AFFICLES OF INCORPORATION

OF

RIVER COMMUNITIES ASSOCIATION, INC.

ARTICLE I

The name of this corporation shall be: RIVER COMMUNITIES
ASSOCIATION, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

This corporation shall have no stock or stockholders; it is not organized and shall not operate for profit or pecuniary gain; and no part of the net earnings of this corporation shall inure to the benefit of any mamber, director, officer or any private individual except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes. No part of the activities of this corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for reflice office.

ARTICLE IV

The purpose for which this corporation is organized is to promote the recreation, health, safety, welfare, common benefit and enjoyment of the Owners and occupants of Lots developed, or to be developed on the following described real property, to wit:

All that tract of parcel of land lying and being in Jones County, Georgia, and being more particularly described in Exhibit. "A" attached hereto and by reference made a part hereof.

Contemporaneously with the incorporation of this corporation, the Class B member of this corporation is filing for record in the diffice of the Clerk of the Superior Court of Jones County, Georgia, a certain Declaration of Covenants, Conditions, Restrictions and Easements for RIVER. COMMUNITIES ASSOCIATION July 10, 1980 ___dated recorded in Deed Book _ 168 , at page 27 - 67 , of the records of said Court. Said Declaration of Covenants, Conditions, Restrictions and Easements, as the same may be amended, renewed or extended from time to time, is hereinafter in these Articles of Incorporation referred to as "said Declaration". As more fully set forth in said Declaration, the Class B member of this corporation shall have the right, privilege and option to expand from time to time, without a vote of the Class A members of this corporation, the jurisdiction and Class A membership of this corporation to all or any portion of the following real property:

All that tract or parcel of land lying and being in Jones County and Bibb County, Georgia and being more particularly described on Exhibit "B" attached hereto and by reference made a part hereof.

As more fully set forth in said Declaration, the Class A members of this corporation shall also have the right, privilege and option to expand from time to time the jurisdiction and Class A membership of this corporation to other real property.

For purposes of these Articles of Incorporation, "said Property" shall mean and include said real property described in said Exhibit "A" attached hereto, "said Additional Property" shall mean and include the real property described in said Exhibit "B" attached hereto, and words such as, for example, "Declarant", "Lot", "Owner", "Community", "person", and "mortyage" shall have the same definitional meaning as set forth in said beclaration unless this context shall prohibit.

Insofar as permitted by law, but subject to the provisions of said Declaration, this corporation shall have the power to do anything that in the opinion of the Board of Directors, will premote, directly or indirectly, the recreation, health, safety, welfare, common benefit and enjoyment of the Owners and occupant of Lots in the Community, including,

but not limited to the piver: (i) to pirchase, accept by dift, lease, hold, sell, moragage or convey or otherwise acquire or dispose of any Common Property and any Limited Common Property necessary or proper for the carrying out of the purposes of the corporation; (ii) to own, acquire, construct, equip, operate and maintain parks, playgrounds, swimming pools, least, commons, roads, streets, utilities, rights-of-way, trails, buildings, structures and other services and facilities incident to the purposes of the corporation; (iii) to fix, levy and collect assessments as provided in said Declaration; and (iv) in general, to exercise all the rights, powers, privileges and immunities as are provided and allowed in said Declaration and as are now or hereafter provided and allowed for similar corporations under the Nonprofit Corporation Code of the State of Georgia.

ARTICLE V

The corporation shall have two classes of membership: Class Λ and Class B.

