

**BYLAWS OF  
MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The Name of the Association is **MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association"). The principal office of the Association (until otherwise designated by the Board) (as hereinafter defined) shall be located at 1878 Grayson Highway, Grayson, Georgia 30017, but meetings of Members and directors may be held at such other places within the State of Georgia, as may be designated by the Board.

**ARTICLE II  
DEFINITIONS**

Unless otherwise set forth herein, the terms used in these Bylaws shall have the same meanings ascribed to such terms as is normally or customarily used or as may be more specifically set forth in any Declaration of Covenants, Conditions and Restrictions for Monfort Estates, as such Declaration may be amended from time to time, and which Declaration is incorporated herein by reference.

**ARTICLE III  
MEMBER MEETINGS**

3.1 **Annual Meetings of Members:** The regular annual meeting of the Members shall be held not later than six (6) months past the end of the fiscal year of the Association, on a date (which is not a legal holiday) and at such place within the State of Georgia, as shall be designated in the call of meetings pursuant to Section 3.3 below. If no such date is designated, the annual meetings shall be held on the Second Tuesday in January, if not a legal holiday, and if a legal holiday, then the next business day succeeding. The Members shall, at such annual meeting, elect a Board of Directors for the ensuing year, in the manner provided in Article IV hereof, and shall have authority to transact any and all business which may be brought before such meeting.

3.2 **Special Meeting of Members:** Special meetings of Members shall be held at such place within the State of Georgia as shall be designated in the call of the meeting. Special meetings may be called by the President at any time and must be called by the President when so requested in writing by any two (2) Directors.

3.3 **Notice of Meetings:** Written notice of the place, date, and time of every annual or special meeting of Members shall be mailed to each Member, at least fifteen (15) days before such meetings. Each Member shall register his address with the Association, and notices of meetings shall be mailed to him at such address, and if no such address has been registered, at the last known address of the Member. If for a special meeting, such notice shall state the object or objects of the meeting. It shall not be necessary that notice of an annual meeting specify the business to be transacted at such meeting, but such notice shall specify the number of

Directors to be elected at such annual meeting.

3.4 **Quorum:** Unless otherwise provided in the Declaration, a quorum at any meeting of members, whether annual or special, shall consist of the presence at such meeting, in person or by proxy, of Members entitled to cast one-third (1/3rd) of the votes of each Class of Membership. Unless otherwise provided in the articles of Incorporation of the Association, or in the Declaration, or in these Bylaws, a majority of the votes entitled to be cast by all Members present at a meeting shall be necessary and sufficient to decide and at upon any question which shall come before the meeting. No business shall be transacted at any meeting unless a quorum is present.

3.5 **Voting:** Voting rights of Members shall be as set forth in the Declaration. Where any Member is a group or entity other than one individual person, the vote on behalf of such Member shall be exercised by only such individual person as shall be designated in a proxy instrument duly executed by or on behalf of such Member, and delivered to the Secretary of the Association.

#### ARTICLE IV DIRECTORS

4.1 **Number:** The affairs of the Association shall be managed by an initial Board of one (1) Director, who shall be appointed by the Declarant. The Declarant hereby retains the right to appoint and remove any members of the Board of the Association, and any officer or officers of the Association until he surrenders said right or until the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership. Upon the surrender by the Declarant of such right to appoint and remove directors and officers of the Association pursuant to the provisions of this Section, such right shall automatically pass to the Class A Members; and a special meeting of the Association shall be called at such time. At such special meeting, the Class B Members shall elect a new Board of Directors which shall undertake the responsibilities of the Board and shall deliver the books, accounts, and records, if any, which the Declarant has kept on behalf of the Association and any agreements or contracts executed by or behalf of the Association during such period which the Declarant has in its possession. The Board shall be increased as provided in Section 4.2 hereof, and once the control of the Association passes to the Class B membership, the affairs of the Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors.

