

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0584001  
EFFECTIVE DATE: 12/14/2005  
JURISDICTION : GEORGIA  
REFERENCE : 0093  
PRINT DATE : 12/28/2005  
FORM NUMBER : 311

**CHRIS L. BRANNON**  
**207 PIRKLE FERRY ROAD**  
**CUMMING, GA 30004**

**CERTIFICATE OF INCORPORATION**

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

**COOPERS RIDGE 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.



A handwritten signature in black ink, appearing to read 'Cathy Cox'.

Cathy Cox  
Secretary of State

ARTICLES OF INCORPORATION OF  
COOPERS RIDGE HOMEOWNERS ASSOCIATION, INC.

I.

The name of the Corporation is: COOPERS RIDGE HOMEOWNERS ASSOCIATION, INC..

II.

The Corporation is organized pursuant to the provisions of the Georgia Non-Profit Corporation Code.

III.

The principal office of the Association is located at 355 Tournament Player Drive, Alpharetta, Fulton County, Georgia 30004.

IV.

The initial registered office of the Corporation is 355 Tournament Player Drive, Alpharetta, Fulton County, Georgia 30004. The initial registered agent of the Corporation is Sanford Roth.

V.

PURPOSE AND POWER OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is incorporated is to provide for maintenance, preservation and architectural control over the Lots and Common Area to be known as Coopers Ridge Subdivision located within that certain tract or parcel of land lying and being, in Land Lots 803, 804, 843 & 844 of the 14<sup>th</sup> District and 1<sup>st</sup> Section of Forsyth County, Georgia. Phase One

being more particularly described on a Subdivision Plat recorded at Plat Book 94, Pages 244-253, in the Office of the Clerk of the Superior Court of Forsyth County, Georgia. Phase Two being more particularly described on a Subdivision Plat recorded at Plat Book \_\_\_\_, Pages \_\_\_\_\_, in the Office of the Clerk of the Superior Court of Forsyth County, Georgia. Phase Three being more particularly described on a Subdivision Plat recorded at Plat Book \_\_\_\_\_, Pages \_\_\_\_\_, in the Office of the Clerk of the Superior Court of Forsyth County, Georgia. Phase Four being more particularly described on a Subdivision Plat recorded at Plat Book \_\_\_\_\_, Pages \_\_\_\_\_, in the Office of the Clerk of the Superior Court of Forsyth County. All of these previously mentioned plats are incorporated herein by reference for a more complete description of this property. The Corporation shall further promote the health, safety and welfare of the residents within the above-described property and any additional land that may hereafter be brought within the jurisdiction of this Association for this purpose to:

(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 of Forsyth County, Georgia, 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 each class of members, mortgage, pledge, deed in trust, or hypothecate any or all real or personal property owned by the Association as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; provided, however, that any additional land contiguous to the property described above or to any street contiguous to the property described above may be annexed into the Subdivision without the consent of members within five (5) years of the filing of the Declarations of Restrictions.

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

## VI.

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any

lot which is subject to covenants of record, 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 the covenants of record for Coopers Ridge Subdivision.

## VII.

### VOTING RIGHTS

The Association shall have two classes of voting membership:

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

Class B: The 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. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 2008.

## VIII.

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) 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 the persons who are to act in the capacity of Directors until the selection of their successors are:

1. Sanford Roth
2. John Christopher Coleman
3. Glynnis Roth

IX.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, Association, trust or other organization to be devoted to such similar purposes.

X.

DURATION

The Corporation shall exist perpetually.

XI.

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

XII.

No Director of the Corporation shall 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, that such provision should not eliminate or limit the liability of a Director (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction which the Director derived an improper or personal benefit.


XIV.

The name and address of the Incorporator is:

Chris L. Brannon  
Boling, Rice, McGruder, Barron & Beaudin, LLC  
207 Pirkle Ferry Road  
Cumming, GA 30040.

IN WITNESS WHEREOF, the undersigned party has filed these Articles of Incorporation this

9<sup>th</sup> day of DECEMBER, 2005.

  
\_\_\_\_\_  
Chris L. Brannon  
Attorney at Law

BOLING, RICE, MCGRUDER, BARRON & BEAUDIN, LLC  
207 Pirkle Ferry Rd.  
Cumming, GA 30040  
(770) 887-3162

SECRETARY OF STATE  
2005 DEC 14 AM 7:36



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>

WARREN RARY  
Director

ENRICO M. ROBINSON  
Assistant Director

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #
DOCKET CODE	DATE FILED <u>12/14/05</u>	CHECK/ RECEIPT # <u>Janet</u>
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE <u>60</u>

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)  
COOPERS RIDGE HOMEOWNERS ASSOCIATION, INC.  
Corporate Name (List exactly as it appears in articles)

2. Chris L. Brannon (770) 887-3162  
Name of person filing articles (certificate will be mailed to this person, at address below) Telephone Number  
207 Pirkle Ferry Rd.  
Address  
Cumming GA 30004  
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.)

Chris L. Brannon 2005 DEC 14 AM 7:36  
Authorized signature of person filing documents

12/9/05  
Date

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