

DUPLICATE J011275



I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

"CANDLER PARK NEIGHBORHOOD ORGANIZATION, INC."

has been duly incorporated under the laws of the State of Georgia on the 24th day of October 1980, by the filing of articles of incorporation 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.

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 24th day of October, in the year of our Lord One Thousand Nine Hundred and Eighty and of the Independence of the United States of America the Two Hundred and Five.

David B. Poythress
SECRETARY OF STATE, EX OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION OF
CANDLER PARK NEIGHBORHOOD ORGANIZATION, INC.

I.

The name of the corporation is:
"Candler Park Neighborhood Organization, Inc."

II.

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

III.

The corporation shall have perpetual duration.

IV.

The corporation is organized for the following purposes:

To unite the people of the Candler Park Neighborhood into an organization concerned with the common problems of the area, providing a means for discussions and solutions of such problems and maintaining and enhancing the Candler Park Neighborhood as an attractive residential community.

V.

The affairs of the corporation shall be managed by a board of directors. The method of election of directors shall be as determined by the Bylaws of the corporation.

VI.

The initial registered office of the corporation is 438 Oakdale Road, NE, Atlanta, Georgia 30307. The initial registered agent of the corporation is ^{DeKalk} ~~Howard~~ Kress and his written consent to such appointment is attached to these articles of incorporation.

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VII

The initial board of directors shall consist of four members who shall be:

Howard Kreis *132 Capital Rd. NE Atlanta, Ga. 30307* President

Robert Yoight *1265 David Lane, NE Atlanta, Ga. 30307* Co-President

Mike Pallazzo *1017 Quinlan Dr. NE Atlanta, Ga. 30307* Treasurer

Fred Roberts *1425 Collins Ave. NE Atlanta, Ga. 30307* Secretary

VIII

The name and address of the incorporator are

Derrel E. Lee
3300 First National Bank Tower
Atlanta, Georgia 30303

IX

The corporation shall have one class membership.

A member shall be any person who resides or owns property or both, in the Candler Park Neighborhood and who wishes to take part in the development and interests of the Neighborhood. Anyone who becomes a member of the Candler Park Neighborhood Organization is automatically entitled to vote at the meetings.

X

The bylaws of the corporation may be altered, amended or repealed, and new bylaws adopted, only by the affirmative vote of a majority of the members.

IN WITNESS WHEREOF, the undersigned execute these
Articles of Incorporation on this the _____ day of _____
1979.

By: Howard Kress
Howard Kress
President

By: Robert Voigt
Robert Voigt
Co-President

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Ben W. Fortson, Jr.
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I (We) Howard Kress
(Type or print name of person(s))

do hereby consent to serve as registered agent for the corporation

The Candler Park Neighborhood Organization
(Type or print name of corporation)

This 25th day of October 19 80.

Howard Kress

Address of registered agent(s):
(Type or print address)

438 Oakdale Road, NE
Atlanta, Georgia 30307

State of Georgia



OFFICE OF SECRETARY OF STATE

I, David B. Poythress, 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

"CANDLER PARK NEIGHBORHOOD ORGANIZATION, 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 herewith set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
12TH day of JUNE . . . in the year of our Lord
One Thousand Nine Hundred and ~~XXXXX~~ EIGHTY . . . and
of the Independence of the United States of America the Two
Hundred and FOUR



David B. Poythress
Secretary of State, Ex Officio Corporation
Commissioner of the State of Georgia

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

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FREDERICK ROSSINI
CANDLER PARK NEIGHBORHOOD ORGANIZATION
1237 SHELLEY AVE., NE
ATLANTA, GA 30307

CERTIFICATE OF RESTATED ARTICLES 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 the articles of incorporation of

**CANDLER PARK NEIGHBORHOOD ORGANIZATION, INC.
A DOMESTIC NONPROFIT CORPORATION**

have been duly restated and amended by the filing of articles of restatement 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. Attached hereto is a true and correct copy of said articles of restatement.

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

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Certificate

Pursuant to O.C.G.A. § 14-3-1006(e), the undersigned hereby certifies that the attached Restated Articles of Incorporation of the Candler Park Neighborhood Organization, ^{INC.} do not contain an amendment requiring approval by the members or any other person other than the board of directors and that the board of directors has adopted the restatement.

This 12th day of September, 2005.



Frederick Rossini
President

Restated Articles of Incorporation
of the
Candler Park Neighborhood Organization, Inc.

Article 1

The name of the corporation is Candler Park Neighborhood Organization, Inc.

Article 2

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

Article 3

The purpose of the corporation shall be to promote the common good and general welfare in the neighborhood known as Candler Park in the City of Atlanta, Georgia.

Article 4

The street address of the registered office is 336 Sterling Street, Atlanta, Georgia, 30307. The registered agent at such address is James M. Brandt. The county of the registered office is DeKalb.

Article 5

The name and address of each incorporator is:

Frederick Rossini	James M. Brandt
1237 Euclid Avenue NE	336 Sterling Street NE
Atlanta, Georgia, 30307	Atlanta, Georgia, 30307

Article 6

The corporation will have members.

Article 7

The corporation's principal mailing address is Post Office Box 5418, Atlanta, Georgia, 31107.

Article 8

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all

the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United State Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article 9

1. A Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (ii) for acts of omission which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in O.C.G.A § 14-3-860 through 14-3-864; or (iv) for any transaction from which the Director received an improper personal benefit.
2. Any repeal or modification of the provision of this Article shall be prospective only, and shall not adversely affect a limitation of the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.
3. If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code, or the amended Georgia Business Corporation Code, as appropriate.
4. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Article 10

Amendments to these Articles of Incorporation require approval by the members as prescribed by law.

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

This 12th day of September, 2005.



Frederick Rossini
President

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SECRETARY OF STATE
CORPORATIONS DIVISION