

STATE OF GEORGIA

COUNTY OF COBB

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION FOR
SEVEN SPRINGS HOMEOWNERS ASSOCIATION, INC.

1.

Seven Springs Homeowners Association, Inc. ("Association") is amending its Articles of Incorporation for the purpose of restating its current Articles of Incorporation to update the original Articles filed in 1975. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "A."

2.

The attached Amended and Restated Articles of Incorporation were duly adopted by the members of the Association pursuant to O.C.G.A. § 14-3-1003(2).

3.

These Restated Articles were adopted by at least a majority of the total membership of the Association. There were ___ eligible votes cast regarding the Restated Articles of which there were ___ votes in favor of the Restated Articles, ___ votes opposed to the Restated Articles, and ___ votes abstaining or declining to vote.

4.

The Articles of Incorporation presently on file with the Secretary of State are hereby deleted in their entirety and substituted therefor with the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the Association has caused the Amended and Restated Articles of Incorporation to be executed by its duly authorized officers.

This ____ day of _____, 20__.

SEVEN SPRINGS HOMEOWNERS
ASSOCIATION, INC.

By: _____
_____, President

Attest: _____
_____, Secretary

Signed, sealed, and delivered
this ____ day of _____,
20__, in the presence of:

WITNESS

NOTARY PUBLIC

623615 (14035)

604158-1 (13011)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

SEVEN SPRINGS HOMEOWNERS ASSOCIATION, INC.

Article 1. Name. The name of the Corporation is Seven Springs Homeowners Association, Inc. ("Corporation" or "Association").

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, O.C.G.A. § 14-3-101, et seq.

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 exercise all rights and powers of the Association, as may be specified in the Bylaws of Seven Springs Homeowners Association, Inc. ("Bylaws") or any declaration of protective covenants, restrictions and/or membership for the Seven Springs Community, as may be amended, ("Declaration"), and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of property in the Seven Springs Community in Cobb County, Georgia (such property is hereinafter referred to as the "Development").

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless limited otherwise by the Bylaws, may be exercised by the board of directors:

(i) all of the powers conferred upon nonprofit corporations and/or property owners' associations 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 Bylaws and any Declaration, including, without limitation, the following:

(1) to fix and to collect assessments or other charges to be levied when authorized;

(2) to enforce any and all restrictions and/or covenants recorded for the lots in the Development;

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

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

(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 Bylaws;

(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 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 Person who is the record owner of a Lot in the Development shall be entitled to be a member and to vote as set forth in the Bylaws.

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 five (5) members. The names and addresses of the initial board of directors are as follows:

Thomas Andre President	4175 Shoshone Valley Road Marietta, Georgia 30068
Tara Walker Vice President	4155 Shoshone Valley Road Marietta, Georgia 30068
Tod Cushman Treasurer	1271 Seven Springs Circle Marietta, Georgia 30068
Patricia Newcombe	1289 Seven Springs Circle Marietta, Georgia 30068

The method of election, term of office, removal and filling of vacancies shall be as set forth in any Bylaws adopted by the Corporation. 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. 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 corporation shall be personally liable to the corporation 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 corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 8. Dissolution. The Corporation may be dissolved only pursuant to a resolution duly adopted by the board of directors and approved by the vote of not less than two-thirds (2/3) of the total eligible votes of the members.

Article 9. Amendments. These Articles may be amended only upon a resolution duly adopted by the board of directors and the affirmative vote of the lesser of a majority of the eligible votes of all members or two-thirds (2/3) of the total eligible votes of the members present in person or by proxy at a duly called meeting, provided however, that no members shall be entitled to vote on any amendment to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental (including, without limitation, HUD or VA) or quasigovernmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Lots, as such requirements may exist from time to time, which amendments may be adopted by the board of directors.

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

Julie M. Howard, Esq.
Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326
(404) 926-4500

Article 11. Initial Registered Agent and Office. The initial registered office of the Corporation is One Alliance Center, 4th Floor, 3500 Lenox Road, Atlanta, Georgia 30326, and the initial registered agent at such address is Weissman, Nowack, Curry & Wilco, P.C.

Article 13. Initial Principal Office. The mailing address of the initial principal office of the Corporation is 4175 Shoshone Valley Road, Marietta, GA 30068.

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

JULIE M. HOWARD

WEISSMAN, NOWACK, CURRY & WILCO, P.C.
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