

# STATE OF GEORGIA

## Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Drive

Atlanta, Georgia 30334-1530

## CERTIFICATE OF INCORPORATION

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

### **HIGHLAND PARK TOWNHOME ASSOCIATION, INC.**

**a Domestic Non-Profit Corporation**

has been duly incorporated under the laws of the State of Georgia on **11/21/2012** 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 November 21, 2012



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

Brian P. Kemp  
Secretary of State

## Articles Of Incorporation For Georgia Non-Profit

**The name of the corporation is:**

HIGHLAND PARK TOWNHOME ASSOCIATION, INC.

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

**The principal mailing address of the non-profit:**

2292 Henderson Mill Road  
Atlanta, GA 30345

**The Registered Agent is:**

JOSEPH L HARRIS  
2292 Henderson Mill Road  
Atlanta, GA 30345

**County:** Dekalb

**The name and address of each incorporator(s) is:**

Michael E. Leavey  
160 Clairemont Avenue , Suite  
650  
Decatur, GA 30030

**The corporation will have members.**

**The optional provisions are:**

I. Duration. Highland Park Townhome Association, Inc. (the "Association") shall have perpetual duration, unless terminated by due process of law.

II. 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 and Easements for Highland Park (hereinafter the "Declaration"), recorded or to be recorded in the Records of the Clerk of Superior Court of Fulton County, Georgia, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration, in the Bylaws of the Association ("Bylaws") 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.

III. 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.

IV. 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.

V. 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.

VI. 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.

VII. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of members who are Owners of not less than two thirds (2/3) of the Units and the consent of the Declarant.

VIII. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of members who are Owners of not less than two thirds (2/3) of the Units and the consent of the Declarant.

IX. Amendments. These Articles may be amended only upon a resolution duly adopted by the Board of Directors and the affirmative vote of members who are Owners of not less than two thirds (2/3) of the Units and the consent of the Declarant; provided however, no members shall be entitled to vote on any amendment to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental (including, without limitation, the U.S. Department of Housing and Urban Development or the U.S. Department of Veterans Affairs) or quasi governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Units, as such requirements may exist from time to time, which amendments must be approved by a resolution duly adopted by the Board of Directors with the consent of the Declarant.

X. Rights of Declarant. The rights of Declarant hereunder shall terminate upon the date that the Declarant no longer owns any property in the Community and no longer has the right to annex additional property to the Declaration.

XI. Definitions. Unless otherwise defined herein, the words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the date set

forth below.

**Signature(s):**

Incorporator, Michael E. Leavey

**Date:**

11/21/2012