

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

BALLPARK VILLAGE ASSOCIATION, INC.

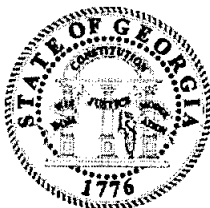
a Domestic Nonprofit Corporation

have been duly restated and amended and the name changed to

THE BATTERY ATLANTA ASSOCIATION, INC.

by the filing of articles of restatement on **11/06/2015** in the Office of the Secretary of State and by 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 **11/10/2015**



Brian P. Kemp
Secretary of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BALLPARK VILLAGE ASSOCIATION, INC.
(A Georgia Nonprofit Corporation)**

1.

Ballpark Village Association, Inc. ("Association") is amending its Articles of Incorporation for the purpose of changing its name to "The Battery Atlanta Association, Inc." and for the purpose of amending and restating the Amended and Restated Articles of Incorporation of Ballpark Village Association, Inc. (the "Articles"), filed with the Secretary of State of the State of Georgia on September 1, 2015.

2.

Article 13 of the Articles provides that the Board of Directors with the written consent of the Declarant during the Development Period may amend the Articles without Member approval to change the name of the Association.

3.

The Amendment to the Articles was adopted on the 1st day of November, 2015, by a resolution of the Board of Directors of the Association duly approved by the Board of the Association in accordance with O.C.G.A. §14-3-1005(5). The Amended and Restated Articles of Incorporation shall be effective upon the filing with the Georgia Secretary of State.

4.

A request for publication of a notice of intent to file articles of amendment to change the name of the Association and payment therefore have been submitted to the Gwinnett Daily Post as required by O.C.G.A. § 14-3-1005.1(b).

5.

The Articles are hereby amended to change the name of the corporation to:

The Battery Atlanta Association, Inc.

6.

The Articles are further amended by deleting the existing Articles of Incorporation in their entirety and by substituting therefor the following Amended and Restated Articles of Incorporation:

Article 1. Name

The name of the corporation is The Battery Atlanta Association, Inc. ("Association").

Article 2. Nonprofit Corporation

The Association is formed as a nonstock, nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. Section 14-3-1, *et seq.*

Article 3. Initial Principal Office

The initial principal office of the Association is located in Fulton County, Georgia, at the following address:

c/o Atlanta National League Baseball Club, Inc.
Turner Field
755 Hank Aaron Drive, SW
Atlanta, Georgia 30315

Article 4. Duration

The Association shall have perpetual duration.

Article 5. Definitions

All capitalized terms which are not defined herein shall have the same meaning as set forth in that certain Master Declaration of Covenants, Conditions and Restrictions for Ballpark Village recorded in Deed Book 15276, Page 4126, *et seq.* of the public records of Cobb County, Georgia, as amended and restated by that certain Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for The Battery Atlanta™, recorded in, or to be recorded in, the Public Records of Cobb County, Georgia (as it may be amended, supplemented and restated from time to time, the "Declaration"), unless the context indicates otherwise.

Article 6. Purposes

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. By way of explanation and not of limitation, the purposes for which the Association is organized are:

- (a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Governing Documents, and as provided by law; and
- (b) to provide an entity for the furtherance of the interests of the owners of real property now and hereafter made subject to the Declaration.

Article 7. Powers

In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Governing Documents, may be exercised by the Board of Directors:

- (a) all of the common law and statutory powers conferred upon nonprofit corporations under Georgia law; and
- (b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set forth in these Articles, the By-Laws, or the Declaration, including, without limitation, the power:

(i) to manage, control, operate, alter, maintain, repair, improve and replace the common areas and facilities, and any property acquired by the Association, or any property owned by another for which the Association, by rule, regulation, declaration or agreement, has a right or duty to provide such services;

(ii) to establish, and enforce payment of, by any lawful means, assessments, maintenance costs and other charges to be levied in accordance with the terms of the Declaration;

(iii) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Governing Documents;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners;

(v) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, grant easements, and otherwise deal in and with real and personal property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Governing Documents;

(vi) to borrow money for any purpose, subject to such limitations as may be set forth in the Governing Documents;

(vii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association with or in association with any other association, corporation, or other entity or agency, public or private; and

(viii) to provide any and all services to the Properties as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law. The powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

Article 8. Members

The Association shall be a membership corporation without certificates or shares of stock, and the Association shall make no distribution of income to its Members, directors or officers. The Owner of each Unit shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Governing Documents. Membership is appurtenant to, and inseparable from, ownership of a Unit.

