

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

CONTROL NUMBER: 0120250
EFFECTIVE DATE: 04/26/2001
JURISDICTION : GEORGIA
REFERENCE : 0156
PRINT DATE : 05/02/2001
FORM NUMBER : 311

GAMBRELL & STOLZ
ALEXIA T. WELLS
303 PEACHTREE ST. STE. 4300
ATLANTA, GA 30308

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

WEST VININGS PLACE NEIGHBORHOOD 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 that reads "Cathy Cox".

Cathy Cox
Secretary of State

WEST VININGS PLACE NEIGHBORHOOD ASSOCIATION, INC.

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation is: WEST VININGS PLACE NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE II

The corporation (hereinafter sometimes referred to as the "Association") is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE III

The initial registered office of the Corporation shall be at: 303 Peachtree Street, N. E., Suite 4300, Atlanta, Fulton County, Georgia 30308. The initial registered agent of the Corporation at such address shall be George M. Bobo.

ARTICLE IV

The name and address of the incorporator is George M. Bobo, 303 Peachtree Street, N. E., Suite 4300, Atlanta, Georgia 30308.

ARTICLE V

The purpose for which the Association is organized is to provide for the acquisition, construction, management, maintenance and care of the property now or hereafter contained within the WEST VININGS PLACE, a residential home development, pursuant to, and in accordance with the Declaration of Covenants, Conditions and Restrictions for

West Vinings Place to be recorded in the records of the Clerk of the Superior Court of Cobb County, Georgia (the "Declaration"). In order to carry out such purposes, the Association shall have all of the powers set forth in the Declaration, in the Georgia Nonprofit Corporation Code and provided by Georgia Law as being exercisable by a corporation formed for the purposes of exercising the powers of an association created pursuant to Georgia Law.

The Association is not organized for, and shall not be operated for, pecuniary gain or profit. No part of the net earnings of the Association shall inure (other than by acquiring, constructing, or providing management, maintenance and care of the property contained within the WEST VININGS PLACE NEIGHBORHOOD ASSOCIATION, INC. and other than by a rebate of common profits or excess assessments) to the benefit of any private individual.

ARTICLE VI

The Corporation shall have members. Each person owning a unit (as defined in the Declaration) in the WEST VININGS PLACE NEIGHBORHOOD ASSOCIATION, INC. shall automatically be a member of the Association, which membership shall continue during the period of such ownership by such unit owner.

ARTICLE VII

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors of the Corporation and method of appointment and election shall be set forth in the bylaws of the Corporation.

ARTICLE VIII

The initial Board of Directors shall consist of three (3) members whose names and addresses are:

Muhammed Sedahi
418 North Main Street
Alpharetta, Georgia 30004

Sima Alayar
418 North Main Street
Alpharetta, Georgia 30004

Donald Chapman
418 North Main Street
Alpharetta, Georgia 30004

ARTICLE IX

A. Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitral, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws

of the State of Georgia, including the Georgia Nonprofit Corporation Code, subject to the conditions prescribed under such statutory provisions.

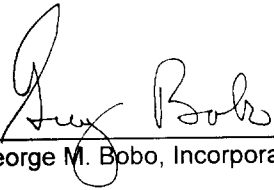
B. In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

C. Nothing in this Article shall be construed as limiting the applicability and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

D. In accordance with the law of the state of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. Any expenses or other amounts that are paid by way of insurance, or by indemnification, reimbursement, or advances of funds other than by court order, action by shareholders, the Corporation shall provide notice of such payment to the shareholders in accordance with the applicable provisions of the laws of the State of Georgia.

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

This ___ day of April, 2001.



George M. Bobo, Incorporator



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.sos.state.ga.us/corporations>

WARREN RARY
Director

QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

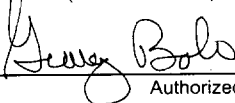
DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #
	P 387933	0120250
DOCKET CODE	DATE FILED	AMOUNT RECEIVED
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE
DN		060
CHECK/RECEIPT #		

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

- 011090015
Corporate Name Reservation Number
West Vinings Place Neighborhood Association, Inc.
Corporate Name
- Alexia T. Wells, Paralegal - Gambrell & Stolz, LLP
Applicant/Attorney
303 Peachtree Street, N.E., Suite 4300
Address
Atlanta Georgia 30308
City State Zip Code
Telephone Number 404/577-6000
- Mail or deliver to the Secretary of State, at the above address, the following:
 - This transmittal form
 - Original and one copy of the Articles of Incorporation
 - Filing fee of \$60.00 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. (The Clerk of Superior Court can advise you of the official organ in a particular county.)

 _____
Authorized Signature Date

Business entity information via the Internet: <http://www.sos.state.ga.us/corporations/>