

ARTICLES OF INCORPORATION  
OF  
SWANTON HILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The name of this corporation shall be: Swanton Hill Homeowners Association, Inc.

ARTICLE II

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code. The corporation shall have perpetual duration.

ARTICLE III

This corporation shall have no stock or stockholders; it is not organized and shall not operate for profit or pecuniary gain; and no part of the net earnings of this 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 this corporation affecting one or more of its purposes. No part of the activities of this corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

The purpose for which this corporation is organized is to exercise the powers of the association of Owners of Lots in Swanton Hill (hereinafter referred to as the "Development"), a residential development in DeKalb County, Georgia, as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Swanton Hill (said Declaration, as may be amended, renewed, or extended from time to time, is hereinafter referred to as the "Declaration"), and in the By-Laws of this corporation, and to promote the recreation, health, safety, welfare, common benefit and enjoyment of the Owners of the Lots, as more fully set forth in the Declaration. Contemporaneously with the incorporation of this corporation, the Declaration is being filed for record in the office of the Clerk of the Superior Court of DeKalb County, Georgia. When used in these Articles of Incorporation, words such as, for example, "Developer," "Development", "Lot" and "Owner," shall have the same definitional meanings as set forth in the Declaration, unless the context shall otherwise require or prohibit.

ARTICLE V

Insofar as permitted by law and subject to the provisions of the Declaration and the By-Laws of this corporation, 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 Lots 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

Secretary of State  
Business Services and Regulation

Suite 306, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334

CHARTER NUMBER = 8713801 DN  
DATE INCORPORATED: JUNE 01, 1987  
COUNTY = FULTON  
EXAMINER = STACY GILLEY  
TELEPHONE = 404-656-2821

MAILED TO:

E. HISHON/O'CALLAGHAN, SAUNDERS  
6201 POWERS FERRY RD, STE 330  
ATLANTA GA 30339

CERTIFICATE OF INCORPORATION

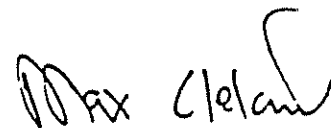
I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS  
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE  
SEAL OF MY OFFICE, THAT

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"SWANTON HILL HOMEOWNERS ASSOCIATION, INC."  
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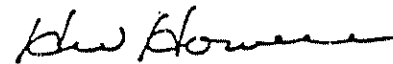
HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA  
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-  
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES  
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A  
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA  
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: JUNE 05, 1987



MAX CLELAND  
SECRETARY OF STATE



IL WAYNE HOWELL  
DEPUTY SECRETARY OF STATE



personal property necessary or proper for the carrying out of the purposes of the 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 the Declaration; and (iv) in general, to exercise all the rights, powers, privileges and immunities as are provided and allowed in the Declaration and as provided and allowed for similar corporations under the laws of Georgia.

ARTICLE VI

The membership of this corporation shall be comprised of the Owners of Lots as set forth in the Declaration. Voting by the members of this corporation shall be as set forth in and subject to the provisions of the Declaration and the By-Laws of this corporation.

ARTICLE VII

The affairs of the corporation shall be managed by a Board of Directors who shall be elected and serve as provided in the Declaration and the By-Laws of this corporation. Developer shall have the power and authority to appoint and remove any or all of the Directors of this corporation so long as Developer shall have such power and authority as provided by the Declaration. The number of Directors constituting the initial Board of Directors shall be three, and the name and address of each Director is:

Robert J. Kiesl  
710 North Plankinton Avenue  
Suite 1000  
Milwaukee, Wisconsin 53203

John J. Burke, Jr.  
N81 W12920 Leon Road  
Menomonee Falls, Wisconsin 53051

Donald A. Mantz  
710 North Plankinton Avenue  
Suite 1000  
Milwaukee, Wisconsin 53203

ARTICLE VIII

The address of the initial registered office of the corporation shall be 2 Peachtree Street, N.W., Atlanta, Georgia 30383, and the name of its original registered agent at such address is CT Corporation System.

ARTICLE IX

These Articles of Incorporation may be amended from time to time at a meeting upon the vote of a majority of the Directors of this corporation.

ARTICLE X

The name of the Incorporator is Elizabeth A. Hishon, having an address at 6201 Powers Ferry Road, Suite 330, Atlanta, Georgia 30339.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 20, 1987.

