

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

CONTROL NUMBER: 0152002
EFFECTIVE DATE: 12/03/2001
JURISDICTION : GEORGIA
REFERENCE : 0045
PRINT DATE : 12/03/2001
FORM NUMBER : 311

H. JAMES WINKLER
300 HANCOCK ST.
P. O. BOX 671
MADISON, GA 30650

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

PROPERTY OWNERS OF RIVERWALK ON THE APALACHEE, 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.



Cathy Cox
Secretary of State





CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

Suite 315, West Tower, 2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530

(404) 656-2817

Registered agent, officer, entity status information on the Internet
<http://www.sos.state.ga.us>

ROBERT RAY, JR.
Assistant Secretary of State -
Operations

WARREN H. RARY
Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #
DOCKET CODE	DATE FILED
TYPE CODE	EXAMINER

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

1.	013300429
Corporate Name Reservation Number	
Property Owners of Riverwalk on the Apalachee, Inc.	
Corporate Name	
2.	H. James Winkler
Applicant/Attorney	
300 Hancock Street PO Box 671	
Telephone Number	
706 342-7900	
Address	
Madison Georgia	
City State Zip Code	
30650	

3.	I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. Mail or deliver to the Secretary of State, at the above address, the following: 1) This transmittal form 2) The original and one copy of the Articles of Incorporation 3) A filing fee of \$60.00 payable to Secretary of State.
Authorized Signature	
Date	

FILING FEES ARE NON - REFUNDABLE

FORM 227

**ARTICLES OF INCORPORATION
OF
PROPERTY OWNERS OF RIVERWALK ON THE APALACHEE, INC.**

ARTICLE I.

The name of the corporation is: Property Owners of Riverwalk on the Apalachee, Inc. (the "Corporation").

ARTICLE II.

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

ARTICLE III.

The Corporation will have members.

ARTICLE IV.

The affairs of the Corporation shall be managed by a board of directors. The method of electing the board of directors shall be determined by the bylaws of the Corporation.

ARTICLE V.

The mailing address of the initial principal office of the Corporation is: 1412 Eatonton Road, Suite 700, Madison, Georgia 30650.

ARTICLE VI

The initial registered office of the Corporation is 1412 Eatonton Road, Suite 700, Madison, Morgan County, Georgia. The initial registered agent of the Corporation is Taylor Downey.

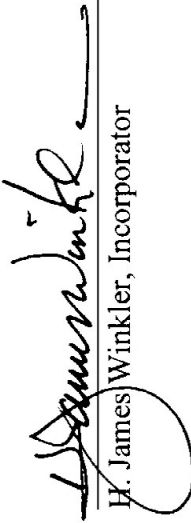
ARTICLE VII.

The name and address of the incorporator is H. James Winkler, 300 Hancock Street, Madison, Georgia 30650.

ARTICLE VIII

Liability of all directors or its members of the Corporation to the Corporation for monetary damages for any action taken, or any failure to take any action as a director, is hereby eliminated to the fullest extent allowed by O.C.G.A. § 14-3-202(b)(4) of the Georgia Nonprofit Corporation Code or any successor statute.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 30TH day of November, 2001.


H. James Winkler, Incorporator

SECRETARY OF STATE
01 DEC 3 2001 18
CORPORATIONS DIVISION

WINKLER DUBOSE & DAVIS LLC
A T T O R N E Y S

300 HANCOCK STREET • P.O. BOX 671 • MADISON, GEORGIA 30650
TELEPHONE: 706-342-7900 • FROM ATLANTA: 404-577-6666 • FACSIMILE: 706-342-0011
WWW.WDDLAW.COM

H. JAMES WINKLER
C. WILSON DuBOISE
(ALSO ADMITTED IN S.C.)
JEFFREY R. DAVIS

303 PEACHTREE STREET, NE
SUNTRUST PLAZA, SUITE 2800
ATLANTA, GEORGIA 30308
TELEPHONE: 404-577-6666
FACSIMILE: 404-223-5164

November 30, 2001

Georgia Secretary of State
Corporations Division
Suite 306 - West Tower
2 Martin Luther King, Jr. Drive, S.E.
Atlanta, Georgia 30334

RE: Property Owners of Riverwalk on the Apalachee, Inc.

Dear Sir/Madam:

Mail

Enclosed with this letter are the following documents to incorporate Property Owners of Riverwalk on the Apalachee, Inc.:

1. Transmittal form;
2. Original and one copy of the Articles of Incorporation; and
3. Our firm's check in the amount of \$60.00 for filing fees and an expedition fee.

Please expedite the incorporation Property Owners of Riverwalk on the Apalachee, Inc. and return the stamped copy of the Articles of Incorporation to our firm in the enclosed envelope.

Best regards,

Very truly yours,

Allison M. Waldrip

Allison M. Waldrip
Paralegal

/amw
enclosures