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*3/17/03 12:43 PM*

*Forsyth, Bentley and Griffin*

**LAVENDER GLEN HOMEOWNERS ASSOCIATION, INC.**

**ARTICLES OF INCORPORATION**

**ARTICLE I**

The name of the Corporation is:

**LAVENDER GLEN HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE II**

The Corporation (hereinafter sometimes referred to as the "Association") is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

**ARTICLE III**

The initial registered office of the Corporation shall be at: 132 Jasmine Trail, Athens, Georgia 30606, in Athens-Clarke County. The initial registered agent of the Corporation at such address shall be: Nancy Courtenay.

**ARTICLE IV**

The name and address of the incorporator is: Michael J. McCleary, Post Office Box 1744, 440 College Avenue North, Suite 220, Athens, Georgia 30603-1744.

**ARTICLE V**

The mailing address of the initial principal office of the Corporation shall be Post Office Box 5070, Athens, Georgia 30604.

**ARTICLE VI**

The purpose for which the Association is organized is to provide for the acquisition, construction, management, maintenance and care of the property now or hereinafter contained within the common elements of the residential subdivision known as Lavender Glen, located in the 1347<sup>th</sup> G.M.D., Athens-Clarke County, Georgia, more particularly described on a plat entitled "Final Plat for Lavender Glen Section One", prepared by Landmark Engineering Corporation, J.R. Holland, Registered Surveyor, dated August 26, 1999, and recorded in Plat Book 35, page 162, in the Office of Clerk of Superior Court of Athens-Clarke County, Georgia.

The Association is not organized for, and shall not be operated for, pecuniary gain or profit. No part of the net earnings of the Association shall inure (other than by acquiring, constructing, or providing management, maintenance and care of the property contained within the Lavender Glen Subdivision, and other than by a rebate of common profits or excess assessments) to the benefit of any private individual.

#### **ARTICLE VII**

The Corporation shall have members.

#### **ARTICLE VIII**

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors of the Corporation and method of appointment and election shall be as set forth in the bylaws of the Corporation.

#### **ARTICLE IX**

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

Chris Schultheis	215 Jasmine Trail Athens, Georgia 30606
Kevin Gentry	301 Jasmine Trail Athens, Georgia 30606
Nancy Courtenay	132 Jasmine Trail Athens, Georgia 30606
Jessica Rakow	309 Jasmine Trail Athens, Georgia 30606
Lee Kurokawa	104 Silver Bell Trace Athens, Georgia 30606

#### **ARTICLE X**

A. Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by

the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitral, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Nonprofit Corporation Code, subject to the conditions prescribed under such statutory provisions.

B. In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

C. Nothing in this Article shall be construed as limiting the applicability and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

D. In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. Any expenses or other amounts that are paid by way of insurance, or by indemnification, reimbursement, or advances of funds other than by court order, action by shareholders, the Corporation shall provide notice of such payment to the shareholders in accordance with the applicable provisions of the laws of the State of Georgia.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation.

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Attorney for Incorporator