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Class A: Initially, the Class A members of the corporation shall be the Owners of Lots located in the Community with the exception of the "Declarant" under said Declaration. If the same Owner owns more than one Lot, such Owner shall be a Class A member and shall have membership privileges and pay assessments with respect to each Lot so owned. Class A membership shall be a nonvoting membership except on such matters and in such events as hereinafter specified. Class A members shall be entitled to full voting privileyes at such time as the Class B membership, as hereinafter defined, shall terminate and cease to exist. Before the termination of such Class B membership, Class A members shall be entitled to vote only on (i) any proposal to change the method of determining the amount of the annual assessment to be levied by the corporation, (ii) any proposal to change the method of approving the annual assessment, (iii) the annual budget and the regular annual assessments therefor as provided in Section 3 of Article V of said Declaration, (iv) except as otherwise specifically provided in said Declaration, any proposal that a special assessment be levied by the corporation, [(v) except as permitted by the Class B member as the "Declarant" under the provisions of said Declaration, any proposal to add additional properties

to the jurisdiction of the corporation, (vi) except as otherwise provided in Section 6 of Article XII of said Declaration, any proposal to dedicate or transfer all or any part of the Common Property or Limited Common Property of the corporation to any public agency or authority, (vii) any proposal of merger, consolidation or dissolution, (viii) any proposal to amend these Articles of Incorporation; provided, however, the Class B member of this corporation may unilaterally amend these Articles of Incorporation from time to time without the consent of the Class λ members if and to the extent that any such amendment may be necessary to effectuate the expansion by the Class B member of the jurisdiction and Class A membership of this corporation to all or any portion of said Additional Property; and (ix) any proposal to subject any real property owned by the Association to any mortgage. When entitled to vote, Class A members shall be entitled to one vote for each Lot owned. When more than one person owns a Lot, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. In the event of disagreement among such persons and an attempt by two or more of them to cast such vote or votes, such persons shall not be recognized and such vote or votes shall not be counted.

Class B: The sole Class "B" member of this corporation shall be Riverpart, Ltd., a Georgia Limited Partnership, acting by and through its sole General Partner, River North Development Corporation, a Georgia corporation, the original Declarant under said Declaration, or any other person or party who shall succeed said Riverpart, Ltd., as "Declarant" under the provisions of said Declaration in accordance with the terms of said Declaration. Class B membership shall be a full voting membership, and, during its existence, any act of the corporation requiring the approval or affirmative vote of the membership shall not be valid unless approved by the Class B member. At the election of the Class B member, the Class B membership shall terminate and cease to exist at any time on or before the completion of development (and sale, if developed for sale) of all Lots to be developed in the Community, (i.e., said Property described in said attached Exhibit "A", and all or any portion of said Additional Property described in said attached Exhibit "B" in respect to which the jurisdiction and Class A membership of this

corporation may be extended as herein provided), but in no event later than December 31, 1998. From and after the date on which the Class B membership shall so terminate and cease to exist, the Class B member shall be and become a Class A member with respect to any Lot owned by it, and in which event it shall be entitled to one vote for each Lot so owned.

ARTICLE VI

Directors shall be elected and serve as provided in the By-Laws of this corporation. The Class B member shall have the power and authority to elect and appoint all of the Directors of this corporation so long as the Class B membership shall exist. The number of Directors constituting the initial Board of Directors shall be three, and the name and address of each such Director is:

ruben d. ramirez	
	3333 Golfing Green Drive
Murry p. n.	Dallas, Texas 75234
Murry E. Page	2925 LI'J Frooway
	Suite 275
L. Hall Robertson, Jr.	Dallas, Texas, 75234
2001, 01.	One River North Boulevard
•	Macon, Georgia 31211
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ARTICLE VII

The address of the initial registered office of this corporation shall be One River North Boulevard, Macon, Georgia, 31211 and the name of its original registered agent at such address is L. Hall Robertson, Jr.

