

HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC.

74-3473

May 1st, 1974 Whitfield County

Macro Properties Corp.

Non Profit

8/18/73

DUPLICATE



I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC."

was on the **1st** day of **May**, **1974**,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Whitfield County for a period of **Perpetual** years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this **6th** day of **May** in the year
of our Lord One Thousand Nine Hundred and Seventy
Four and of the Independence of the United States
of America the One Hundred and **Ninety-Eighth**.

Ben M. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION
OF
HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC.

ARTICLE I

The name of the corporation (hereinafter called the "Association") is "HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC."

ARTICLE II

The corporation has perpetual duration.

ARTICLE III

This Association is organized pursuant to the Georgia Non-Profit Corporation Code.

ARTICLE IV

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purpose for which it is formed is:

To own and maintain for recreational purposes such lands as may be hereafter conveyed to it, which lands shall be held by it as "Common Property" as said "Common Property" is defined in a Declaration of Covenants, Conditions and Restrictions declared by Macro Properties Corp. of even date herewith, which Declaration of Covenants, Conditions and Restrictions are hereinafter called "Declaration" and which are applicable to lands lying and being in Land Lots 190 and

191 of the 11th District and 3rd Section of Whitfield County, Georgia, known as Highland Forest Country Estates, Phase I, as per plat recorded in Plat Book 9, page 90-91, Clerk's Office, Whitfield Superior Court, and to such other lands as may from time to time also be subjected thereto as provided in Article IX thereof, said Declaration having been placed of record in the Office of the Clerk of the Superior Court of Whitfield County, Georgia.

In furtherance of said purposes, and in addition to the powers granted to Non-Profit Corporations by the Georgia Non-Profit Corporation Code, this Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration;

(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 to 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 only with the assent (by vote

or written consent) of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Property 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, in the event there be more than one class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Property, provided that any merger, consolidation or such annexation shall have the assent by vote of two-thirds (2/3) of each class of members, or by the written consent of all of the members;

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

ARTICLE V

The affairs of the Association shall be managed by a Board of Directors and the By-Laws of the Association shall

govern the number and method of election thereof.

ARTICLE VI

The initial registered office of the Association shall be at P. O. Box 58, Cohutta, Georgia, 30710. The initial registered agent of the Association at such address shall be Stanley E. Maples.

ARTICLE VII

The initial Board of Directors shall consist of five (5) members who shall be:

Stanley E. Maples
P. O. Box 58
Cohutta, Georgia 30710

Roy E. Maples
P. O. Box 58
Cohutta, Georgia 30710

Ray Knittel
P. O. Box 58
Cohutta, Georgia 30710

Carl P. Rollins
P. O. Box 1105
Dalton, Georgia 30720

Joseph T. Tuggle, Jr.
P. O. Box 1105
Dalton, Georgia 30720

ARTICLE VIII

The name and address of the incorporator is:

MACRO PROPERTIES CORP.
P. O. Box 58
Cohutta, Georgia 30710

ARTICLE IX

All matters pertaining to identification and qualification of members, classes of members and their respective voting rights, manner of termination of membership, transferability or non-transferability of membership shall be provided for and governed by the aforesaid Declaration and the By-laws of Association; and in the event of any conflict between the provisions of the Declaration and the By-Laws, the Declaration shall control.

ARTICLE X

Upon termination or dissolution of the Association, the assets shall be distributed in accordance with Section 22-3102 of the Georgia Non-Profit Corporation Code, and any remaining assets shall be distributed to one or more corporations, trusts, societies or organizations engaged in activities substantially similar to those of this Association.

ARTICLE XI


Amendment of these Articles shall require the assent (by vote or written consent) of members representing seventy-five percent (75%) or more of the voting power.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Georgia, the undersigned, being the incorporator of this Association, has

executed these Articles of Incorporation, this the 30th day
of April, 1974.

MACRO PROPERTIES CORP.

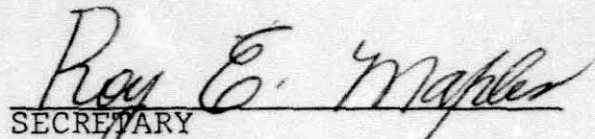
By:



PRESIDENT

ATTEST:

INCORPORATOR



SECRETARY

IN THE SUPERIOR COURT FOR THE COUNTY OF
WHITFIELD, STATE OF GEORGIA

The petition of MACRO PROPERTIES CORP., a corporation existing under the laws of the State of Georgia, and having its offices and principal place of business in Whitfield County, Georgia, petitioner, shows the Court as follows:

1.

The Articles of Incorporation of "HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC." executed by the incorporator are attached hereto.

2.

The certificate of the Secretary of State that the name "HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC." is available is attached hereto.

WHEREFORE, petitioner prays that HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC. be incorporated.

McCAMY, MINOR, PHILLIPS & TUGGLE

By:


ATTORNEYS FOR PETITIONER

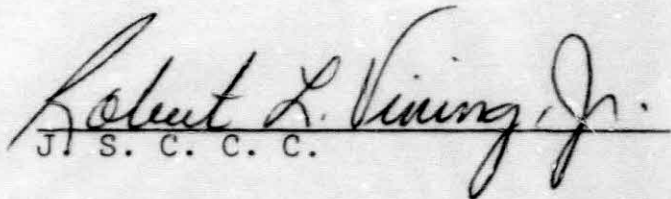
P. O. Box 1105
Dalton, Georgia 30720
(404) 278-4499

O R D E R

The Articles of Incorporation of HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC., and the certificate of the Secretary of State of Georgia that the name "HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC." is available having been examined and found lawful;

IT IS HEREBY ORDERED that HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC be, and it hereby is, incorporated under the laws of the State of Georgia.

