | ✓ |
| 6. Number shares, par value, minimum capital stated | | | |
| 7. Number of directors and their names and addresses | | | |
| VII. Applicant/Attorney: <u>Linda B. Curry</u> | | Telephone: <u>404-659-6600</u> | |
| Address: <u>245 Peachtree Center Ave., N.E., 2400 Marquis One Tower</u> | | | |
| City: <u>Atlanta,</u> | State: <u>Georgia</u> | Zip Code: <u>30303</u> | |

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-658-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.