ARTICLE VIII

Except as otherwise provided in Article V above, these Articles of Incorporation may be amended from time to time (i) by the affirmative vote at a meeting duly called for that purpose of at least a majority of the votes which the Class A members of this corporation present, or

represented by proxy, are entitled to cast at a meeting duly called for such purpose, (ii) and by the Class B member so long as the Class B membership shall exist. A quorum for the purpose of such meeting shall be Class A members present in person or by proxy representing at least 51% of the votes of the Class A members of this corporation. No such amendment by the Class A members of this corporation shall alter, modity, change or rescind any right, title, interest or privilege herein granted or accorded to the holder of any mortgage encumbering any Lot located within the Community unless such mortgage holder shall consent thereto in writing. Written notice by the corporation shall be sent to the holders of all first mortgages encumbering any of the Lots located within the Community setting forth the purpose of the meeting not less than thirty (30) days in advance of any meeting being called for the purpose of having the Class A members of this corporation approve any amendment to these Articles of Incorporation.

ARTICLE IX

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE X

The name of the Incorporator is Carlile M. Chambers, and his address is 2400 First National Bank Tower, Atlanta, Georgia 30383.

IN WITNESS WHEREOF,	the undersigned has executed	these Articles of In-
corporation on	July 10 , 1980.	

Carly Chambers

EXHIBIT "A"

ARTICLES OF INCORPORATION FOR

PIVER COMMUNITIES ASSOCIATION, INC.

ALL THOSE LOTS OR PARCELS OF LAND lying and being in Land Lot 168 of the 8th Land District of Jones County, Georgia and being Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17 and 18 of RIVER HILLS SUBDIVISION as per plat of survey prepared by Tribble & Richardson, Inc., dated June 8, 1979, last revised May 20, 1930, and recorded in Plat p. at of survey is incorporated herein and by reference made a part per for a more complete description of the above-described property.

ALSO:

ALL THOSE LOTS OR PARCELS OF LAMB lying and being in Land Let 168 of the 8th Land District of Jones County, Georgia and using Lets 5, 6, 7, 8, 9, 10 and 11 of Section III, Unit 1, Block "Y" of RIVER NORTH SUBDIVISION as per plat of survey prepared by Tribble & Richardson, Inc., dated Hey 16, 1979, last revised May 20, 1980, and recorded in Plat Book for page 191 , Jones County, Georgia Records, which recorded plat of survey is incorporated herein and by reference made a part hereof for a more complete description of the above-described preparty.

CKRITHIP "D"

ARTICLES OF INCORPORATION FOR PIVER COMMUNITIES ASSOCIATION, INC.

TRACT 1

Beginning at a concrete monument common to land lots: 142, 143, 146 and 147 in the 8th land district of Jones County, Georgia. Said concrete monument being the Point of Reference and the Point of Reginning. Thence, North 73°-16' East, 244.51 feet to an iron pin marking the centerline of a creek. Thence, along centerline of creek, South 27°-00' East, 37.94 feet to an iron pin. Thence, along centerline of creek, South 63°-20' East, 78.20 feet to an iron pin. Thence, along centerline of creek, South 73°-21' East, 63.04 feet to an iron pin. Thence, along centerline of creek, South 63°-46' East, 46.79 feet to an iron pin. Thence, along centerline of creek, South 26°-38' East, 65.92 feet to an iron pin. Thence, along centerline of cieek, South 74°-22' East, 47.35 feet to an iron pin. line of creek, South 74°-52' East, 54.62 feet to an iron pin. Thence, along center-Thence, along centerline of creek, South 79°-16' East, 64.46 feet to an iron pin. Thence, along centerline of creek, North 66°-25° East, 48.24 feet to an iron pin. Thence, along centerline of creek, South 86*-54' East, 49.06 feet to an iron pi.. Thence, along centerline of creek, South 30°-55' East, 182.64 feet to an iron pin. Thence, along centerline of creek, South 48°-01' East, 100.00 feet to an iron pin marking the centerline intersection of said creek with Town Creek. along centerline of Town Creek, North 20°-21' East, 100.00 feet to an iron pin. Thence, along centerline of Town Creek, North 31 -43 East, 39.99 feet to an iron pin. Thence, along centerline of Town Creek, North 22°-05' East, 98.43 feet to an iron pin. Thence, along centerline of Town Creek, North 11°-49' West, 92.62 feet to an iron pin. Thence along centerline of Town Creek, North 14°-38' West, 122.75 feet. Thence, North 62°-45' East, 223.83 feet. Thence, North 77°-1?' East, 171.22 Thence, North 38°-09' East, 265.56 feet. Thence, North 73°-16' East, 2897.08 feet to an iron marker on the western most right-of-way line of Upper River Road. Thence along western most right-of-way line of Upper River Road, North 9°--08' East, 1340.95 feet. Thence, along western most right-ofway of Upper River Road, North 24°-29' West, 665.40 feet (chord). Thence, along western most right-of-way line of Upper River Road North 58°-18' West, 497.97 feet. Thence, along western most right-of-way of Upper River Road, North 39°-57' West, 615.87 feet (chord). Thence, along western most right-of-way line of Upper River Road, North 21°-38' West, 799.10 feet. Thence, along western most right-of-way of Upper River Road, North 23°-11' West, 226.34 feet (chord) to an iron marker. Thence, South 46°-35'-14" West, 2663.18 feet to an iron marker. Thence, North 44°-45'-46" West, 667.70 feet to an iron marker. Thence, South 45°-26' West, 15,492.77 feet to 30 32-

