

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

CONTROL NUMBER: 9703537
EFFECTIVE DATE: 01/13/1997
COUNTY : GWINNETT
REFERENCE : 0147
PRINT DATE : 02/03/1997
FORM NUMBER : 311

MICHAEL J. HAY
P.O. BOX 2000
LAWRENCEVILLE GA 30245-2000

CERTIFICATE OF INCORPORATION

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

WELLINGTON WALK HOMEOWNERS 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.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



ARTICLES OF INCORPORATION
OF
WELLINGTON WALK HOMEOWNERS ASSOCIATION, INC.

January 10, 1997

ARTICLES OF INCORPORATION

OF

WELLINGTON WALK HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1

Name

The name of the Association is Wellington Walk Homeowners Association, Inc.

ARTICLE 2

Period of Duration

The Association shall have perpetual duration.

ARTICLE 3

Purposes and Powers

The Association is being organized as a nonprofit corporation under the Georgia Nonprofit Corporation Code, for the sole purpose of acting as a civic organization which shall not be operated for profit, but shall be operated for the sole purpose of performing certain functions for the common good and general welfare of the people of a community known as Wellington Walk Subdivision, which is located in Gwinnett County, Georgia.

Such community is hereinafter referred to as Wellington Walk.

Wellington Walk will consist of certain property lying and being in Land Lots 40 and 57, 5th District, Gwinnett County, Georgia, according to that plat of survey for Wellington Walk prepared by Earl Duckett Civil Engineer, P.C., dated December 17, 1996, and to be recorded in Gwinnett County, Georgia records, said plat being incorporated herein by this reference

The terms "Declaration," as used herein, refers to that certain Declaration of Covenants, Restrictions and Easements which shall be executed by Hawg Head Development Corp. (the "Declarant") and shall be filed for record with the Clerk of the Superior Court of Gwinnett County, Georgia.

The Association shall have and may exercise all powers necessary or convenient to effect this purpose as set forth above, including, to the extent, and only to the extent, necessary to carry out such purpose, the following powers and duties:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Superior Court 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 the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(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 the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the members present in person or by proxy and voting at a duly held meeting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members; provided that such dedication or transfer have the consent of two-thirds (2/3) of the members present in person or by proxy and voting at a duly held meeting;

(f) participate in mergers and consolidations with other nonprofit associations organized for the same purposes or annex additional residential property and Common Property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the votes of each class of members;

(g) have and exercise any and all powers, rights and privileges which an association organized under the Non-Profit Corporation Law of the State of Georgia by law may now or hereafter have or exercise.

ARTICLE 4

Board of Directors

The affairs of the Association shall be managed by an initial Board of one (1) Director (who need not be members of the

Association) while the Class B Membership controls the Association however, once the control of the Association is transferred to the Class A Membership, the affairs of the Association shall be managed by a Board of not less than five (5) nor more than nine (9) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of those persons who are to act in the capacity of Directors until the selection of their successors are set forth in Article 7 hereto.

ARTICLE 5

Limitation on Corporate Powers

The Association shall not have or exercise any corporate powers except those necessary to carry out the purpose of the Association as set forth in Article 3 above.

ARTICLE 6

Initial Registered Office and Registered Agent

The initial registered office of the Association shall be at 4131 Ridge Road, Buford, Georgia 30519. The initial registered agent of the Association at such address shall be Roy R. Chandler, Jr.

ARTICLE 7

Initial Board of Directors

The initial Board of Directors shall consist of one member who shall be selected by the Declarant.

ARTICLE 8

Incorporator

The name and address of the Incorporator is Michael J. Hay, Andersen, Davidson & Tate, P.C., 324 West Pike Street, Suite 200, P.O. Box 2000, Lawrenceville, Georgia 30245-2000.

ARTICLE 9

Initial Principal Office

The initial principal office of the Association shall be at 4131 Ridge Road, Buford, Georgia 30519.

ARTICLE 10

Membership and Voting Rights

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 the Association, including contract sellers, shall be a Member of the Association. 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 the Association. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners of Residences with the exception of the Declarant, and shall be entitled to one (1) vote for each Residence owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Residence shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Residence.