INCORPORATED BY  
Elizabeth A. Hishon  
STATE OF GEORGIA  
RECORDED

BY-LAWS  
OF  
SWANTON HILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE I.

GENERAL

Section 1.01 Name. The name of this corporation shall be SWANTON HILL HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

Section 1.02 Purpose and Applicability. These By-Laws provide for the governance of the Association, which is established pursuant to Georgia Nonprofit Corporation Code for Swanton Hill, a residential development located in DeKalb County, Georgia, and pursuant to the Declaration of Covenants, Conditions, Restrictions and Easements for Swanton Hill (hereinafter referred to as the "Declaration"). The terms defined in the Declaration shall have the meanings therein specified whenever used in these By-Laws unless the context otherwise requires.

Section 1.03 Registered Office and Agent. The Association shall maintain a registered office and shall have a registered agent whose business office is identical with such registered office. The Association may have offices at such place or places at the Development or within reasonable proximity thereto as the Board of Directors may from time to time designate.

ARTICLE II.

MEMBERSHIP AND VOTING RIGHTS

Section 2.01 Membership. Every person who is the owner of a fee or undivided fee interest in a Lot shall be a member of the Association. Membership shall be appurtenant to and shall not be separated from the ownership of a Lot. Membership shall not include a mortgagee or other person who holds an interest merely as security for the performance of an obligation.

Section 2.02 Voting Rights. The Association shall have one class of voting membership, and each Owner of a Lot shall be entitled to one vote for each Lot owned. To the extent that Lots are added to the Development as provided by the Declaration, the number of votes in the Association shall be increased in accordance therewith, based upon the classes of members owning such Lots. If a Lot is owned by more than one person, the vote for such Lot shall be exercised as such Owners among themselves shall determine, but shall be cast as a whole. The vote of any Lot Owner may, and shall in the case of an Owner which is not a natural person, be cast pursuant to a written proxy duly executed by or on behalf of such Owner.

Section 2.03 Suspension of Voting Rights. During any period in which the Owner of a Lot shall be in default for more than thirty (30) days in the payment of any assessment or other charge due and owing to the Association, after at least ten (10) days prior written notice to such Owner of such default, the voting rights appurtenant to such Lot may be suspended by the Board of Directors. In such event the vote appurtenant to such Lot shall not be counted for any purpose until such assessment or charge has been paid.



CERTIFICATE

THIS DOCUMENT RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

OF

SWANTON HILL HOMEOWNERS ASSOCIATION, INC.

BY: M. Matec.

DATE: 9/26/89

TRANSACTION # 89270

CHARTER # 87138

I.

The name of the Corporation is SWANTON HILL HOMEOWNERS ASSOCIATION, INC.

II.

The Articles of Incorporation of Swanton Hill Homeowners Association, Inc. are hereby amended this 25th day of September, 1989, by the following amendments:

1. The first sentence of Article VI of the Articles of Incorporation shall be deleted and the following substituted in lieu thereof:

"Every person or entity who is a record Owner of any Lot is entitled to membership and voting rights in the corporation, and membership in the corporation is appurtenant to, and inseparable from, ownership of a Lot. As provided by the Declaration and the By-Laws of this corporation, there shall be two classes of voting membership: Class A members shall be all Owners other than Developer and shall be entitled to one (1) vote for each Lot owned; the Class B member shall be Developer and shall be entitled to three (3) votes for each Lot owned, and the Class B membership shall cease and be

converted to a Class A membership as provided by the Declaration."

2. Article IX of the Articles of Incorporation shall be deleted and the following substituted in lieu thereof:

"Amendment of these Articles of Incorporation shall require the approval of Lot Owners holding at least two-thirds of the voting interest in the corporation."

3. Articles XI and XII shall be added to the Articles of Incorporation and shall read as follows:

"ARTICLE XI

Upon dissolution of the corporation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization with similar purposes.

"ARTICLE XII

Annexation of additional properties to the Development (other than the annexation of the Additional Property by Developer as described in the Declaration), mergers and consolidations of the corporation, mortgaging of common area, dissolution of the corporation, and amendment of these Articles of Incorporation shall require the prior approval of the Department of Housing and Urban Development/Veterans Administration as long as there is a Class B membership in the corporation."

