

ARTICLES OF INCORPORATION
OF
CONYERS CALLAWAY CROSSINGS HOMEOWNERS ASSOCIATION, INC.

1.

The name of the corporation is Conyers Callaway Crossings Homeowners Association, Inc.

2.

The corporation is organized pursuant to the provisions of the Georgia Non-Profit Corporation Code.

3.

The corporation has perpetual duration.

4.

The corporation is a corporation not for profit and is organized for the following purposes:

A. To buy, sell, lease, mortgage or otherwise encumber, hold or dispose of both real and personal property of the corporation; to issue bonds and to incur bonded indebtedness; and for such purpose to adopt and establish bylaws, rules and regulations in accordance with the law and not inconsistent with this article of incorporation.

B. To acquire and administer funds and property which shall be devoted exclusively to the purposes stated herein.

C. The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall issue to the benefit of any director or other private individual. The corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except

in the furtherance of the purpose stated above for which the corporation is organized. The corporation shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

D. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

E. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

F. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusive public purposes.

G. To promote the recreation, health, safety, welfare, common benefit and enjoyment of the Owners of Units of Conyers Callaway Crossings Townhomes (the "Townhomes"), being located in Land Lots 302, 303, 317 and 318 of the 16th District of Rockdale County, Georgia, as more fully set forth in that certain Declaration re Conyers Callaway Crossings Townhomes and Conyers Callaway Crossings Homeowners Association, Inc. and any amendments thereto (the "Declaration of Covenants"). Contemporaneously with the incorporation of this corporation, said

Declaration of Covenants is being filed in the office of the Clerk of the Superior Court of Rockdale County, Georgia, to be recorded in the records of said Court.

When used in these Articles of Incorporation, words such as, for example, "Declarant", "Residential Unit" and "Owner" shall have the meaning as set forth in said Declaration of Covenants, unless the context shall otherwise require.

Insofar as permitted by law, this corporation shall have the power to do anything that, in the opinion of the Board of Directors of this corporation, will promote, directly or indirectly, the recreation, health, safety, welfare, common benefit and enjoyment of the Owners and occupants of Units in the Townhomes, including, but not limited to, the power (i) to purchase, accept by gift, lease, hold, sell, mortgage, convey or otherwise acquire or dispose of any real and personal property necessary or proper for the carrying out of the purposes of this corporation; (ii) to own, acquire, construct, equip, operate and maintain amenities, services and facilities incident to the purposes of this corporation; (iii) to fix, levy and collect assessments as provided in said Declaration of Covenants; and (iv) in general, to exercise all the rights, powers, privileges and immunities as are provided and allowed for similar corporations under the laws of Georgia, including, but not limited to, the Georgia Nonprofit Corporation Code, subject, however, to any limitations set forth in said Declaration of Covenants.

6.

The membership of this corporation shall be comprised of the Owners of Residential Units in the Townhomes as set forth in said Declaration of Covenants. Voting by the members of this corporation shall be as set forth in and subject to the provisions of said Declaration of Covenants.

7.

Directors shall be elected and serve as provided in the By-Laws of this corporation. Declarant shall have the power and authority to appoint and remove all of the Directors of this corporation during the period set forth in said Declaration of Covenants. The number of Directors constituting the initial Board of Directors shall be two, and the names and addresses of each such Directors are:

Patricia L. Collier
110 Eagle Springs Drive
Suite A
Stockbridge, GA 30281

Mike L. Collier
110 Eagle Springs Drive
Suite A
Stockbridge, GA 30281

8.

The initial registered office of the corporation is 110 Eagle Springs Drive, Suite A, Stockbridge, GA 30281.

The initial registered agent of the corporation is Michael A. Collier.

9.

These Articles of Incorporation may be amended from time to time in the same manner as is provided in said Declaration of Covenants with respect to amendments to said Declaration of Covenants.

10.

The name and address of the incorporator is as follows:

Michael A. Collier
110 Eagle Springs Drive
Suite A
Stockbridge, GA 30281

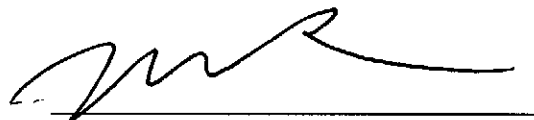
11.

The corporation will have members, whose qualifications will be set by the bylaws of the corporation.

12.

The mailing address of the principal business address of the corporation is 110 Eagle Springs Drive, Suite A, Stockbridge, Georgia 30281

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

A handwritten signature in black ink, appearing to read 'Michael A. Collier', is written over a horizontal line.

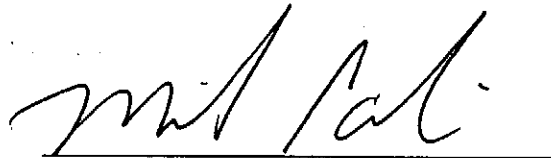
Michael A. Collier, Incorporator

110 Eagle Springs Drive
Suite A
Stockbridge, GA 30281

CONSENT TO APPOINTMENT AS REGISTERED AGENT

FOR CONYERS CALLAWAY CROSSINGS HOMEOWNERS ASSOCIATION, INC.

I, MICHAEL A. COLLIER, 110 Eagle Springs Drive, Suite A, Stockbridge, Henry County, Georgia 30281, accept appointment as registered agent, and state that I am familiar with the duties as agent.



MICHAEL A. COLLIER

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

CONTROL NUMBER: 0209157
EFFECTIVE DATE: 02/21/2002
JURISDICTION : GEORGIA
REFERENCE : 0048
PRINT DATE : 02/21/2002
FORM NUMBER : 311

SMITH, WELCH & BRITTAIN
HEATHER ISON, ATTORNEY
110 EAGLE SPRINGS DRIVE, SUITE A
STOCKBRIDGE, GA 30281

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

CONYERS CALLAWAY CROSSINGS HOMEOWNERS 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.



Cathy Cox

Cathy Cox
Secretary of State