

ARTICLES OF INCORPORATION
OF
RIVER NORTH ASSOCIATION, INC.

ARTICLE I

Name

The name of the corporation is:

"RIVER NORTH ASSOCIATION, INC."

ARTICLE II

Organization

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE III

Period of Duration

The corporation shall have perpetual duration.

ARTICLE IV

Purposes and Powers

The general purposes for which the corporation is organized are as follows:

- (1) To promote pleasure, social recreation and sports activities for its members, their families and guests and to develop and maintain a recreationally oriented environment for

27
Turnover
of Riverport Htl.

P. 8
one lot
one vote

and the health, safety and welfare of the residents of certain property (hereinafter referred to as the "Primary Property") in Jones County, Georgia that is expressly described in the Declaration of Reservations, Conditions and Restrictive Covenants of River North (hereinafter referred to as the "Declaration"), as recorded in Deed Book 123 at page 45, in Deed Book 126 at page 311, and in Deed Book 143 at page 273, Office of the Clerk of the Superior Court of Jones County, Georgia, which Primary Property is made subject to the jurisdiction of the corporation by the terms of the Declaration;

(2) To provide a means whereby the streets and such other facilities serving the Primary Property as may be conveyed to the corporation or established by it are to be operated, maintained, repaired or replaced; and,

(3) To provide a means for the promulgation and enforcement of all regulations necessary to the governing of the use and enjoyment of such streets and other facilities.

In order to carry out the purposes of the corporation, as set forth above, the corporation may own, acquire, build, operate and maintain open spaces, utility installations, playgrounds, common grounds, streets, rights of way and footways, including buildings, structures, and personal

properties incident thereto, which property is hereinafter referred to as the "Common Areas"; maintain unkept lands or trees; supplement municipal services; fix assessments to be levied against the members of the corporation; and enforce any and all covenants, liens, easements, restrictions and agreements applicable to the Primary Property and the Common Areas; pay taxes, if any, on the Common Areas; exercise all powers and rights of the homeowners' association provided for in the Declaration relating to the Primary Property; and, insofar as permitted by law, do all other things that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Primary Property. Without limiting the foregoing, the corporation shall accept title to the water and sewer systems serving the Primary Property if and when title is proffered by the owner or owners thereof.

The corporation is not organized for, and shall not be operated for, pecuniary gain or profit, and no part of the net earnings of the corporation shall inure to the benefit of any member, director, officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). 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 the property or any part of the income therefrom be devoted to such purposes.

The only property made subject to the powers of the corporation is the Primary Property, and no other property whatsoever is included, regardless of whether such other property is owned by the present owner and developer of the Primary Property or by others. The Board of Directors of the corporation may from time to time authorize and direct (i) the inclusion of other property, served by the Common Areas, within the scope of the powers of the corporation and grant to residents therein such voting rights as the Board may deem appropriate, and (ii) the cooperation of the corporation with other homeowners' associations, created for the benefit and protection of other property served by the Common Areas, in the maintenance, operation, and expansion of the Common Areas; and the other property to which reference is made in clauses (i) and (ii) above need not be subject to the Declaration and shall not be deemed to be subject to the Declaration because of its inclusion within the scope of the powers of the corporation. The corporation will hold title to all portions of the Common Areas to which it may acquire title on behalf of its members

and on behalf of the members of any other homeowners' associations with whom the corporation is cooperating pursuant to clause (ii) above.

ARTICLE V

Membership

(1) Every person or entity who holds or acquires title (legal or equitable) to any residential lot or undeveloped acreage in the Primary Property shall be a member of the corporation, except that only one of any number of co-owners of a lot or parcel of undeveloped acreage shall be a member, all other co-owners may be associate members should the Board of Directors establish such associate memberships. The foregoing provision requiring that owners of a residential lot or undeveloped acreage within the Primary Property be members of the corporation is not intended to apply to those persons who hold an interest in such real estate merely as security for the performance of an obligation to pay money, for example, mortgagees and land contract vendors. However, if such person should realize upon his security and become the real owner of a residential lot within the Primary Property or undeveloped acreage within the Primary Property, he will then be subject to all the requirements and limitations imposed upon owners of

residential lots within the Primary Property, owners of undeveloped acreage within the Primary Property, and members of the corporation, including those provisions with respect to the payment of an annual charge. Membership in the corporation shall be appurtenant to ownership of a residential lot or undeveloped acreage in the Primary Property. The transfer of ownership of the fee or undivided fee interest in such lot or undeveloped acreage shall automatically transfer membership in the corporation, and in no event shall such membership be severed from the ownership of such fee or undivided fee interest.

(2) In addition to the foregoing, the Board of Directors of the corporation may establish associate memberships in the corporation, for persons who may from time to time be tenants or regular occupants of dwellings within the Primary Property and who are not otherwise entitled to the benefits of membership by virtue of being owners or co-owners of residential lots within the Primary Property. Such associate memberships shall cease automatically upon the termination of such tenancy or occupancy. Associate members shall have none of the rights of members to vote at meetings of the corporation.

ARTICLE VI

Classes of Membership; Voting Rights

The corporation shall have two classes of membership entitled to vote: Class A and Class B.