thr east bank of the Ocmulgee, South 48°-45' East, 565.06 feet to a traverse point. Thence, along a tie line on the east bank of the Ocmulgee River, South 49°-12' East, 3611.53 feet to an iron pipe. Thence, along a tie line on the east bank of the Ocmulgee River, South 45°-01' East, 736.58 feet to an iron pipe. Thence, along a tic line on the east bank of the Ocmulgee River, South 41°-10' East, 706.61 feet to an. iron marker on the east bank of the Ocmulgee River. centerline of the Ocmulgee River being the property line and also the county line dividing Jones and Bibb Counties. from iron marker on the east bank of the Ocmulgee River North 47°-10° East, 2608.03 feet to an iron marker. Thence, South 44°-27° East, 4638.02 feet to an iron marker. Thence, North 47°-29' East, 632.15 feet to an iron pipe. Thence, South 43°-24° East, 757.59 feet to an iron pipe. Thence, North 46°-54° East, 2968.42 feet to an iron marker. Thence, North 43°-30' West, 2968.06 feet to an iron marker. Thence, North 45°-38' West, 451.05 feet to an iron marker. Thence, North 43°-21° West, 2637.03 feet to an iron marker. 43°-02° West, 368.26 feet to an iron marker. Thence, North Thence, North 75°-25' West, 297.49 feet to an iron marker. Thence, North 53°-00' West, 80.03 feet to an iron marker in the centerline of a dirt road. Thence, near or along centerline of dirt road, North 52°-27' West, 359.46 feet. Thence, near or along centerline of dirt road, North 44°-10' West, 230.56 feet. Thence, near or along centerline of dirt road, North 29°-43' West, 272.74 feet. Thonce, near or along centerline of dirt road, North 46°-09' West, 122.68 feet. Thence, near or along centerline of dirt road, North 65°-31' West, 128.78 feet. Thence, near or along centerline of dirt road, North 78°-40' West, 299.44 feet. Thence, near or along centerline of dirt road, South 82°-49' West, 199.33 feet. Thence, near or along centerline of dirt road, North 58°-47' West, 109.05 feet. Thence, near or along centerline of dirt road, North 40°-39' West, 92.11 feet. Thence, near or along centerline of dirt road, North 35°-23' West, 328.42 feet. Thence, near or along centerline of dirt road, North 51°-53' West, 97.90 feet. Thence, near or along centerline of dirt road, South 81°-27' West, 123.48 feet to an iron pipe. Thence, North 46°-29' East, 2073.74 feet to an iron marker. Thence, North 46°-34' East, 4464.38 feet to an iron marker. Thence, North 46°-31' Fast, 92.00 feet to a concrete monument marking the Point of Beginning. Tract 1 containing 1912.93 acres excluding islands and water area in the Ocmulgee River and being in land lots: 122, 123, 142, 143, 146, 165, 168, 170, 171, 184, 185, 186, 187, 190, 191 and 192 of the 8th land district, Jones County, Georgia. Reference being made to a plat prepared by Tribble & Richardson, Inc., entitled "Survey for Riverpart Limited, a Georgia Limited Partnership" and shown as being Parcel 1 on Sheet 1 of 3 and Parcel 3 on sheet 2 of 3.

