

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

CONTROL NUMBER: 0326095
EFFECTIVE DATE: 05/06/2003
JURISDICTION : GEORGIA
REFERENCE : 0070
PRINT DATE : 05/13/2003
FORM NUMBER : 311

LINDA B. CURRY
3500 LENOX ROAD, 4TH FLOOR
ATLANTA, GA 30326

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

WHITEHALL MILL CONDOMINIUM 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



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.sos.state.ga.us/corporations>

WARREN RARY
Director

QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #
DOCKET CODE	DATE FILED	AMOUNT RECEIVED
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE

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

1. 022970675 031330541

Corporate Name Reservation Number

WHITEHALL MILL CONDOMINIUM ASSOCIATION, INC.

Corporate Name

2. LINDA B. CURRY, ESQ.

404-926-4500

Applicant/Attorney

Telephone Number

3500 LENOX ROAD, 4TH FLOOR

Address

ATLANTA

GA

30326

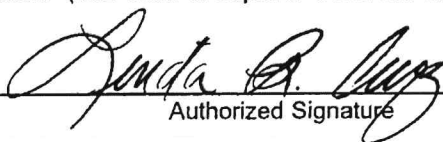
City

State

Zip Code

3. Mail or deliver to the Secretary of State, at the above address, the following:
- 1) This transmittal form
 - 2) Original and one copy of the Articles of Incorporation
 - 3) Filing fee of \$60.00 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. (The Clerk of Superior Court can advise you of the official organ in a particular county.)


Authorized Signature

5-5-2003
Date

Business entity information via the Internet: <http://www.sos.state.ga.us/corporations/>

FORM 227

ARTICLES OF INCORPORATION
OF
WHITEHALL MILL CONDOMINIUM ASSOCIATION, INC.

1. Name. The name of the Corporation is Whitehall Mill Condominium Association, Inc. ("Corporation" or "Association").

2. Duration. The Corporation shall have perpetual duration.

3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-1, *et seq.*

4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members.

a. In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Condominium for Whitehall Mill Condominium, as may hereinafter be amended, filed of record in the Office of the Clerk of the Superior Court of Athens-Clarke County, Georgia ("Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association ("Bylaws"), and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of units in the condominium development as described in the Declaration.

b. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors of the Association:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Georgia in effect from time to time; and

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, the Declaration, or the Georgia Condominium Act, including, without limitation, the following:

(a) to fix and to collect assessments or other charges to be levied against the units;

(b) to manage, control, operate, maintain, repair, and improve the common area and facilities, and property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration, or contract, has a right or duty to provide such services;

(c) to enforce covenants, conditions, and restrictions affecting any property to the extent the Association may be authorized to do;

(d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of units at the development;

(e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(f) to borrow money for any purpose as may be limited in the Declaration;

(g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(h) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(i) to adopt, alter, and amend or repeal such bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such bylaws may not be inconsistent with or contrary to any provisions of the Declaration or the Georgia Condominium Act, O.C.G.A. § 44-3-70, *et seq.*, or the Georgia Nonprofit Corporation Code;

(j) to participate in mergers and consolidations with other nonprofit corporations upon the affirmative vote of at least two-thirds (2/3) of the total eligible vote of the members; and

(k) to provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

5. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All unit owners, by virtue of their ownership of units in the Condominium, are members of the Association. The members shall be entitled to one (1) vote for each unit in which they hold the interest required for membership, in accordance with the Declaration.

6. Board of Directors. The affairs of the Corporation shall be governed by a Board of Directors, the number, qualification, and method of election of which shall be set in the Corporation's Bylaws. The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The initial Board of Directors of the Corporation shall have one (1) director, and the name and address of the person who is to serve as the initial director is as follows:

NAME

ADDRESS

W. Bruce Gallman

236 Forsyth Street, SW
Suite 104
Atlanta, GA 30303

7. Liability of Directors. To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, 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. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

8. Dissolution. The Association may be dissolved upon the affirmative vote or written consent of not less than two-thirds (2/3) of the votes of members other than the Declarant (as such term is defined in the Declaration), the consent of the Declarant (so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant). Upon dissolution of the Association, other than incident to a merger or consolidation, so long as the U.S. Department of Veterans Affairs ("VA") is guaranteeing and/or U.S. Department of Housing and Urban Development ("HUD") is insuring any mortgage in the development, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage in the Development; provided, however, HUD and/or VA must be notified of such dissolution.

9. Amendments. These Articles of Incorporation may be amended as provided by the Georgia Nonprofit Corporation Code pursuant to a resolution duly adopted by the Board of Directors and approved by the affirmative vote of the members of the Association entitled to cast at least two-thirds (2/3) of the votes which members present in person or by proxy cast at a meeting of the members of the Association or by members casting at least a total majority of the Association vote, whichever is less; provided that, no members shall be entitled to vote on any amendment to these Articles of Incorporation which is for the sole purpose of complying with the requirements of any governmental (including, without limitation, HUD or VA) or quasi-governmental entity authorized to fund, insure or guarantee mortgages on individual units in the Condominium, which amendment may be adopted by the Board of Directors acting alone.

10. Incorporator. The name and address of the incorporator is as follows:


Linda B. Curry, Esq.
Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326

11. Registered Agent and Office. The initial registered office of the Corporation is 236 Forsyth Street, SW, Suite 104, Atlanta, Georgia 30303, and the initial registered agent at such address is W. Bruce Gallman.

12. Initial Principal Office. The mailing address of the initial principal office of the Corporation is 236 Forsyth Street, SW, Suite 104, Atlanta, Georgia 30303.

13. VA/HUD Approval. As long as the Declarant (as such term is defined in the Declaration) has the right to appoint and remove the directors and officers of the Association as provided in the Bylaws, the following actions shall require the prior approval of the VA so long as the VA is guaranteeing any mortgage in the Condominium, and the HUD so long as HUD is insuring any mortgage in the Condominium; annexation of additional property to the Condominium, except for annexation by Declarant in accordance with Paragraph 25 of the Declaration pursuant to a plan of annexation previously approved by the VA and/or HUD, as applicable; mergers and consolidations; mortgaging of Common Elements (as such term is defined in the Declaration); dedication of Common Elements to any public entity; dissolution; and amendment of these Articles of Incorporation.

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


Linda B. Curry, Esq., Incorporator

Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
Lenox Road
Atlanta, Georgia 30326

SECRETARY OF STATE
MAY -6 A 10:24
CORPORATIONS DIVISION