

6835-2
DOCS

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

DOCKET NUMBER : 002310447
CONTROL NUMBER : K308711
DATE INC/AUTH/FILED: 04/08/1993
JURISDICTION : GEORGIA
PRINT DATE : 08/18/2000
FORM NUMBER : 215

WEISSMAN NOWACK CURRY & WILCO PC
JAY S. LAZEGA
1349 WEST PEACHTREE ST STE 1500
ATLANTA, GA 30309

CERTIFIED COPY

I, Cathy Cox, the 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

BRIERFIELD HOMEOWNER'S ASSOCIATION, INC.
A DOMESTIC NONPROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

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

DOCKET NUMBER : 961271097
CONTROL NUMBER : 9308711
DATE INCORPORATED: 04/08/1993
DATE DISSOLVED : 07/23/1995
EFFECTIVE DATE : 04/29/1996
REFERENCE : 0086
PRINT DATE : 05/06/1996
FORM NUMBER : 114

BRIERFIELD HOMEOWNER'S ASSOC.
TINA VINCENT
P.O. BOX 65121
BATON ROUGE LA 70896

CERTIFICATE OF REINSTATEMENT

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

BRIERFIELD HOMEOWNER'S 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.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



Secretary of State
State of Georgia

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

961271097

J. K. JACKSON
Director

TINA VINCENT
P O BOX 65121
BATON ROUGE LA 70896

RESERVATION NUMBER: 960820286
CONTROL NUMBER : 9308711
DATE DISSOLVED : 07/23/1995
TELEPHONE NUMBER : 404-656-2194
AMOUNT DUE : \$65.00
PRINT DATE : 03/26/1996
FORM NUMBER : 521

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 submits the following:

BRIERFIELD HOMEOWNER'S 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

BRIERFIELD HOMEOWNER'S ASSOCIATION, INC.

This application must be filed within 5 years from the date of dissolution. This application must be accompanied by an annual registration and the amount due above, which is the sum of the filing fee, 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.

ARY OF STATE

SIGNATURE AND TITLE

Pres

DATE

4-4-96

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

DONNA R. HARKINS
STE 12, 460 FLORIDA STREET
BATON ROUGE LA 70801

CERTIFICATE OF

I, MAX CLELAND, Secretary of State and
of Georgia, do hereby certify under the

BRIERFIELD HOMEOWN

has been duly incorporated under the laws
date stated above by the filing of article
Secretary of State and by the paying
Official Code of Georgia Annotated.

WITNESS my hand and official seal in the
on the date set forth above.



ARTICLES OF INCORPORATION
OF
BRIERFIELD HOMEOWNER'S ASSOCIATION, INC.

I.

NAME AND PRINCIPAL OFFICE

The name of the Corporation is BRIERFIELD HOMEOWNER'S ASSOCIATION, INC. and the initial principal office of the Corporation shall be 3120 Brierfield Road, Alpharetta, GA.

II.

APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. Section 14-3-1, et seq.

III.

DURATION

This Corporation shall have perpetual duration.

IV.

PURPOSES AND POWERS

A. In way of explanation and not of limitation, the purposes for which the corporation is formed are:

1. To be and constitute the Association to which reference is made in that certain Declaration of Protective Covenants and Easements for Brierfield, dated July 27, 1992, and recorded in Deed Book 15529, Page 320, in the real estate records of the Office of the Clerk of the Superior Court of Fulton County, Georgia, and as the same may hereafter be amended or modified in accordance with the terms thereof (hereinafter referred to collectively as the "Declaration"), which Declaration establishes a plan of organization and development for certain property known as Brierfield Subdivision; 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 Corporation (hereinafter referred to as the "Bylaws") as the same may be hereafter amended or modified, and as otherwise provided by law; and

2. To provide an entity for the furtherance of the interests and rights of the Owners of Lots in the Property (all

such defined terms, except as otherwise herein provided, having the same meaning and definition as set forth and defined in the Declaration, whenever and wherever used in these Articles).

B. In furtherance of its purposes, the Corporation shall have the following powers, all of which, unless otherwise indicated in the Declaration or the Bylaws, may be exercised by the Board of Directors:

1. All of the powers conferred upon nonprofit corporations by common law and by the statutes of the State of Georgia in effect from time to time; and

2. All of the powers necessary or desirable to perform the obligation, and duties and to exercise the rights and powers set out or described in these Articles, the Bylaws, or the Declaration, including, without limitation, the following powers:

(i) to fix and collect assessments or other charges to be levied against the properties subject to the Declaration;

(ii) to manage, control, operate, maintain, repair and improve the Common Properties (as such term is used and defined in the Declaration) 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;

(iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration and/or the Bylaws;

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

(v) 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 descriptions and any right or interest therein for any purpose of the Corporation;

(vi) to borrow money;

(vii) to enter into, make, perform, and/or to 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;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such, to advance the business or ownership interest in such

corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management and administration of the affairs of the Association; provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration on these Articles; and

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

C. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, member or other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized.