4.2 **Terms of Office:** At the special meeting after control of the Association has passed to the Class A membership, the Board shall be increased to not less than three (3) nor more than five (5) Directors in accordance with the following procedure. At that meeting, the Members shall elect one less than one-half of the total number of Directors (rounded up to the nearest whole number) to serve a two (2) year term, and one more than one-half of the total number of Directors (rounded down to the nearest whole number) to serve a one (1) year term. After their initial term has been served, all Directors shall hold office for one (1) year terms and until their successors have been elected. The number of Directors may be increased by amendment to this provision of these Bylaws.



4.3 **Compensation:** No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

4.4 **Action Taken without a Meeting:** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

4.5 **Nomination:** Nomination for elected members to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.

4.6 **Election:** Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

4.7 **Regular Meetings of Directors:** Regular meetings of the Board of Directors shall be held without notice, at such time and place as may, from time to time, be determined by the Board of Directors. Should such meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday.

4.8 **Special Meetings of Directors:** Special meetings of the Board of Directors shall be held at such place within the State of Georgia as shall be designated in the call of such meetings. Special meetings of the board of Directors may be called by the President at any time, in his discretion, and must be called by the president whenever so requested in writing by two (2) members of the Board of Directors.

4.9 **Notice of Meetings:** Notice of special meetings of the Board of Directors shall be given by the President or the Secretary to each member of the board, not less than three (3) days before the time at which meetings are to convene. Said notices may be given by telephone, or by any other form of written or verbal communication. It shall not be necessary for notices of special meetings of the Board of Directors to state the purposes or objects of the meeting. Action may be taken by the Directors without a meeting if such action is consented to in writing by all of the Directors.

4.10 **Quorum:** A quorum at any meeting of the Board of Directors shall consist of a majority of the Members of the Board. Unless otherwise provided in the Articles of Incorporation of the Association, or in these

Bylaws, or in the Declaration, a majority of those present at any meeting at which a quorum is present may decide all questions which may come before the meeting.

4.11 **Powers:** The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the common property and recreational facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

4.12 **Duties:** it shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the class A members who are entitled to vote;
- (b) Supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;
- (c) As more fully provided in the Declaration:
  - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30)



days in advance of each annual assessment period; and

- (3) Foreclose the lien against any property for which assessment not paid within thirty (30) days after the due date or bring an action at law against the Owner personally obligated to pay the same;
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate insurance on common property owned by the Association, as provided in the Declaration;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as required by the Declaration; and
- (g) Cause the Association to carry out all of its duties and obligations under the Declaration.

## ARTICLE V OFFICERS AND THEIR DUTIES

5.1 **Enumeration of Officer:** The officers of this Association shall be a President and Vice-president, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may, from time to time, by resolution create.

5.2 **Election of Officers:** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

5.3 **Term:** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

5.4 **Special Appointments:** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

5.5 **Resignation and Removal:** Any officer may be removed from office with or without cause by the Board. any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.6 **Vacancies:** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

5.7 **Multiple Offices:** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other officers except in the case of special offices created pursuant to Section 5.4 of this Article.

5.8 **Duties:** The duties of the Officers are as follows:

- (a) **President:** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes.
- (b) **Vice-President:** The vice-president shall act in the place and stead of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) **Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members keep appropriate current records showing the Members of the Association, together with their addresses; and shall perform such other duties as required by the Board.
- (d) **Treasurer:** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

## ARTICLE VI SEAL

6.1 **Corporate Seal:** The Corporate seal of the Association shall be in the following form, to-wit:

and the seal in such form is hereby adopted as the Corporate Seal of the Association.



## ARTICLE VII MISCELLANEOUS

7.1 **The Declaration:** All provisions contained in the Declaration with regard to rights, powers, and duties of the Association, the Members thereof (including, without limitation, classes of members and qualifications and rights of the members of each class), and the Board of Directors thereof, are hereby incorporated into these Bylaws by this reference, with the same effect as if such provisions were fully set forth herein.

