

ARTICLES OF INCORPORATION

OF

MONTVALE HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1. NAME. The name of the Corporation is MONTVALE HOMEOWNERS ASSOCIATION, INC. ("Corporation" or "Association").

ARTICLE 2. DURATION. The Corporation shall have perpetual duration.

ARTICLE 3. APPLICABLE STATUTES. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE 4. PURPOSE AND POWERS. The Corporation 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 Amended and Restated Declaration of Protective Covenants for Evonvale and Montgrove (hereinafter the "Declaration"), establishing a plan of development recorded or to be recorded in the Office of the Clerk of the Superior Court of Forsyth County, Georgia, 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 Montvale Homeowners 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 "Community").

(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.

(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, 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 Corporation 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 Corporation 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 Community;

(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 Corporation;

(6) To borrow money for any purpose as may be limited in the Bylaws;

(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 Corporation, 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 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.

ARTICLE 5. MEMBERSHIP. The Corporation shall be a membership corporation without certificates or shares of stock. Each Person who is the record owner of a Lot (as such terms are defined in the Declaration), subject to the Declaration is a member and shall be entitled to vote as set forth in the Declaration.

ARTICLE 6. BOARD OF DIRECTORS. The business and affairs of the Corporation shall be conducted, managed, and controlled by a board of directors. The board shall consist of six (6) members, with three (3) members from Evonvale and three (3) members from Montgrove. The initial Board shall consist of six (6) members. The names and addresses of the initial board of directors along with their neighborhood affiliation, are as follows:

Kaelaine Minton	(Evonvale)
Deborah Boatright	(Evonvale)
Holly Cohen	(Evonvale)
Tommy Adams	(Montgrove)
Tim Smith	(Montgrove)
Vince Matthews	(Montgrove)

The method of election, 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.

ARTICLE 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.

02/20/02

ARTICLE 8. DISSOLUTION. The Corporation may be dissolved only as provided in the Declaration, Bylaws and by the laws of the State of Georgia.

ARTICLE 9. AMENDMENTS. These Articles may be amended only upon the affirmative vote of at least two-thirds (2/3) of the total vote of the Association, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

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

Stephen A. Winter, Esq.
Weinstock & Scavo, P.C.
3405 Piedmont Road, N.E., Suite 300
Atlanta, Georgia 30305

ARTICLE 11. REGISTERED AGENT AND OFFICE. The initial registered office of the Corporation is Weinstock & Scavo, P.C., 3405 Piedmont Road, N.E., Suite 300, Atlanta, Georgia 30305, and the initial registered agent at such address is Stephen A. Winter, Esq.

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



Stephen A. Winter, Esq., Incorporator

Weinstock & Scavo, P.C.
3405 Piedmont Road N.E., Suite 300
Atlanta, Georgia 30305

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02/20/02

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

CONTROL NUMBER: 0215161
EFFECTIVE DATE: 03/26/2002
JURISDICTION : GEORGIA
REFERENCE : 0057
PRINT DATE : 03/27/2002
FORM NUMBER : 311

WEINSTOCK & SCAVO
CATHLEEN ROBSON SMITH
3405 PIEDMONT RD..NE#300
ATLANTA, GA 30305

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

MONTVALE 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.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State