D. 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 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.

V.

MEMBERSHIP

The Corporation shall be a membership corporation without certificates or shares of stock. All Lot Owners, by virtue of their ownership of Lots subject to the Declaration, are Members of the Association. The Association shall be comprised of Class A Members and Class B Members as set forth and defined in the Declaration, and each such class of membership shall possess the voting rights as is respectively provided for therein.

VI.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors (hereinafter referred to as the "Board of Directors"). The Board of Directors may also delegate such operating authority to such companies, individuals, or committees as it, in its sole discretion, shall decide and determine. The method of election or appointment of the members of the Board of Directors, as well as the term of office and method for removal and filling vacancies shall be determined by and shall be provided for in the Bylaws of

the Corporation.

VII.

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members who shall serve as Directors until their successors are appointed or elected and shall qualify pursuant to the provisions of the Bylaws relating thereto. The name and addresses of the initial members of the Board of Directors shall be as follows:

John H. Fetzer, III
460 Florida Street
Suite 12
Baton Rouge, LA 70801

Glynda B. Fetzer
4522 Broussard Street
Baton Rouge, LA 70808

Campbell Bowman Fetzer
2190 Lake Grove
Alpharetta, GA 30201

VIII.

DISSOLUTION

The Corporation may be dissolved as by law provided pursuant to a resolution duly adopted by the Board of Directors, which resolution shall be consented to and adopted by at least two-thirds (2/3) of the votes which Members present or represented by proxy at a duly called meeting of the Members of the Corporation are entitled to cast. In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, which organization shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation, the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located

shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

IX.

AMENDMENTS

These Articles of Incorporation may be amended as by law provided pursuant to a resolution duly adopted by the Board of Directors, which resolution shall be consented to and adopted by at least two-thirds (2/3) of the votes which Members present or represented by proxy at a duly called meeting of the Members of the Corporation are entitled to cast; provided, however, that no amendment shall be in conflict with the Declaration, and provided further that no Members shall be entitled to vote on amendments to these Articles of Incorporation which are enacted for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity, including, but not limited to the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation, authorized to fund or guarantee mortgages on individual residences, as such requirements may exist from time to time, which amendments may be adopted at a meeting of the Board of Directors alone upon receiving the vote of a majority of the Directors then in office.

X.

REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation shall be located at 1180 Grimes Bridge Road, Suite 100, Roswell, GA 30075 and the initial registered agent at such address shall be Mark Young.

XI.

INCORPORATOR

The name and address of the incorporator is as follows:

Donna R. Harkins
460 Florida Street, Ste. 12
Baton Rouge, LA 70801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 12th day of February, 1993.


Donna R. Harkins

BSR (1)
APR 8 2 30 PM '93
SECRETARY OF STATE

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

RESERVATION NUMBER: 930530166
EFFECTIVE DATE : 02/22/1993
EXPIRATION DATE : 05/23/1993
LICENSE NO. : N/A
CONSENT ON FILE : N/A
PRINT DATE : 02/23/1993
FORM NUMBER : 506

DONNA R. HARKINS
460 FLORIDA STREET
STE. 12
BATON ROUGE LA 70801

NAME RESERVATION CERTIFICATE

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 the records of the Secretary of State have been reviewed and the name

BRIERFIELD HOMEOWNER'S ASSOCIATION, INC.

is not identical, and appears to be distinguishable from, the name of any other existing corporation, limited partnership or professional association on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations or limited partnerships. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership or professional association.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE



MA. 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
(404) 656-2817

J. F. GULLION
Director

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

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

Docket #	<u>930990488</u>	PENDING CONTROL #	<u>PD34508</u>	CONTROL #	<u>9309711</u>
Docket Code	<u>311</u>	Corporation Type	<u>DN</u>		
Date Filed	<u>4/8/93</u>	Amount Received \$		Check/Receipt #	
Jurisdiction (County) Code	<u>76</u>	<u>GO Fulton</u>			
Examiner		Date Completed			

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

1.	<u>930530166</u> Corporate Name Reservation Number <u>BRIERFIELD HOMEOWNER'S ASSOCIATION, INC.</u> Corporate Name (exactly as appears on name reservation)		
2.	<u>Donna R. Harkins</u> (504) 343-3844 Applicant/Attorney Telephone Number <u>460 Florida Street, Suite 12</u> Address <u>Baton Rouge, Louisiana 70801</u> 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 Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.