This 30TH day of April, 1974.


J. S. C. C. C.

NEWSPAPER ADVERTISEMENT

On application of MACRO PROPERTIES CORP., P. O. Box 58, Cohutta, Georgia 30710, Articles of Incorporation have been granted to HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC. by the Honorable Robert L. Vining, Jr., Judge, of the Superior Court of Whitfield County, Georgia, in accordance with the applicable provisions of the Georgia Non-Profit Corporation Code. The registered office of the corporation is located at P. O. Box 58, Cohutta, Georgia, 30710, and its registered agent at such address is Stanley E. Maples. The purpose of the corporation is: To own and maintain for recreational purposes such lands as may be hereafter conveyed to it, which lands shall be held by it as "Common Property" as said "Common Property" is defined in a Declaration of Covenants, Conditions and Restrictions declared by Macro Properties Corp. of even date herewith, which Declaration of Covenants, Conditions and Restrictions are hereinafter called "Declaration" and which are applicable to lands lying and being in Land Lots 190 and 191 of the 11th District and 3rd Section of Whitfield County, Georgia, known as Highland Forest Country Estates, Phase I, as per plat recorded in Plat Book 9, page 90-91, Clerk's Office, Whitfield Superior Court, and to such other lands as may from time to time also be subjected thereto as provided in Article IX thereof, said Declaration having been placed of record in the Office of the Clerk of the Superior Court of Whitfield County, Georgia.

MCCAMY, MINOR, PHILLIPS & TUGGLE

By:


ATTORNEYS FOR PETITION

P. O. Box 1105
Dalton, Georgia 30720
(404) 278-4499


PUBLISHER'S AFFIDAVIT

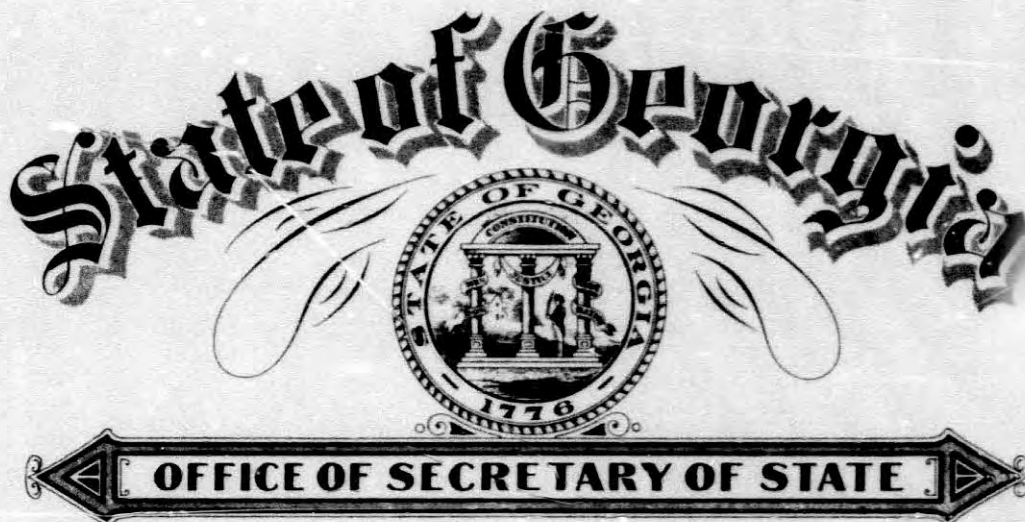
STATE OF GEORGIA,
COUNTY OF WHITFIELD .

Personally appeared before the undersigned attesting officer, MARK PACE, who, first being duly sworn, deposes and says on oath that he is Editor of The Daily Citizen-News, a newspaper having general circulation and its principal place of business in Dalton, Whitfield County, Georgia, and that he is one of its authorized agents; that there has been deposited with said newspaper a sufficient amount of money to cover the cost of publishing four (4) insertions of the foregoing application of the applicant to be incorporated as a Non-Profit Corporation under the name and style of "HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC." in said newspaper once a week for four (4) weeks, together with the Order of the Judge and the Certificate of the Clerk of the Superior Court of Whitfield County, Georgia.


MARK PACE

Sworn to, and subscribed before me,
this 30th day of April, 1974.


NOTARY PUBLIC
Notary Public, Georgia State at Large
My Commission Expires, Nov. 1, 1974



I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC.

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 29th day of April, in the year of our Lord One Thousand Nine Hundred and Seventy four and of the Independence of the United States of America the One Hundred and Ninety-eighth

Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

GEORGIA, WHITFIELD COUNTY:

I, DUAL BROADRICK, Clerk of the Superior Court of said County, do hereby certify that the foregoing is a true and correct copy of the Articles of Incorporation of HIGHLAND FOREST LANDOWNERS ASSOCIATION, INC., and the petition for incorporation thereof, and the Order of the Judge thereon, as the same appear on file in this office.

I further certify that the Incorporator has submitted and there is filed in this office an affidavit signed by the duly authorized agent of the Daily Citizen-News, the official organ of said County, showing that publication of Notice of Incorporation, as provided by the Georgia Business Corporation Code, Section 22-803, Georgia Code Annotated, has been fully made and the costs thereof have been fully paid.

I further certify that all costs owing to me for the filing of said Articles of Incorporation, petition and the Order have been fully paid and receipt thereof has been given.

This 1 day of May, 1974.

Dual Broadrick
DUAL BROADRICK, Clerk, Whitfield
Superior Court

FILED IN OFFICE
WHITFIELD SUP. CRT.

MAY 1 1974
Dual Broadrick
DUAL BROADRICK C. S. C.