

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

BAYSWATER HOME OWNERS ASSOCIATION, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **11/17/2008** 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 17, 2008



A handwritten signature in black ink, appearing to read "Karen C Handel". The signature is fluid and cursive.

Karen C Handel
Secretary of State

ARTICLES OF INCORPORATION
OF
BAYSWATER HOME OWNERS ASSOCIATION, INC.

ONE

The name of the corporation is: "BAYSWATER HOME OWNERS ASSOCIATION, INC.".

TWO

The corporation shall have perpetual duration.

THREE

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code for the purpose of exercising the powers of the association of the Bayswater community located in Cobb County, Georgia, as set forth in the covenants for Bayswater recorded in Deed Book 3432, page 18, records of the Clerk of the Superior Court, Cobb County, Georgia, and the covenants for Bayswater Unit II recorded in Deed Book 4171, page 472, aforesaid records.

FOUR

The corporation shall have the powers set forth in the Georgia Nonprofit Corporation Code.

FIVE

Each Owner shall automatically be a member of the corporation during his ownership of his Lot, as specified in the recorded covenants, and no other persons shall be entitled to membership in the corporation.

SIX

The members shall have the voting rights set forth in the Bylaws adopted by the Association.

SEVEN

The affairs of the corporation shall be managed by a Board of Directors elected by the members having voting rights, as further provided in the Georgia Non-profit Corporations Code, the covenants and the Bylaws.

EIGHT

The initial registered office of the corporation is 2400 Harris Tower - Peachtree Center, 233 Peachtree St., N.E., Atlanta, GA 30303. The initial registered agent of the corporation shall be Randall M. Lipshutz.

NINE

The initial Board of Directors shall consist of five (5) individuals whose names and addresses are:

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T0832409018

Kurt Mueller
3767 Oak Lane
Marietta, GA 30062

Teresa Rivers
3720 Bays Ferry Way
Marietta, GA 30062

Wanda Johnston
3911 Bays Ferry Trail
Marietta, GA 30062

Rod Peterson
3850 Bays Ferry Trail
Marietta, GA 30062

Lauren Halpaus
3670 Bays Ferry Way
Marietta, GA 30062

TEN

The mailing address of the initial principal office of the corporation is 2400 Harris Tower - Peachtree Center, 233 Peachtree St., N.E., Atlanta, GA 30303.

ELEVEN

The name and address of the incorporator is Randall M. Lipshutz, Lipshutz, Greenblatt & King, LLP, 2400 Harris Tower - Peachtree Center, 233 Peachtree Street, N. E., Atlanta, Georgia 30303.

TWELVE

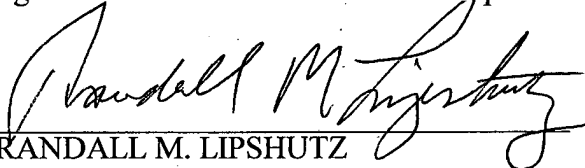
A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of duty of care or other duty as a director; provided, however, the above provision shall not apply to the personal liability of a director of the corporation:

- (i) for any appropriation, in violation of the director's duties, of any business opportunity of the corporation; or
- (ii) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or
- (iii) for any transaction from which the director received an improper personal benefit.

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

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

2008 NOV 17 PM 2:15
SECRETARY OF STATE
CORPORATIONS DIVISION


RANDALL M. LIPSHUTZ
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.georgiacorporations.org>

ENRICO M. ROBINSON
Director

SUSAN GOLDEN
Assistant Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: rmlgk@aol.com

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

1. _____
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Bayswater Home Owners Association, Inc.,

Corporate Name (List exactly as it appears in articles)

2. **Randall M. Lipshutz** **404-688-2300**
Name of person filing articles (certificate will be mailed to this person, at address below) Telephone Number

2400 Harris Tower 233 Peachtree Street, N.E.,

Address

Atlanta

GA

30303

City

State

Zip Code

3. Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 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. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Authorized signature of person filing documents

11/13/08

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>