7.2 **Committees:** The Board of Directors of the Association shall appoint Committees as specifically provided for in the Declaration and in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

7.3 **Books and Records:** The books and records of the Association shall, at all times, during reasonable business hours, be open for inspection by any Member of the Association and any institutional holder, insurer or guarantor of a first mortgage.

7.4 **Indemnification:** The Association shall indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal by reason of the fact that he, his testator, or intestate, is or was a director, officer, or employee of the Association, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it. This right of indemnification shall not apply in relation to matters as to which the director, officer, or employee shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of any duty to the Association. The right to indemnification conferred by this section shall not restrict the power of the Association to make any other indemnification permitted by law.

7.5 **Fiscal Year:** The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

7.6 **Parliamentary Rules:** "Robert's Rules of Order" (current edition) shall govern the conduct of all Association proceedings, when not in conflict with Georgia law, the Articles of Incorporation, the Declaration, these Bylaws, or a ruling made by the person presiding over the proceeding.

7.7 **Conflicts:** If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, the Declaration, or these Bylaws, then the provisions of Georgia Law, the Declaration, the Articles of Incorporation, and these Bylaws (in that order) shall prevail.

7.8 **Notices:** Unless otherwise specified in the Declaration or Bylaws, all notices, demands, bills, statements, or other communications required or permitted to be sent under the Declaration or these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by first class mail, postage prepaid:

- (a) If to a member at the address which the Member has registered in writing and filed with the Secretary, or, if no such address has been registered, at the last known address of the Member; or
- (b) If to the Association, the Board of Directors, or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other address as shall be designated by notice in writing to the Members.

If there are multiple Owners of a single piece of property, notice to one (1) shall be deemed to be notice to all.

7.9 **Amendment:** The provisions of the Declaration applicable to amendment of that instrument shall apply to any amendment to these Bylaws.



**MINUTES OF ACTION OF  
BOARD OF DIRECTORS OF  
MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC.  
TAKEN BY UNANIMOUS WRITTEN CONSENT  
IN LIEU OF MEETING**

Pursuant to Section 14-3-821 of the Georgia Nonprofit Corporation Code (Official Code of Ga. Ann. [Michie 1982]), the undersigned, constituting the entire Board of Directors of MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC., hereby consent to and adopt the following resolutions, which action shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of said corporation, duly called and held pursuant to applicable provisions of the Georgia Nonprofit Corporation Code, and direct that this written consent to such action shall be filed with the minutes of the proceedings of the members and directors of the corporation.

1.     Charter.

RESOLVED, That the charter of the Corporation granted by the Secretary of State of Georgia, effective on June 4, 1999, be and is hereby accepted.

FURTHER RESOLVED, That the Secretary of the Corporation is hereby directed to place a copy of said charter, together with the certificate of incorporation issued thereon, in the Corporation Minute Book.

2.     By-Laws.

BE IT FURTHER RESOLVED, That the proposed By-Laws accompanying this Consent of Directors be, and the same are hereby, adopted as the By-Laws of this Corporation. The Secretary of the Corporation is hereby directed to incorporate said By-Laws in the minute book of the Corporation directly preceding this written Consent of Directors and to attest the same under his hand and seal as the By-Laws so adopted.

3.     Seal.

RESOLVED, That the seal impressed on the margin of this page is hereby accepted as the seal of the Corporation.

4. Election of Officers.

RESOLVED, That the following persons are hereby elected to the offices shown, with compensation at present, if any, as shown below, each officer to serve until the next annual meeting of the Board of Directors or until his respective successor is duly elected and qualified:

RANDALL W. YORK, President  
CHRIS FOLGMAN, Treasurer  
RANDALL W. YORK, Secretary

5. Bank Account.

RESOLVED, That \_\_\_\_\_ is hereby designated a depository for the Corporation.

