

COUNTRY CLUB OF ROSWELL, INC. ' 8510361

DUPLICATE



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"THE WILLOW CLUB, INC."

has been duly incorporated under the laws of the State of Georgia on the **23rd** day of **August**, 19**54**, 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 **23rd** day of **August** in the year of our Lord One Thousand Nine Hundred and Eighty **Four** and of the Independence of the United States of America the Two Hundred and **Nine**.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION

OF

THE WILLOW CLUB, INC.

I.

The name of the corporation is "THE WILLOW CLUB, 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:

(a) The purpose and objective of the Club is to operate as a private social club for the pleasure, recreation and other non-profitable purposes of its members.

(b) To engage in any other lawful act or activity for which the corporation may be organized under the Georgia Nonprofit Corporation Code and which is consistent with Section 501(c)(7) of the Internal Revenue Code of 1954, as amended.

V.

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

VI.

In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to its members in good standing as of the date immediately preceding dissolution, and allocated pro rata among the different classes of members as the Board of Directors determines.

VII.

The initial registered office of the corporation shall be 1150 Hammond Drive, Suite 4100, Atlanta, Georgia 30328. The initial registered agent of the corporation at such address shall be Fred L. Somers, Jr.

VIII.

The initial Board of Directors shall consist of eight Directors:

Jeanne H. van der Wal
115 May Glenn Way
Roswell, Georgia 30076

Gerald Klingman
125 Kinross Court
Roswell, Georgia 30076

Frank Porter
200 Kinross Court
Roswell, Georgia 30076

Robert L. Brown
2750 Roxburgh Drive
Roswell, Georgia 30076

John C. Whaley
2535 Roxburgh Drive
Rowell, Georgia 30076

Roz Hendrix
150 May Glen Way
Roswell, Georgia 30076

Gloria Stover
10195 Kinross Court
Roswell, Georgia 30076

Charles Scott
420 Millbank Place
Roswell, Georgia 30076

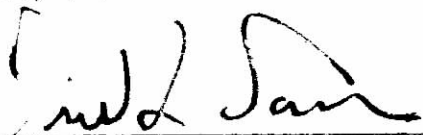
The name and address of the incorporator is:

Fred L. Somers, Jr.
1150 Hammond Drive
Suite 4100
Atlanta, Georgia 30328

IX.

The manner in which the directors of the corporation are to be elected shall be the method of election provided for in the corporate bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation, this 22 day of August, 1984.



Incorporator

RECEIVED
AUG 23 10 16 02
COMMERCIAL BANK


CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: MAX CLELAND
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, FRED L. SOMERS, JR., do hereby consent to serve as Registered
Agent for the Corporation:

THE WILLOW CLUB, INC.

This 2nd day of August, 1984.



Fred L. Somers, Jr.
REGISTERED AGENT

Address of Registered Agent:

1150 Hammond Drive
Suite 4100
Atlanta, Georgia 30328

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, 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

"THE WILLOW CLUB, 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 hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 21st day of August, in the year of our Lord One Thousand Nine Hundred and Eighty Four and of the Independence of the United States of America the Two Hundred and Nine.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

The articles of incorporation of "THE WILLOW CLUB, INC." have been duly amended under the laws of the State of Georgia changing its name to "WILLOW SPRINGS COUNTRY CLUB, INC." on the 6th day of June, 1985, by the filing of articles of amendment 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 amendment.

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 **6th** day of **June** in the year of our Lord One Thousand Nine Hundred and Eighty **Five** and of the Independence of the United States of America the Two Hundred and ~~Nine~~

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF AMENDMENT
OF
THE WILLOW CLUB, INC.

I.

The name of the Corporation is "THE WILLOW CLUB, INC."
(the "Corporation").

II.

The Amendment adopted by the Members of the Corporation
is as follows:

"RESOLVED, the Corporation amend its Articles of
Incorporation and change the name of the Corporation
from The Willow Club, Inc. to Willow Springs Country
Club, Inc."

III.

The Amendment of the Corporation was adopted by the
Members on May 23, 1985.

IV.

A two-thirds vote of members so entitled is required to
amend the Articles of Incorporation. The number of Members
entitled to vote was 178. The number of Members voting for the
Amendment was 171.

IN WITNESS WHEREOF, the officers of the Corporation have
affixed their hands and seals this 23rd day of
May, 1985.


Robert L. Brown
President

ATTEST:

[CORPORATE SEAL]


John C. Whaley
Secretary

RECEIVED
1985 JUN -6 PM 3 04
SECTION OF THE
NATIONAL ARCHIVES

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, 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

"WILLOW SPRINGS COUNTRY CLUB, 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 hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
15th day of May, in the year of our Lord
One Thousand Nine Hundred and Eighty Five and
of the Independence of the United States of America the Two
Hundred and
Nine.

Max Cleland

85134031

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

CONSENT OF DIRECTORS
IN LIEU OF A SPECIAL MEETING
OF THE WILLOW CLUB, INC.

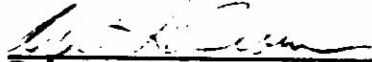
The undersigned, being all the Directors of The Willow Club, Inc., a Georgia corporation (the "Corporation"), do hereby take and consent to the following action in lieu of meeting:

RESOLVED, the following amendment to the Corporation's Articles of Incorporation be submitted to a vote of the Members for approval, pursuant to O.C.G.A. Sec. 14-3-151:


"The Corporation amend its Articles of Incorporation and change the name of the Corporation from The Willow Club, Inc. to Willow Springs Country Club, Inc."