TRACT 2

Beginning at an iron marker common to land lote: 118, 119, 122 and 121 to the fith land district of domes tounty, Georgia. Baid from marker being the Point of Reference and the Point of Beginning. Thence, South 42°-56' East, 2903.13 feet to an iron marker. Thence, North 80°-41 Went, 461.78 Thence, South 46°-47' West, 2324.90 feet to an iron marker on the eastern mont right of way of Upper River Road. Thence, along eastern most right of way of Upper River Road, North 23°-10' East, 87.14 feet (chord) Thence, along eastern most right-of-way line of Upper River Road, North 22°-19' East, 143.83 feet to an iron marker. Thence, along eastern most right-of-way of Upper River Road, North 15°-49' East, 567.69 feet (chord) to an iron marker. Thence, along eastern most right-of-way line of Upper River Road, North 9°-19' East, 1510.08 feet to an iron marker. Thence, along eastern most right-of-way of Upper River Road, North 24°-29' West, 754.42 feet (chord) to an iron marker. Thence, along eastern most right-of-way line of Upper River Road, North 58°-18' West, 497.97 feet to an Thence, along eastern most right-of-way of Upper River Road, North 39°-57' West, 565.55 feet (chord) to Thence, along eastern most right-of-way line of Upper River Road, North 21°-38' West, 799.10 feet to an iron marker. Thence, along eastern most right-of-way of Urper River Road, North 23°-49' West, 256.94 feet (chord) to an iron Thence, North 46°-34' East, 224.50 feet to an iron Thence, South 42°-17' East, 1515.10 fent to an iron marker marking the Point of Beginning. 99.96 acres and being in land lots 122 and 123 of the 8th Tract 2 containing land district, Jones County, Georgia. Reference being made to a plat prepared by Tribble & Richardson, Inc. entitled "Boundary Survey for Riverpart Limited, a Georgia Limited Parnership" and shown as being Parcel 2 on Sheet 1 of 3.

TRACT 3

Beginning at an iron pin at the north west of Southern Railroad (150' R/W) and River North Boulevard (190' R/W) intersection. Said iron pin being the Point of Reference and the Point of Beginning. Thence, along Southern Railroad right-of-way, North 51°-35'-14" West, 216.20 feet (chord) to an iron pin. Thence, continuing along Southern Railroad right-of-way, North 53°-40'-14" West, 321.66 feet to an iron marker. Thence, North 0°-44'-21" East, 203.32 feet to an iron pin on the west bank of the Ocmulgee River. Thence, along a tie line on 167.18 feet to a traverse point. Thence, along a tie line on 296.90 feet to a traverse point. Thence, along a tie line on 296.90 feet to a traverse point. Thence, along a tie line on the west bank of the Ocmulgee River, South 60°-00'-22" East, the west bank of the Ocmulgee River, South 33°-02'-22" East,

