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ARTICLES OF INCORPORATION
OF
AVOCET PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of the Georgia Non-Profit Corporation Code, the undersigned incorporator, who is a resident of the State of Georgia and is of full age, dies hereby certify:

ARTICLE I

The name of the corporation is AVOCET PROPERTY OWNERS ASSOCIATION, INC., hereafter called "Avocet".

ARTICLE II

The principal mailing address and the initial registered office of Avocet is located at Three Ravinia Drive, Suite 1420, Atlanta, Georgia 30346.

ARTICLE III

W. Alan McRae, whose mailing address is Three Ravinia Drive, Suite 1420, Atlanta, Georgia 30346, is hereby appointed the initial registered agent of Avocet.

ARTICLE IV
PURPOSE AND POWERS OF AVOCET

Avocet does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and common areas within Avocet Subdivision, as more particularly described on Exhibit A, attached hereto and incorporated herein by this reference (the "Subdivision"), and to promote the health, safety and welfare of the residents within the above described property and any addition thereto as may hereafter be brought within the jurisdiction of Avocet for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of Avocet as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for Avocet Subdivision, hereinafter called the "Declaration", applicable to the Subdivision property and recorded or to be recorded in the Office of the Clerk of Superior Court, Gwinnett County, Georgia, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of Avocet, including all licenses, taxed or governmental charges levies of imposed against the property of Avocet;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of Avocet;
- (d) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real personal property as security for money borrowed or debts incurred;

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- (e) dedicate, sell or transfer all or any part of the common area of the Subdivision to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication , sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;
- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Code of the State of Georgia may now or hereinafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by Avocet, including contract sellers, shall be a member of Avocet. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by Avocet.

ARTICLE VI
VOTING RIGHTS

All Owners shall be entitled to one vote for each Lot owner. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of Avocet shall be managed by a Board of Directors consisting of not more than five (5) and not less than three (3) persons who need not be members of Avocet. The number of directors may be changed by amendment of the By-Laws of Avocet. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
W. Alan McRae	Three Ravinia Drive Suite 1420 Atlanta, Georgia 30346
Irwin W. Stolz, III	Three Ravinia Drive Suite 1420 Atlanta, Georgia 30346
Nancy Knight	Three Ravinia Drive Suite 1420 Atlanta, Georgia 30346

At the first annual meeting the members shall elect directors as set forth in the By-Laws of Avocet; and at each annual meeting thereafter the members shall elect directors as set forth in the By-Laws of Avocet.

ARTICLE VIII
DISSOLUTION

Avocet may be dissolved with the assent given in writing and signed by not less that two-thirds (2/3) of the members. Upon dissolution of Avocet, other than incident to a merger or consolidation, the assets of Avocet shall be dedicated to an appropriate public agency to be used for purposes similar to those for which Avocet was created. In the event that such dedication is refused acceptance, such assets shall be

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granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendments of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

The name and address of the Incorporator is W. Alan McRae, Three Ravinia Drive, Suite 1420, Atlanta, Georgia 30346.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Georgia, the undersigned, being the incorporator of Avocet, has executed these Articles of Incorporation this 30th day of May, 1993.

Signed, sealed and delivered in the presence of:

[signature]
Witness

[signature]
Notary Public

INCORPORATOR:

[signature]
W. Alan McRae

Address: c/o McRae & Stolz, Inc.
Three Ravinia Drive
Suite 1420
Atlanta, Georgia 30346

EXHIBIT A

Legal Description

All of the lots shown on the plat of Avocet Subdivision made by Cecil Kelly, Surveyor, dated _____, and recorded in Play Book _____, Page _____, in the Office of the Clerk of Superior Court of Gwinnett County, Georgia, which plat is made a part of this description and incorporated herein by this reference.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Secretary of State
Corporations Division
Suite 315 West Tower
2 Martin Luther King, Jr. Drive, SE
Atlanta, GA 30334

I do hereby consent to serve as registered agent for the corporation, AVOCET PROPERTY OWNERS ASSOCITATION, INC.

This 30th day of May, 1993.

[signature]
W. Alan McRae