RESOLVED, the Officers of the Corporation are hereby authorized and directed to execute and file Articles of Amendment and to take any action necessary to effect said amendment.

DATED effective this 27th day of May, 1985.


Robert L. Brown


Frank Porter


Jeanne Van der Wal


John C. Whaley


Donna Kemp


Gerard J. Klingman

**Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 941820358
CONTROL NUMBER: 8510361
EFFECTIVE DATE: 06/30/1994
REFERENCE : 0045
PRINT DATE : 07/01/1994
FORM NUMBER : 611

FRED L. SOMERS, JR.
TWO RAVINIA DRIVE
SUITE 310
ATLANTA GA 30346

CERTIFICATE OF NAME CHANGE AMENDMENT

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**WILLOW SPRINGS COUNTRY CLUB, INC.
A DOMESTIC NONPROFIT CORPORATION**

has filed articles of amendment in the office of the Secretary of State changing its name to

COUNTRY CLUB OF ROSWELL, INC.

and has paid the required 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 amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

941820358
Page

**ARTICLES OF AMENDMENT
OF
WILLOW SPRINGS COUNTRY CLUB**

I.

The name of the Corporation is "WILLOW SPRINGS COUNTRY CLUB, INC." (the "Corporation"). The date of the Corporation's original incorporation was August 23, 1984 and its charter number is 8510361.

II.

The text of the Amendment adopted is as follows:

"RESOLVED, the Corporation amend its Articles of Incorporation and change the name of the Corporation from Willow Springs Country Club, Inc. to Country Club of Roswell, Inc.."

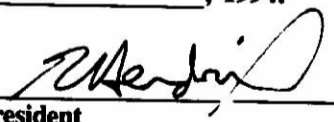
III.

The date the amendment was adopted was May 26, 1994.

IV.


The approval of the Corporation's members was not required for the foregoing amendment to the Articles of Incorporation and the amendment was approved by a sufficient vote of the Corporation's Board of Directors.

IN WITNESS WHEREOF, the officers of the Corporation have affixed their hands and seals this 23rd day of June, 1994.



President

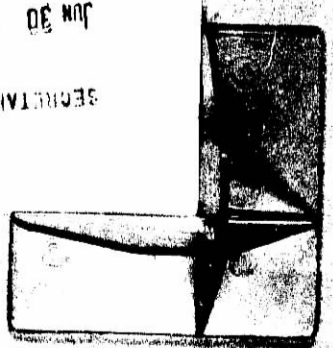
ATTEST:



Secretary

[CORPORATE SEAL]

SECRETARY OF STATE
JUN 30 8 03 AM '94



CERTIFICATE OF SECRETARY
OF WILLOW SPRINGS COUNTRY CLUB, INC.

I, Charles R. Barr, do hereby certify that I am the Secretary of Willow Springs Country Club, Inc. ("Corporation"). The Corporation's original incorporation was August 23, 1984 and its charter number is 8510361.

I further certify that the request for publication of a notice of intent to file Articles of Amendment to change the name of the corporation and payment therefor have been made as required by Section 14-3-1005.1 of the Georgia Nonprofit Corporation Code.

This confirms approval of the Attorney General to the corporate activities being taken is not required to be given under the Georgia Nonprofit Corporation Code.

IN WITNESS WHEREOF, I hereby certify to the foregoing this 23rd day of June, 1994.


Secretary

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 941300558
EFFECTIVE DATE : 05/10/1994
EXPIRATION DATE : 08/08/1994
LICENSE NUMBER : N/A
CONSENT ON FILE : N/A
PRINT DATE : 05/16/1994
FORM NUMBER : 506

KEVIN SMITH
2500 CLUB SPRINGS DRIVE
ROSWELL GA 30076

NAME RESERVATION CERTIFICATE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

COUNTRY CLUB OF ROSWELL, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing corporation, limited partnership, professional association, or limited liability company on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations, limited partnerships, or limited liability companies. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership, professional association, or limited liability company.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

SOMERS & HODGES
ATTORNEYS AT LAW

TWO RAVINIA DRIVE
SUITE 310
ATLANTA, GEORGIA 30346
(404) 394-7200
TELECOPIER (404) 395-7698

June 27, 1994

CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Drive, S.E.
Atlanta, Georgia 30334-1530

Re: **Willow Springs Country Club, Inc.**
Your Control No. 8510361
Our File No. 3461-840718

DW
8510361
✓
NR
941300558

Dear Sir/Madam:

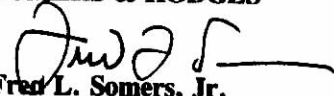
As counsel for **Willow Springs Country Club, Inc.**, we enclose herewith the following documents:

- (1) Original and two copies of Articles of Amendment;
- (2) Check made payable to the Secretary of State in the amount of \$20.00;
- (3) Certificate of Secretary verifying that the request for publication of a notice of intent to file Articles of Amendment to change the name of the corporation and payment therefor have been made; and
- (4) Original name certificate.

If the enclosed documents are in proper form for filing, please issue a certificate of amendment and return the same to us with a conformed copy of the Articles of Amendment.

Very truly yours,

SOMERS & HODGES


Fred L. Somers, Jr.

FLS/dat/MFW
Enclosures (4)
cc: Kevin Smith