FURTHER RESOLVED, That the bank resolution(s) in the form attached to this Consent of Directors dealing with the designation of said bank or banks a depository or depositories for the Corporation be and hereby are adopted as resolutions of the Board of Directors;

FURTHER RESOLVED, That the proper officers of the Corporation be and hereby are authorized and directed to open such additional accounts with said bank or any other bank as may be selected as depositories for the Corporation in the discretion of any of the Officers of the Corporation, drafts, checks and notes of the Corporation, payable on said accounts to be made in the corporate name;

FURTHER RESOLVED, That such Officers be and hereby are authorized to execute and deliver corporate resolutions on such forms as may be presented or required by said banks; said forms to be completed with such information as the executing officers may deem to be in the best interest of the Corporation;

FURTHER RESOLVED, That all such resolutions which may be required by banks hereafter selected by the Corporation dealing with the designation of such banks as depositories be and hereby are adopted as resolutions of the Board of Directors; and the Secretary or Assistant Secretary of the Corporation may hereafter attest to and execute such bank resolutions and/or forms without additional action of the Board of Directors.

6. Fiscal Year.

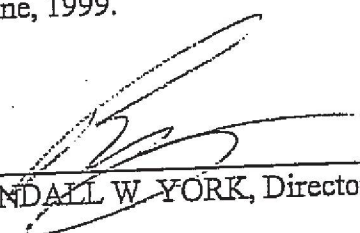
RESOLVED, That the fiscal year of the Corporation is hereby determined to commence on January 1 of each year and end on December 31 of the same year, until otherwise determined by this Board of Directors.



7. Organizational Expenses.

RESOLVED, That the Treasurer be and hereby is authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

IN WITNESS WHEREOF, The hand and seal of each member of the Board of Directors is set forth below, effective as of the 4<sup>th</sup> day of June, 1999.

  
\_\_\_\_\_  
RANDALL W. YORK, Director

MINUTES OF ACTION OF  
BOARD OF DIRECTORS OF  
MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC.  
TAKEN BY UNANIMOUS WRITTEN CONSENT  
IN LIEU OF MEETING

The undersigned, comprising all the Directors of MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Corporation"), by signing hereunder do hereby unanimously consent without a meeting to the adoption of the following actions, which shall reflect actions taken as at a special meeting of the Board of Directors pursuant to §14-3-821 of the Georgia Nonprofit Corporation Code:

1. The following named persons are hereby elected to the offices set opposite their names to serve from the date hereof for the next twelve (12) months or until their successors are duly elected and qualified, whichever is later, unless they are terminated or removed or they resign:

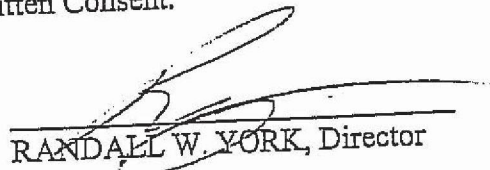
President and Secretary  
RANDALL W. YORK  
1878 Grayson Highway  
Grayson, GA 30017

Treasurer  
CHRIS FOLGMAN  
1878 Grayson Highway  
Grayson, GA 30017

2. The business transactions of the Corporation since the inception of the Corporation and all actions of the Officers and of the Board of Directors during such time period are hereby ratified and approved.
3. The Profit and Loss Statement and Balance Sheet of the Corporation, for the preceding year, submitted by the President are approved.
4. The Certificate submitted by the Secretary is approved.
5. The Secretary is directed to file this Consent in the Minute Book of the Corporation.

Effective the 30th day of April, 2001. We consent to the above.

THIS UNANIMOUS WRITTEN CONSENT is executed in multiple counterparts by the undersigned who constitute all of the Directors of the Corporation, effective on the day and date first written above, and each executed original when conformed with all of the other counterparts shall be deemed the original Unanimous Written Consent.

