

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

CONTROL NUMBER: 9535778
EFFECTIVE DATE: 12/05/1995
COUNTY : CLARKE
REFERENCE : 0092
PRINT DATE : 12/08/1995
FORM NUMBER : 311

SKIPPER G. STIPEMAAS
P.O. BOX 48054
ATHENS GA 30604

CERTIFICATE OF INCORPORATION

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

KENNEY RIDGE COMMUNITY ASSOCIATION, INC.

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.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

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

ARTICLES OF INCORPORATION
OF
KENNEY RIDGE COMMUNITY ASSOCIATION, INC.

ARTICLE I

Name

The name of the corporation is Kenney Ridge Community Association, Inc.

ARTICLE II

Duration

The corporation shall have perpetual duration.

ARTICLE III

Applicable Statute

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE IV

Purposes and Powers

The corporation is not organized for, and shall not be operated for, pecuniary gain or profit. The corporation is organized for the purposes of (1) performing all obligations and duties of the homeowners' association referred to in the Declaration of Covenants, Conditions, Restrictions and Easements for Kenney Ridge (hereinafter the "Declaration"), recorded or to be recorded in the Office of the Clerk of the Superior Court of Athens-Clarke County, Georgia, including but not limited to the administration and enforcement of the covenants and restrictions set forth in the Declaration; and (2) providing an entity for the furtherance of the interests of the owners of lots in Kenney Ridge. No part of the net earnings of this corporation shall inure (other than by providing services to the owners of lots in Kenney Ridge as set forth in the Declaration and other than by a rebate of excess dues, assessments or other charges) to the benefit of any member, director, officer or any private individual, except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes. No part of the activities of this corporation shall be for carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including

publishing or distributing statements) any political campaign on behalf of any candidate for public office.

In furtherance of its purposes, the corporation shall have the following powers, which, unless indicated otherwise by the Declaration or the By-Laws of the corporation (hereinafter the "By-Laws"), may be exercised by the Board of Directors:

(1) All of the powers conferred upon non-profit corporations by common law and the statutes of the State of Georgia in effect from time to time.

(2) 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 and the Declaration, including without limitation the following:

(a) To fix and to collect assessments or other charges to be levied against the lots and/or lot owners;

(b) To maintain, repair and improve any property owned by another, for which the corporation by rule, regulation, the Declaration or contract has a right or duty to provide such services;

(c) To enforce covenants, conditions, restrictions, rules and regulations affecting any property to the extent the corporation may be authorized to do so under the Declaration or By-Laws;

(d) To engage in activities which will actively foster, promote and advance the common interests of all members of the corporation;

(e) 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 purposes of the corporation;

(f) To borrow money for any purpose except as may be limited in the Declaration and By-Laws;

(g) 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;

(h) 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, that such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(i) 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; the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article IV.

ARTICLE V

Membership

The corporation shall be a membership corporation without certificates or shares of stock. Each person owning a lot (as defined in the Declaration) in Kenney Ridge shall

automatically be a member of the corporation, which membership shall continue during the period of such ownership by such lot owner. Voting by the members of the corporation shall be as set forth in and subject to the provisions of the Declaration.

ARTICLE VI

Board of Directors

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of the following members:

Nancy W. Stangle	260 Timber Lane Athens, GA 30606
Kate Blane	120 Rivermont Rd. Athens, GA 30606
Dan Everett	120 Rivermont Rd. Athens, GA 30606
Roger Collins	2165 Tallassee Rd. Athens, GA 30607
Ray MacNair	630 Forest Rd. Athens, GA 30605
Nancy MacNair	630 Forest Rd. Athens, GA 30605
Chet Thomas	150 Rivermont Rd. Athens, GA 30605
Gere Warrick	150 Rivermont Rd. Athens, GA 30605
Amy Erickson	365 Knottingham Drive, Athens, GA 30606
Liz Conroy	639 Providence Rd. Staham, GA 30666
Mike Conroy	639 Providence Rd. Staham, GA 30666
Robin Jackson	2155 Tallassee Rd. Athens, GA 30607
Will Jackson	2155 Tallassee Rd. Athens, GA 30607

The method of election and 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 sole discretion, may determine.

ARTICLE VII

Mailing Address

The mailing address of the initial principal office of the corporation is 155 Three Oaks Drive, Athens, Georgia 30607.

Registered Agent and Office

The initial registered office of the corporation shall be at 155 Three Oaks Drive., Athens, GA 30607, and its initial registered agent at such address shall be Nancy W. Stangle.

ARTICLE VIII

Dissolution

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

ARTICLE IX

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.

ARTICLE X

Limitation of Director Liability

To the fullest extent permitted under the Georgia Nonprofit Corporation Code, as amended, no director of the corporation shall be liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director; provided that this Article X shall not eliminate or limit the liability of a director:

- (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation;
- (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- (iii) For any transaction from which the director derived an improper personal benefit.

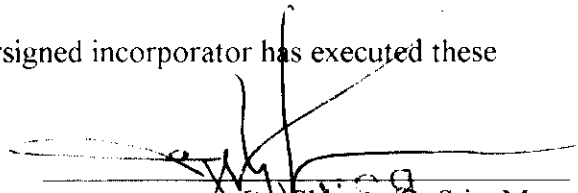
ARTICLE XI

Incorporator

The name and address of the incorporator is as follows:

Skipper G. StipeMaas
P.O. Box 48054
Athens, Georgia 30604

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



Skipper G. StipeMaas
Incorporator
56, 11 10 E 5 1990



BUSINESS INFORMATION AND SERVICES
 Suite 315, West Tower
 2 Martin Luther King Jr., Drive
 Atlanta, Georgia 30334-1530
 (404) 656-2817

MAX CLELAND
 Secretary of State
 State of Georgia

**TRANSMITTAL INFORMATION FOR GEORGIA
 PROFIT OR NONPROFIT CORPORATIONS**

J. K. JACKSON
 Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 953400531 PENDING CONTROL # P123334 CONTROL # 95357778
 Docket Code 311 Corporation Type DN
 Date Filed 12.5.95 Amount Received \$ 60 Check/Receipt # 1054
 Jurisdiction (County) Code 29 DeKalb
 Examiner 72 Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
 INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. 952550460
 Corporate Name Reservation Number
Kenney Ridge Community Association, Inc.
 Corporate Name (exactly as appears on name reservation)
 2. Skipper G. Stipe Maas 706-353-9968
 Applicant/Attorney Telephone Number
P.O. Box 48054
 Address
Athens GA 30604
 City State Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

[Signature]
 Authorized Signature

11-15-95
 Date