Class B. Class B Member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned, provided however, in no event shall the Class B Member have less than the total number of Class A votes plus one (1). The Class B Membership shall cease and be converted to Class A Membership at such time as Declarant no longer retains the right to appoint and remove members of the Board and officers of the Association pursuant to Section 3.08 of the Declaration as follows: Declarant shall retain the right to appoint and remove any members of the Board and any officer or officers until such time as the first of the following events shall occur: (i) the expiration of twenty (20) years after the date of the recording of the Declaration; (ii) the date upon which all of the Residences intended by Declarant to be a part of the Development have been conveyed by Declarant to Owners other than a person or persons constituting Declarant; or (iii) the surrender by Declarant of the authority to appoint and remove directors and officers by an express amendment to this Declaration executed and recorded by Declarant, provided, however, that the Owners may be entitled to elect certain members of the Board of the Association in accordance with the terms of the By-Laws of the Association which shall not be removable by the Declarant acting alone.

ARTICLE 11

Amendment or Dissolution of Articles of Incorporation

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire Membership.

ARTICLE 12

Dissolution and Disposition of Assets Upon Dissolution

The Association may be dissolved only if such dissolution is approved by the written consent of two-thirds (2/3) of the Members.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated and conveyed to one or more appropriate public agencies on the express condition that such assets shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be conveyed to a nonprofit corporation, nonprofit association, nonprofit trust or other nonprofit organization on the express condition that such assets shall be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

ARTICLE 13

Limitation of Liability

A director of the Association shall not be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director; provided, however, the above provision shall not apply to the personal liability of a director of the Association:

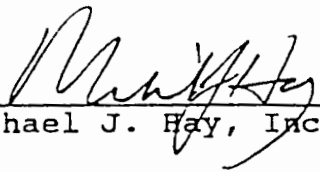
(i) For any appropriation, in violation of his duties, of any business opportunity of the Association;

(ii) For any acts or omissions not in good faith or which involved intentional misconduct or knowing violations of the law;

(iii) For any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article 12 by the members of the Association shall not adversely affect any right or protection of a director or the Association existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



Michael J. Hay, Incorporator

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SECRETARY OF STATE
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BSR (4)

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
WELLINGTON WALK HOMEOWNERS' ASSOCIATION, INC.**

Article 1. Name. The name of the corporation is the Wellington Walk Homeowners' Association, Inc. (the "Association").

Article 2. Authority. The Association adopted this amendment by the assent of 2/3 of the entire membership of the Association pursuant to Article 11 of the Articles of Incorporation.

Article 3. Amendments. This amendment will be adopted and effective as of the date of filing with the Georgia Secretary of State.

1.

Article 11 is hereby amended by striking Article 11 in its entirety, and replacing it as follows:

Amendment of Articles of Incorporation

These Articles may be amended only upon a resolution duly adopted by the board of directors and the affirmative vote of at least two-thirds (2/3) of the total eligible votes of the members and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by 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, HUD or VA) or quasi governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Lots, as such requirements may exist from time to time, which amendments may be adopted by the board of directors.

2.

Article 12 is hereby amended by striking Article 12 in its entirety, and replacing it as follows:

Dissolution and Disposition of Assets Upon 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 Lots (other than the Declarant) and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant. Upon dissolution of the Association, so long as the VA is

guaranteeing and/or HUD is insuring any mortgage in the Development, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage in the development; provided, however, HUD and/or VA shall be notified of such dissolution.

3.

The Articles of Incorporation are amended by adding the following Article 14 thereto:

As long as the Declarant (as such term is defined in the Declaration) has the right to appoint and remove the directors and officers of the Association as provided in the By-Laws, the following actions shall require the prior approval of the U.S. Department of Veterans Affairs ("VA"), so long as the development is approved by the VA for the guaranteeing of mortgages in the development, and the U.S. Department of Housing and Urban Development ("HUD"), so long as the development is approved by HUD for the insuring of mortgages in the development: annexation of additional property to the development, except for annexation by Declarant in accordance with Section 10.01 of the Declaration pursuant to a plan of annexation previously approved by the VA and/or HUD, as applicable; mergers, consolidations, or dissolution of the Association; mortgaging of Common Property (as such term is defined in the Declaration); dedication of Common Property to any public entity; and amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officer of the Association has executed these Articles of Amendment to the Articles of Incorporation this ___ day of _____, 19 ____.

ASSOCIATION: WELLINGTON WALK HOMEOWNERS
ASSOCIATION, INC.,
a Georgia nonprofit corporation

By: Roy Chelton

Its: J. Pres.

4858/Grove Park