Class A members shall be all of those persons or entities holding an interest required for membership as specified in Article V(1) hereof, except for those persons (or other entities) who are Class B members.

Riverpart, Ltd., a Georgia limited partnership having as its sole general partner River North Development Corp., a Georgia corporation, and the Successor Developer(s) of Riverpart, Ltd., if any, shall be the sole Class B members. A "Successor Developer" shall be (i) any person or other entity designated in writing as the Successor Developer by Riverpart, Ltd. (or by a previous Successor Developer), and (ii) any lender who acquires title to any portion of the Primary Property directly from Riverpart, Ltd. or from a Successor Developer by foreclosure, deed under power of sale, or voluntary conveyance. Each Successor Developer shall assume all of the duties and responsibilities of a Class B member under these Articles of Incorporation and the Bylaws in regard to the property so assigned. The Class B membership shall terminate and cease to exist at such time as Riverpart, Ltd. or

the Successor Developer, as the case may be, may designate by notice in writing delivered to the corporation, at which time the Class B member or members shall be and become a Class A member or Class A members insofar as it or they may then or thereafter hold an interest required for membership by Article V hereof. Upon such occurrence, the corporation shall accept a conveyance from Riverpart, Ltd. or the Successor Developer, as the case may be, of the Common Areas as provided in the Declaration.

The corporation may not impose any charges or assessments whatsoever against Class B members.

When entitled to vote, Class A members shall be entitled to cast one vote for each residential lot in which they hold an interest required for membership by Article V hereof.

Until such time as the Class B membership terminates as provided for herein, the Class B membership shall be vested with the sole voting rights of the corporation. Class B members shall be entitled to one (1) vote for each residential lot in which they hold any interest required for membership by Article V hereof and two (2) votes for each undeveloped acre, if any, in which they hold an interest and which is now part of the Primary Property or may later be included within the scope of the powers of the corporation.

The provisions of this Article VI shall be subject to amendment only upon the unanimous vote of the Class B (for so long as such class shall exist) members of the corporation and at such time as the Class A members shall be entitled to vote, upon a vote approving amendment by two-thirds (2/3) of the Class A members at a meeting duly called and held.

ARTICLE VII

Initial Directors

The initial Board of Directors of the corporation shall number three (3) and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ruben Ramirez	3333 Golfing Green Drive Dallas, Texas 75234
Murry E. Page	2925 LBJ Freeway Suite 275 Dallas, Texas 75234
L. H. Robertson, Jr.	One River North Boulevard Macon, Georgia 31201

ARTICLE VIII

Election of Directors

The directors of the corporation shall be elected at the times and in the manner provided for in the Bylaws.

ARTICLE IX

Limitations on Corporate Powers

The corporation may not transfer all or any part of the Common Areas, nor mortgage nor otherwise burden or encumber any part thereof, except upon the unanimous affirmative vote of the Board of Directors.

ARTICLE X

Disposition of Assets Upon Dissolution

No member, director, or officer in the corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the assets of the corporation shall be granted, conveyed and assigned to any one or more nonprofit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such grant, conveyance and assignment is refused, such assets shall be dedicated to, or distributed among, an appropriate public agency or agencies, utility or utilities, or any one or more of them, to be devoted to purposes as nearly as practicable the same as those to which they were required to be

devoted by the corporation. No disposition of the corporation's assets shall divest or diminish any vested right or title of any member under the Declaration.

ARTICLE XI

Registered Office and Agent

The address of the initial registered office of the corporation shall be One River North Boulevard, Macon, Georgia 31201.

JONES

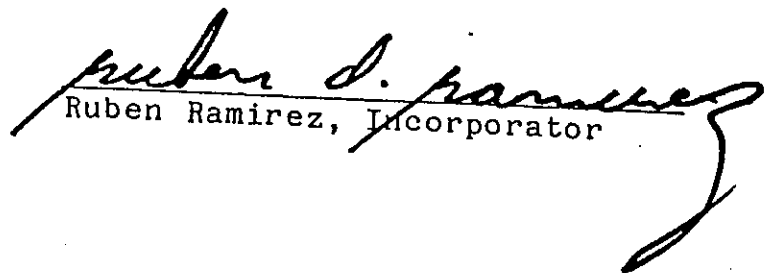
The initial registered agent of the corporation at such address shall be L. H. Robertson, Jr.

ARTICLE XII

Incorporator

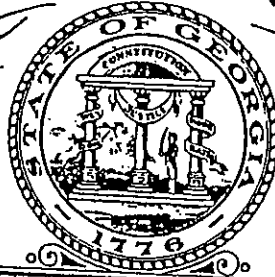
The name and address of the Incorporator is Ruben Ramirez, 3333 Golfing Green Drive, Dallas, Texas 75234.

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


Ruben Ramirez, Incorporator

RECEIVED
MAY 11 1968
SECRETARY

State of Georgia



OFFICE OF SECRETARY OF STATE

J. 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

"RIVER NORTH 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 my office, at the Capitol, in the City of Atlanta, this 25th day of May, in the year of our Lord One Thousand Nine Hundred and Seventy Eight and of the Independence of the United States of America the Two-Hundred and Two.

Ben W. Fortson Jr.
Secretary of State, Ex-Officio Corporation