

RESTATED ARTICLES OF INCORPORATION  
OF  
SUMMERTOWN RECREATION ASSOCIATION, INC.

On the 12th day of October, 2005, the following restated articles were duly adopted by the Board of Directors of the Summertown Recreation Association, Inc., a Georgia Nonprofit Corporation (the "Corporation") pursuant to O. C. G. A. 14-3-1006 of the Georgia Nonprofit Corporation Code:

ARTICLE I  
NAME AND PRINCIPAL OFFICE

The name of the Corporation is hereby changed to "Summertown - Rockbridge Acres Association, Inc. (the "Association"). The mailing address of the principal address of the Association is 5438 Aucilla Creek Lane, Stone Mountain, Georgia 30087.

ARTICLE II  
AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (the "Code"). The Association's general purpose shall be to promote the health, safety, welfare and social, cultural, athletic, literary and civic interests of all those persons residing in the Summertown Subdivision and Rockbridge Acres Subdivision located in Gwinnett County, Georgia. Said purpose shall include all other legal purposes which are permitted by the Georgia Nonprofit Corporate Code.

ARTICLE III  
MEMBERS

The Association will have members.

ARTICLE IV  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors. The method of electing the board of directors shall be determined by the bylaws of the Corporation. It shall be the duty of the Directors to carry out the purposes and functions of the Association. The Directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not

inconsistent with the status of the Association as a nonprofit corporation.

ARTICLE V  
DEFINITIONS, LIMITATIONS, AND REGULATIONS OF  
CORPORATE POWERS

1) The Association is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Association and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or other private individual. The Association shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Association is organized.

No substantial part of the activities of the Association shall consist of attempting to influence legislation, by propaganda or otherwise. The Association shall not participate or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI  
PROHIBITED ACTIVITIES

(a) Prohibition Against Sharing in Association Earnings. No director, officer, employee, committee member, or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as determined by the board of directors.

(b) Other Prohibitions. Neither the Association, nor its directors, nor its officers have any power to cause the Association to do any of the following with Related Parties:

(1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;

(2) sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

Notwithstanding any other provisions of these bylaws, no director, officer,

employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(7) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

## ARTICLE VII DISSOLUTION

In the event of dissolution of the Association, to the extent allowed under applicable law, after all debts and liabilities of the Association have been paid, all the assets of the Association shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Association is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the board of directors of the Association; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section(c)(7) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Association the board of directors of the Association shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Association is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Association or its assets.

## ARTICLE VIII LIMITATION OF DIRECTOR LIABILITY

No director shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or other duty as director, by reason of any act or omission, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Sections 14-3-860 of the Code; or (d) any transaction from which the director derived an improper personal benefit.

ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation is hereby fixed as located at 5438 Aucilla Creek Lane, Stone Mountain, GA 30087. The registered agent for the Association is hereby fixed as Mary Koponen

Said Restated Articles of Incorporation supersedes the original Articles of Incorporation as heretofore amended.

IN WITNESS WHEREOF, The Summertown Recreation Association, Inc. has caused these Restated Articles of Incorporation to be executed by its duly authorized officer, on this 12th day of October, 2005.

SUMMERTOWN RECREATION ASSOCIATION, INC.

BY: \_\_\_\_\_

Mary Koponen  
President,

BY: \_\_\_\_\_

April Leflore  
Vice President,

BY: \_\_\_\_\_

Cindy Dumler  
Secretary,

BY: \_\_\_\_\_

Dayna Bruce  
Treasurer