  
RANDALL W. YORK, Director



**MINUTES OF ACTION OF  
BOARD OF DIRECTORS OF  
MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC.  
TAKEN BY UNANIMOUS WRITTEN CONSENT  
IN LIEU OF MEETING**

Pursuant to Section 14-3-821 of the Georgia Nonprofit Corporation Code (Official Code of Ga. Ann. [Michie 1982]), the undersigned, constituting the entire Board of Directors of MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC., hereby consent to and adopt the following resolutions, which action shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of said corporation, duly called and held pursuant to applicable provisions of the Georgia Nonprofit Corporation Code, and direct that this written consent to such action shall be filed with the minutes of the proceedings of the shareholders and directors of the corporation.

RESOLVED, that the Board of Directors of the Corporation hereby take action necessary to restate the Articles of Incorporation of the Corporation to appropriately provide for non-profit status.

The President, or any other officer acting at his direction, is authorized and directed to file all papers with the Secretary of State of the State of Georgia and take all other action necessary to effect the restatement.

IN WITNESS WHEREOF, The hand and seal of each member of the Board of Directors is set forth below, effective May 4, 2001.

  
\_\_\_\_\_  
RANDALL W. YORK, Director

**ARTICLES OF RESTATEMENT  
OF  
MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC.**

Pursuant to O.C.G.A. § 14-3-1006 of the Georgia Nonprofit Corporation Code, MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC., a Georgia corporation, hereby submits the following Articles of Restatement:

1.

The name of the corporation is:  
MONFORT ESTATES HOMEOWNERS ASSOCIATION, INC.

2.

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

3.

The corporation is organized and shall be operated exclusively for furthering the common good and general welfare of the members of the Corporation. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, trustee, officer, member, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this clause. The Corporation shall never be authorized to engaged 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 Corporation is organized.

4.

In carrying out the purposes stated hereinabove, the Corporation shall possess and may exercise any and all powers granted to nonprofit corporations under the Georgia Nonprofit Corporation Code, as amended from time to time, subject, however, to the limitations set forth herein.

5.

The affairs of the Corporation shall be managed by a board of directors. The method of electing the members of the board of directors shall be determined by the bylaws of the Corporation.

6.

The corporation shall have members without certificates or shares of stock. Eligibility for membership shall be determined by the bylaws of the Corporation.

7.

Upon the dissolution of the corporation, net assets (those remaining after payment of all outstanding debts of the Corporation) shall be distributed among the members of the Corporation as of the date of dissolution in accordance with their voting membership interests.

8.

No director shall be liable to the corporation or its members for monetary damages for any action taken, or failure to take any action, as a director, except liability:

- a. For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;
- b. For acts or omissions which involve intentional misconduct or a knowing violation of law;
- c. For the types of liabilities set forth in O.C.G.A. § 14-3-860 through § 14-3-860; or
- d. For any transaction from which the director received an improper personal benefit, provided, however, that the within provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the effective date hereof.

9.

The initial registered office of the corporation shall be at 1878 Grayson Highway, Grayson, Gwinnett County, Georgia 30017. The initial registered agent of the corporation at such address shall be RANDALL W. YORK.

10.

The mailing address of the initial principal office of the corporation is:

1878 Grayson Highway  
Grayson, GA 30017

11.

The name and the address of the incorporator is:

Randall W. York  
1878 Grayson Highway  
Grayson, GA 30017

12.


The filing of the within Articles of Restatement was duly approved by the Board of Directors by resolution dated May 4, 2001, adopted in accordance with O.C.G.A. § 14-3-1006 of the Georgia Nonprofit Corporation Code.




13.

The filing of the within Articles of Restatement did not require the approval of any members or any other person other than the Board of Directors.

IN WITNESS WHEREOF, the undersigned executes these Articles of Restatement.

  
\_\_\_\_\_  
RANDALL W. YORK, President

Attest:   
\_\_\_\_\_  
RANDALL W. YORK, Secretary

(CORPORATE SEAL)

SECRETARY OF STATE  
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