

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, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

LAKE SHORE HOMEOWNERS ASSOCIATION OF PORT WENTWORTH, INC.

a Domestic Non-Profit Corporation

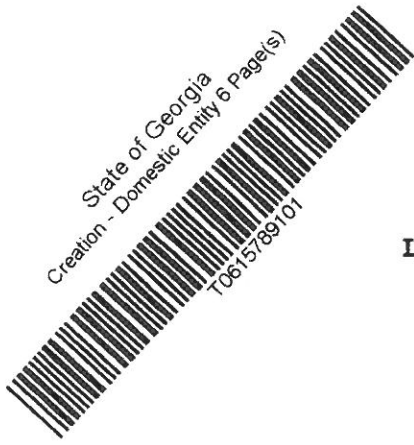
has been duly incorporated under the laws of the State of Georgia on **06/05/2006** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on June 5, 2006



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

Cathy Cox
Secretary of State



ARTICLES OF INCORPORATION

OF

LAKE SHORE HOMEOWNERS ASSOCIATION
OF PORT WENTWORTH, INC.

I.

The name of the corporation is "LAKE SHORE HOMEOWNERS ASSOCIATION OF PORT WENTWORTH, INC." (the "Corporation").

II.

The initial registered office of the Corporation shall be located at 2680 Quacco Road, Pooler, Chatham County, Georgia 31322. The initial registered agent of the Corporation at such address is Fred L. Williams, Jr.

III.

The name and address of the incorporator is: Mark W. Nickerson, Esq., 100 Commercial Court, Suite A, Savannah, Georgia 31406.

IV.

The Corporation will have members. Every person or entity who is a record owner of a fee or undivided interest in any dwelling which is subject by covenants of record to assessment by the Corporation shall be a member of the Corporation, except that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

V.

The mailing address of the initial principal office of the Corporation is 2680 Quacco Road, Pooler, Georgia 31322.

VI.

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

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OFFICE OF THE SECRETARY OF STATE
CORPORATION DIVISION

shall be organized and operated solely to provide for the acquisition, construction, management, maintenance and care of association property.

VII.

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the assets of the Corporation and no part of its net earnings shall inure to the benefit of, or be distributable to, its directors, officers, employees or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof.

VIII.

The Corporation shall have perpetual duration.

IX.

The affairs of the Corporation shall be managed by a Board of Directors, who need not be members of the Corporation. The number and method of election of directors shall be as provided in the bylaws of the Corporation, as the same may be amended from time to time.

X.

Upon the dissolution of the Corporation and after all debts have been satisfied or provided for, the remaining assets of the Corporation, shall be dedicated to an appropriate public agency and/or utility to be devoted to purposes as nearly as practicable the same as those to which they are required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to that which they were required to be devoted by the Corporation. No such disposition of the properties of the Corporation shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with the provisions of such covenants and deeds.

XI.

- (a) To the fullest extent permitted by the Georgia Nonprofit Corporation Code as the same exists or may hereafter be amended, a director of the Corporation shall have no personal liability to the Corporation or its members for monetary damages for breach of his/her duty of care or other duty as a director, provided that this provision shall not eliminate a director's personal liability:
- (i) for any appropriation, in violation of his/her duties, of any business opportunity of the Corporation;
 - (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
 - (iii) for the types of liability set forth in Sections 14-3-860 et seq of the Georgia Nonprofit Corporation Code; or
 - (iv) for any transaction from which the director derived an improper personal benefit.
- (b) This provision shall not eliminate the liability of a director for any act or omission occurring prior to the date when these Articles of Incorporation become effective. Any repeal, amendment or modification of the foregoing paragraph of this provision by the members of the Corporation shall not adversely affect any right, benefit or protection of a director of the Corporation existing at the time of such repeal, amendment or modification. This Article shall not be interpreted to limit the protections or immunities afforded to directors of the Corporation under any other provision of Georgia law.

XII.

- (a) To the fullest extent permitted in Section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code, and upon a determination made pursuant to Section 14-3-855 of the Georgia Nonprofit Corporation Code, a director, officer, employee or agent of the

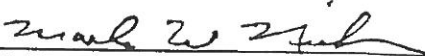
Corporation who was or is a party or who is threatened to be made a party to a proceeding because such individual is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as applicable, shall be fully indemnified for reasonable expenses incurred in connection with the proceeding.

- (b) However, in no event, shall the provisions of this Article XII allow indemnification in connection with a proceeding by or on behalf of the Corporation in which the director, officer, employee or agent was adjudged liable to the Corporation or in connection with any other proceeding in which the director, officer, employee or agent was adjudged liable on the basis that personal benefit was improperly received by such individual.
- (c) Indemnification pursuant to this Article XII shall only be allowed if:
 - (i) the director, officer, employee or agent acted in a manner he/she believed in good faith to be in or not opposed to the best interests of the Corporation; and
 - (ii) in the case of any criminal proceeding, the director, officer, employee or agent had no reasonable cause to believe his/her conduct was unlawful.
- (d) The Corporation may pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent who is a party, or who is threatened to be made a party, to a proceeding in advance of final disposition of the proceeding if:
 - (i) the individual furnishes the Corporation a written affirmation of the individual's good faith belief that the individual has met the standard of conduct described in subsection (c) hereof; and
 - (ii) the individual furnishes the Corporation a written undertaking executed personally or on

the individual's behalf, to repay the advance if it is ultimately determined that the individual is not entitled to indemnification under the Georgia Nonprofit Corporation Code.

- (e) Sections 14-3-850 through 14-3-858 of the Georgia Nonprofit Corporation Code are hereby incorporated by reference into these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal to these Articles of Incorporation, this 21 day of June, 2006.



MARK W. NICKERSON, Incorporator (L.S.)