

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Edgehill at Historic Kirkwood Homeowners Association, Inc.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **09/08/2017** 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 **09/15/2017**.



A handwritten signature in black ink, appearing to read 'B. P. Kemp'.

Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION

Electronically Filed
Secretary of State
Filing Date: 9/8/2017 5:00:57 PM

BUSINESS INFORMATION

CONTROL NUMBER 17098498
BUSINESS NAME Edgehill at Historic Kirkwood Homeowners Association, Inc.
BUSINESS TYPE Domestic Nonprofit Corporation
EFFECTIVE DATE 09/08/2017

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

PRINCIPAL OFFICE ADDRESS

ADDRESS 750 Hammond Drive, Building 6, Suite 200, Atlanta, GA, 30328, USA

REGISTERED AGENT'S NAME AND ADDRESS

NAME	ADDRESS
Katharine A. Dyott	160 Clairemont Avenue, Suite 650, Decatur, GA, 30030, USA

INCORPORATOR(S)

NAME	TITLE	ADDRESS
Katharine A. Dyott	INCORPORATOR	160 Clairemont Avenue, Suite 650, Decatur, GA, 30030, USA

MEMBER INFORMATION

The corporation will have members.

OPTIONAL PROVISIONS

I. Duration. Edgehill at Historic Kirkwood Homeowners Association, Inc. (the "Association") shall have perpetual duration, unless terminated by due process of law. II. Organization. The Association is a nonprofit corporation organized in accordance with the Georgia Nonprofit Corporation Code, O.C.G.A. Section 44-3-101, et seq. III. Purposes and Powers. A. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are: 1. to be and constitute the Association to which reference is made in the Declaration of Protective Covenants, Conditions, Restrictions and Easements for Edgehill at Historic Kirkwood (hereinafter the "Declaration"), recorded or to be recorded in the Records of the Clerk of Superior Court of DeKalb County, Georgia land records, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration and as provided by law; 2. to be and constitute a homeowners association within the meaning of Section 528 of the Internal Revenue Code of 1986; and 3. to provide an entity for the furtherance of the interests of the Owners in the community. B. In furtherance of its purposes, the Association shall have 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, which, unless indicated otherwise in these Articles, the Declaration or the Bylaws, may be exercised by the Board of Directors. IV. Membership. The Association shall be a membership corporation without certificates or shares of stock. Each record Owner of a Unit subject to the Declaration is a member and shall be entitled to vote as set forth herein, in the Declaration and in the Bylaws. Membership shall be appurtenant to and may not be separated from ownership of a Unit. V. Board of Directors. The business and affairs of the Association shall be governed by a board of directors, the number, qualification and method of election of which shall be as set forth in the Bylaws. VI. Indemnification. The Association shall indemnify to the fullest extent permitted by the Georgia Nonprofit Corporation Code any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Association), by reason of the fact that the person is or was a director or officer of the Association. In addition, the Association shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Georgia Nonprofit Corporation Code. VII. 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 Association shall be personally liable to the Association 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 Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Association with reference to any event or events preceding or state of facts existing at the time of such repeal or modification.

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE Katharine A. Dyott

AUTHORIZER TITLE Incorporator