

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT NAME CHANGE

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

THE MEWS AT WOODMONT NEIGHBORHOOD ASSOCIATION, INC.

a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on **07/27/2007** changing its name to

CADENCE NEIGHBORHOOD ASSOCIATION, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on July 27, 2007



A handwritten signature in black ink that reads "Karen C Handel". The signature is fluid and cursive.

Karen C Handel
Secretary of State

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF THE MEWS AT WOODMONT NEIGHBORHOOD ASSOCIATION, INC.**

I.

The name of the corporation is "The Mews at Woodmont Neighborhood Association, Inc."

II.

Article 1 of the Articles of Incorporation of The Mews at Woodmont Neighborhood Association, Inc. is amended to read as follows:

The name of the corporation is "Cadence Neighborhood Association, Inc."


III.

All other provisions of such Articles of Incorporation shall remain in full force and effect.

This amendment was duly approved on July 10, 2007, by the Board of Directors in accordance with the provisions of O.C.G.A. Section 14-3-1002. Member approval was not required.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 11th day of July, 2007.

THE MEWS AT WOODMONT
NEIGHBORHOOD ASSOCIATION, INC.

By: 
Dan Fields
Vice President

Attest: 
Richard A. Bacon
President

State of Georgia
Name Change 2 Page(s)



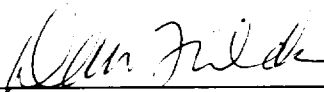
T0720813015

2007 JUL 27 AM 10:06
SECRETARY OF STATE
CORPORATIONS DIVISION

**CERTIFICATE REGARDING REQUEST FOR PUBLICATION OF
NOTICE OF CHANGE OF CORPORATE NAME**

The undersigned, Dan Fields, Vice President of The Mews at Woodmont Neighborhood Association, Inc. (the "Corporation"), a Georgia corporation, does hereby verify that a request for publication of a notice of intent to file articles of amendment to change the name of the Corporation to Cadence Neighborhood Association, Inc. and payment therefor has been made, as required by O.C.G.A. Section 14-3-1005.1. The request for publication of such notice was mailed or delivered to the Clayton News Daily on the 26th day of July, 2007.

IN WITNESS WHEREOF, the undersigned does hereby set his hand and seal this 11th day of July, 2007.



Dan Fields, Vice President [SEAL]

CORPORATIONS DIVISION
SECRETARY OF STATE

2007 JUL 27 AM 10:06

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

THE MEWS AT WOODMONT NEIGHBORHOOD ASSOCIATION, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **06/26/2007** 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 of the City of Atlanta
and the State of Georgia on June 26, 2007



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel
Secretary of State

ARTICLES OF INCORPORATION

OF

THE MEWS AT WOODMONT NEIGHBORHOOD ASSOCIATION INC.

Article 1. Name. The name of the corporation is The Mews at Woodmont Neighborhood Association Inc. ("Association").

Article 2. Principal Office. The initial principal office of the Association is 1950 Sullivan Road, Atlanta, Georgia 30337.

Article 3. Duration. The Association shall have perpetual duration.

Article 4. Applicable Statute. The Association is organized pursuant to the provisions of the Georgia Nonprofit Corporation Act.

Article 5. Purposes and Powers. The Association does not contemplate pecuniary gain or profit, 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 Protective Covenants and Easements for The Mews at Woodmont (hereinafter, the "Declaration"), which will be recorded in the Cherokee County, Georgia records, to perform all obligations and duties of such association, and to exercise all rights and powers of such association, as specified therein, in the Bylaws of The Mews at Woodmont Neighborhood Association, Inc. ("Bylaws"), and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration (such property is hereinafter referred to as the "Development").

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by its board of directors:

(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;

(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 of Incorporation, the Bylaws, or the Declaration, including, without limitation, the following:



- (1) to fix and to collect assessments or other charges to be levied;
- (2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, declaration, or contract has a right or duty to provide such services;
- (3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
- (4) to engage in activities which will actively foster, promote, and advance the common interests of all owners within the Development;
- (5) 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 Association;
- (6) to borrow money for any purpose;
- (7) 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;
- (8) 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;
- (9) 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; and
- (10) 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 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 5.

Article 6. Membership. The Association shall be a membership corporation without certificates or shares of stock. Each Person who is the Owner of a Lot (as such

capitalized terms are defined in the Declaration) subject to the Declaration is a member and shall be entitled to vote as set forth herein and in the Declaration and the Bylaws.

Article 7. Board of Directors. The business and affairs of the Association shall be governed by a board of directors, the number, qualification and method of election of which shall be as set forth in the Bylaws.

Article 8. Liability of Directors. To the fullest extent that the Georgia Nonprofit Corporation Act, 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 Association shall be personally liable to the Association 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 Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 9. Dissolution. The Association may be dissolved only upon a resolution duly adopted by its board of directors, the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Lots (other than the Declarant), and the consent of the Declarant, so long as the Declarant owns any property subject to the Declaration or has the right to unilaterally annex additional property to the Development. Upon dissolution of the Association, any remaining real property 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 acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Article 10. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by its board of directors, the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Lots (other than the Declarant), and the consent of the Declarant, so long as the Declarant owns any property subject to the Declaration or has the right to unilaterally annex additional property to the Development.

Article 11. Amendments. These Articles of Incorporation may be amended only upon a resolution duly adopted by the board of directors of the Association, the affirmative vote of at least two-thirds (2/3) of the total eligible votes of the members, and 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; provided, however, no members shall be entitled to vote on any amendment to these Articles of Incorporation made for the sole purpose of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Lots, as such requirements may exist from time to time, which amendments may be adopted by the board of directors of the Association.

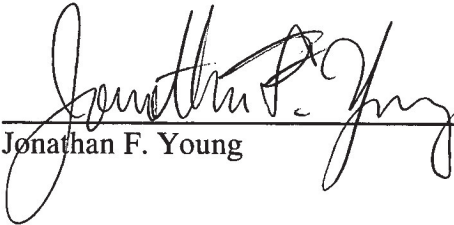
Article 12. Incorporator. The name and address of the incorporator is as follows:

Jonathan F. Young, Esq.
1950 Sullivan Road
Atlanta, GA 30337

Article 13. Registered Agent and Office. The initial registered office of the Association is in Clayton County at 1950 Sullivan Road, Atlanta, Georgia 30337, and the initial registered agent at such address is Richard Bacon.

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

1950 Sullivan Road
Atlanta, GA 30337
(770) 703-2286


Jonathan F. Young

s:\legal\anx\themewsatwoodmont.art

SECRETARY OF STATE
CORPORATIONS DIVISION
2007 MAY 26 PM 1:51



**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>

KAREN HANDEL
Secretary of State

**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: paula.lansford@jwhomes.com

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

1. 2007060716
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

THE MEWS AT WOODMONT NEIGHBORHOOD ASSOCIATION, INC.
Corporate Name (List exactly as it appears in articles)

2. JONATHAN F. YOUNG
Name of person filing articles (certificate will be mailed to this person, at address below) Telephone Number

1950 SULLIVAN ROAD
Address

ATLANTA City GA. State 30337 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.)

Jonathan F. Young
Authorized signature of person filing documents

6-22-2007
Date

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