The Association shall have two classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights are specified in the Governing Documents. The Declarant may establish additional classes of membership, voting or nonvoting, as set forth in the Declaration. The manner of exercising voting rights shall be set forth in the Governing Documents.

Change of membership in the Association shall be established by recording in the Public Records a Deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of the Unit.

Article 9. Dissolution, Merger or Consolidation

The Association may be dissolved or may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members representing at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the prior written consent of the Declarant. In the event of dissolution, the Association's assets remaining after payment, or provisions of payment, of all known debts and liabilities of the Association shall be divided among and distributed to the Members thereof in accordance with their respective rights therein.

Article 10. Directors and Officers

The business and affairs of the Association shall be conducted, managed, and controlled by the Board of Directors. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The Board shall initially consist of three (3) directors, as provided in the By-Laws. The number of directors may be increased in accordance with the By-Laws.

The Board may do or cause to be done all acts and things which the Governing Documents or Georgia law do not direct to be done and exercised exclusively by the membership generally. The method of election and removal of directors, filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws.

Article 11. By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 12. Liability of Directors and Officers

To the fullest extent that Georgia law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, DRB members and committee members, no director or officer of the Association or DRB member or committee member shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer or DRB or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Association or DRB member or committee member for or with respect to any acts or omissions of such director, officer, or DRB member or committee member occurring prior to such amendment or repeal. The Association shall indemnify any director, former director, officer, former officer, DRB member or former DRB member, committee member or former committee member against liability to the fullest extent permitted under Georgia law.

Article 13. Amendments

The Board may amend these Articles without Member approval (a) for those specific purposes permitted under Georgia law; (b) for the purpose of bringing any provision into compliance with any applicable governmental statute, rule, regulation, or judicial determination; (c) to enable any reputable title insurance company to issue title insurance coverage on the Building Sites and Units; (d) to enable any institutional or governmental lender, purchaser, insurer or guarantor of Mortgage loans to make, purchase, insure or guarantee Mortgage loans on any of the Building Sites and Units; (e) to change the name of the Association; (f) to satisfy the requirements of any local, state or federal agency; or (g) for the purpose of

submitting all or any portion of the Properties to the Georgia Property Owners' Association Act, O.C.G.A. § 44-3-220, et seq. (1994) and conforming these Articles to any mandatory provisions thereof. Such amendments may be adopted by the Board of Directors with the written consent of the Declarant during the Development Period. Other amendments to the Articles may be adopted by the Board of Directors with the approval of Members holding at least two-thirds (2/3) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant; provided, however, that no amendment may be in conflict with the Declaration. No amendment may be in conflict with the Declaration nor be effective to impair or dilute any rights of Members that are governed by the Declaration.

Article 14. Incorporator

The name and address of the incorporator of the Association are as follows:

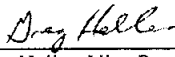
M. Maxine Hicks
DLA Piper LLP (US)
Suite 2800
1201 West Peachtree Street
Atlanta, Georgia 30309

Article 15. Registered Agent and Address

The Association hereby appoints Corporation Service Company, whose address in Gwinnett County, Georgia, is 40 Technology Parkway South, #300, Norcross, Georgia 30092 as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

[Signature on Following Page]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this
5th day of November, 2015.



Greg Heller, Vice President and Secretary

DLA Piper LLP (US)
Suite 2800
1201 West Peachtree Street
Atlanta, Georgia 30309
(404) 736-7809

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DEPARTMENT OF STATE
CORPORATIONS DIVISION