

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

CONTROL NUMBER: 0571388
EFFECTIVE DATE: 10/27/2005
JURISDICTION : GEORGIA
REFERENCE : 0070
PRINT DATE : 10/27/2005
FORM NUMBER : 311

TOM BLACK
P.O. BOX 191588
ATLANTA, GA 31119

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

BALLENTINE POINTE 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.



A handwritten signature in black ink, appearing to read "Cathy Cox", written over a horizontal line.

Cathy Cox
Secretary of State



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

WARREN RARY
Director

ENRICO M. ROBINSON
Assistant Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #
DOCKET CODE	DATE FILED	AMOUNT RECEIVED
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE
CHECK/RECEIPT #		

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

1.

053000513
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Ballentine Pointe Homeowners Association, Inc.

Corporate Name (List exactly as it appears in articles)

2.

Tom Black

678-218-4808

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

P.O. Box 191588

Address

Atlanta

Georgia

31119

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 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.)

Authorized signature of person filing documents

10/21/05
Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>

ARTICLES OF INCORPORATION

OF

BALLENTINE POINTE HOMEOWNERS ASSOCIATION, INC.

- Article 1. Name. The name of the Corporation is Ballentine Pointe Homeowners Association, Inc. ("Corporation" or "Association").
- Article 2. Duration. The Corporation shall have perpetual duration, unless terminated by due process of law.
- 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.) or other governing law.
- Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, 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 Covenants, Conditions and Restrictions for Ballentine Pointe, as may hereinafter be amended, filed of record in the Office of the Clerk of the Superior Court of Paulding County, Georgia ("Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association ("Bylaws"), and as provided by law;
- (ii) to be and constitute a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1986; and
- (iii) to provide an entity for the furtherance of the interests of the owners of units in the single-family home development as described in the Declaration.

(b) In furtherance of its purposes, the Corporation shall have the following powers which, unless indicated otherwise by the Declaration of Bylaws, may be exercised by the Board of Directors of the Association:

- (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; and
- (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, or the Declaration including, without limitation, the following:
 - (1) to fix and to collect assessments or other charges to be levied against the units;

- (2) to manage, control, operate, maintain, repair and improve the common area and facilities, and property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration or contract, has a right or duty to provide such services;
- (3) to enforce covenants, conditions and restrictions affecting any property to the extent the Association may be authorized to do;
- (4) to engage in activities which will actively foster, promote and advance the common interests of all owners of units at 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 Declaration;
- (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 Association, 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 bylaws as may be necessary or desirable for the proper management of the affairs of the Associations; provided, however, such bylaws may not be inconsistent with or contrary to any provisions of the Declaration or the Georgia Nonprofit Corporation Code;
- (10) to participate in mergers and consolidations with other nonprofit corporations upon the affirmative vote of at least two-thirds (2/3) of the total eligible vote of the members; and
- (11) 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 not 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. All unit owners, by virtue of their ownership of units in the single-family subdivision, are members of the Association. The members shall be entitled to one (1) vote for each unit in which they hold the interest required for membership, in accordance with the Declaration.

Article 6. Board of Directors. The affairs of the Corporation shall be governed by a Board of Directors, the number, qualification and method of election of which shall be set in the Corporation's Bylaws. The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The initial Board of Directors of the Corporation shall have one director and the name and address of the person who is to serve as the initial director is as follows:

NAME	ADDRESS
Tom Black	Legacy Communities of Ballentine Point, LLC P.O. Box 191588 Atlanta, GA 31119 Fulton County

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 Association may be dissolved upon the affirmative vote or written consent of not less than two-thirds (2/3) of the votes of members other than the Declarant (as such term is defined in the Declaration), the consent of the Declarant (so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant). Upon dissolution of the Association, other than incident to a merger or consolidation, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the development, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage in the Development; provided, however, HUD and/or VA must be notified of such dissolution.

Article 9. Amendments. These Articles of Incorporation may be amended as provided by the Georgia Nonprofit Corporation Code pursuant to a resolution duly adopted by the Board of Directors and approved by the affirmative vote of the members of the Association entitled to cast at least two-thirds (2/3) of the votes which members present in person or by proxy cast at a meeting of the

members of the Association or by members casting at least a total majority of the Association vote, whichever is less; provided that, no members shall be entitled to vote on any amendment to these Articles of Incorporation which is for the sole purpose of complying with the requirements of any governmental (including, without limitation, HUD or VA) or quasi-governmental entity authorized to fund, insure or guarantee mortgages on individual units in the single-family subdivision, which amendment may be adopted by the Board of Directors acting alone.

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

Tom Black
Legacy Communities of Ballentine Point, LLC
P.O. Box 191588
Atlanta, GA 31119
Fulton County

Article 11. Registered Agent and Office. The initial registered agent of the Corporation and the address of the initial registered agent is:

Tom Black
Legacy Communities of Ballentine Point, LLC
805 E. LANIER AVE., Suite B
Fayetteville, Ga. 30214

Article 12. Initial Principal Office. The mailing address of the initial principal office of the Corporation is:

Tom Black
Legacy Communities of Ballentine Point, LLC
P.O. Box 191588
Atlanta, GA 31119
Fulton County

Article 13. Rights of Declarant. The rights of the Declarant hereunder shall terminate as provided in the Declaration.

Article 14. Definitions. Unless otherwise defined herein, the words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of October, 2005.



TOM BLACK