III.

All remaining provisions of the original Articles of Incorporation shall remain unchanged.

IV.

These Articles of Amendment were adopted by a written unanimous consent dated September 25, 1989, by all of the three Directors of the Corporation in office as of that date. Pursuant to Article IX of the Articles of Incorporation, the Articles of Incorporation may be amended upon the approval of a majority of the Directors of the Corporation, and no members of the Corporation are entitled to vote on amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, the Corporation, acting through its duly authorized officers, executes these Articles of Amendment as of the day and year first above written.

SWANTON HILL HOMEOWNERS ASSOCIATION, INC.

By:   
Donald A. Mantz, President

Attest:   
John J. Burke, Jr. Secretary

[CORPORATE SEAL]

12 SWANTON HILL  
(0084)

SEP 25 1989  
12 SWANTON HILL

ACTION OF THE BOARD OF DIRECTORS OF  
SWANTON HILL HOMEOWNERS ASSOCIATION, INC.  
TAKEN BY UNANIMOUS WRITTEN CONSENT  
IN LIEU OF AN ORGANIZATIONAL MEETING

The undersigned, being all of the initial Directors of Swanton Hill Homeowners Association, Inc. (the "Corporation"), named in its Articles of Incorporation granted on June 1, 1987, do hereby unanimously consent to and adopt the following resolutions, as the action of the Board of Directors of the Corporation in lieu of the organizational meeting, and hereby direct that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that the Articles of Incorporation of Swanton Hill Homeowners Association, Inc. (the "Corporation"), a copy of which is attached hereto, as certified by the Secretary of State of Georgia pursuant to the Certificate of Incorporation, dated June 1, 1987, which is attached to such Articles of Incorporation, are hereby accepted and approved for the Corporation.

RESOLVED, that the By-Laws of Swanton Hill Homeowners Association, Inc. attached hereto and incorporated herein by this reference, are hereby adopted as the By-Laws of the Corporation for the regulation and management of its affairs.

RESOLVED that the following named persons are hereby declared elected to the office of the Corporation set forth opposite their respective names to serve as such officers pursuant to the By-Laws:

Donald A. Mantz	President
Robert J. Kiesl	Vice President
John J. Burke, Jr.	Secretary/Treasurer

RESOLVED, that the form of seal affixed below is hereby adopted as the official seal of the Corporation.

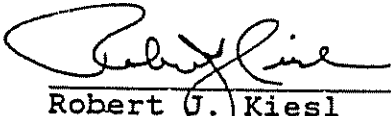

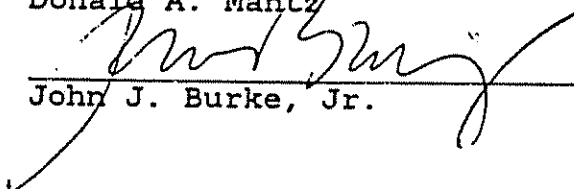
RESOLVED, that the Corporation shall, upon the determination of the President, establish a bank account, and if established, such bank account shall be with National Bank of Georgia in Decatur, Georgia.

RESOLVED, that the President or Vice President of the Corporation is hereby authorized to execute on behalf of the Corporation all contracts, agreements, and other instruments.

RESOLVED, that the annual budget for the Corporation from the date of recording of the Declaration of Covenants, Conditions, Restrictions and Easements for Swanton Hill be as set forth in the Budget for Swanton Hill Homeowners Association, Inc., attached hereto and made a part hereof, until the effective date of a new budget established by the Board of Directors.

RESOLVED, that the Rules and Regulations for the Corporation shall be as set forth in those Rules and Regulations for Swanton Hill Homeowners Association, Inc., attached hereto and made a part hereof.

WITNESS the consent of each Director of the Corporation on the date indicated, the latest of which shall be the effective date hereof.

<u>DIRECTOR</u>	<u>DATE</u>
 _____ Robert J. Kiesl	June 1, 1987
 _____ Donald A. Mantz	June 1, 1987
 _____ John J. Burke, Jr.	June 1, 1987

C19 SWANTON HILL  
(opr2/0084)

BY-LAWS OF  
SWANTON HILL HOMEOWNERS  
ASSOCIATION, INC.