208.00 feet to a traverse point. Thence, along a tie line on the west bank of the Ocmulgee River, South 540-001-22" East, 241.40 feet to a traverse point. Thence, along a tie line on the west bank of the Ocmulgee River, South 44°-21'-22" East, 207.80 feet to a traverse point. Said traverse point being approximately 100 feet from the centerline of a tributar The centerline of the Ocmulgee River being the proper line and also the county line dividing Jones and Bibb Counties Thence, along a tie line, South 36°-32'-38" West, 171.20 feet to a traverse point. Said traverse point being approximately 15 feet from the centerline of tributary branch. Thence, along a tie line, South 19°-58'-38" West, 49.20 feet to an iron pin on the Southern Railroad right-of-way. Said iron pin being approximately 70 feet from centerline of tributary branch. The centerline of the tributary branch being the property line. Thence along the Southern Railroad right-of-way North 43°-01'-14" West, 236.40 feet to an iron pin. along the Southern Railroad right-of-way, North 44°-32'-14" West, 124.00 feet (chord) to an iron pin intersecting the caste most right-of-way line of River North Boulevard. Thence, (chor crossing River North Boulevard, North 47°-16'-14" West, 100.70 feet to an iron pin marking the Point of Beginning. Tract 3 containing approximately 9.8 acres including water surface area in the Ocmulgee River and being in land lots 343 and 344 of the 13th land district, Bibb County, Georgia. Reference being made to a plat prepared by Tribble & Richardson, Inc., dated December 8, 1978, entitled "Survey for Riverpart Limited, a Georgia Limited Partnership" and shown as being Parcel A on

TRACT 4

Beginning at an iron pin at the north west of Arkwright Road (80' R/W) and River North Boulevard (100' R/W) intersection Said iron pin being the Point of Reference and the Point of Beginning. Thence, North 36°-03'-38" East, 114.20 feet to an iron pin at the south west of Southern Railroad (150° R/W) and River North Boulevard intersection. Thence, crossing River Nort Boulevard, South 46°-48'-11" East, 100.78 feet (chord) to an iron pin at the south east of Southern Railroad and River North Boulevard intersection. Thence, South 36°-03'-38" West, 102.00 feet to an iron pin at the north east of Arkwright Road and River North Boulevard intersection. Thence, crossing River North Boulevard, North 53°-45'-22" West, 100.00 feet to an iron pin marking the Point of Beginning. Tract 4 containing 0.25 acres and being in land lots 343 and 344 of the 13th land distric Bibb County, Georgia. Reference being made to a plat prepared by Tribble & Richardson, Inc., dated December 8, 1978, entitled *Survey for Riverpart Limited, a Georgia Limited Partnership* and shown as being Parcel R on whoch 2 are

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LIBSS AND EXCEPT from the above-dence Deed property:

ALL THOSE LOTS OR PARCELS OF LAND lying and being in Land Lots 122 and 123 of the 8th Land District of Jones County, Georgia and being Lots 1 through 22 inclusive of RIVER SUMMIT SUBDIVISION as per plat of survey prepared by Tribble & Richardson, Inc., dated January 2, 1979, last revised September 5, 1979, and recorded in Plat Book 6, page 134, Jones County, Georgia Records, which recorded plat of survey is incomplète description of the above-described property; TOGETHER WITH those certain cul-de-sacs designated as "Coppergate Lane" and Saddle Ridge Cir." as shown on said recorded plat of survey.

ALSO LESS AND EXCEPT:

All those lots or parcels of land described in Exhibit " Λ " of these Articles of Incorporation.

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I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic

"RIVER COMMUNITIES ASSOCIATION, INC.

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the scal of my office, at the Capitol, in the City of Atlanta, this 14th day of April in the year of our Lord One Thousand Nine Hundred and SEYENY Eighty and of the Independence of the United States of America the Two Hundred and Four

Chand Day

DUPLICATE



I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

"MIVER COMMUNITIES ASSOCIATION, INC."

has been duly incorporated under the laws of the State of Georgia on the 10th day of 611y 10 63, by the filing of articles of incorporation in the office of the Secretary of State and the few therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

affixed the vest of my office, at the Capitol, in the Cuy of Atlanta, this day of day of day of in the year of our ford One Domsand Nine Hundred and School Eighty and the Independence of the United States of America the I wo Huncred and Five.

SECRETARY OF STATE, EX DEFICIO CONTORATION
COMMISSIONER OF THE STATE OF FORGIA