

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

DUO CONDOMINIUM ASSOCIATON, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **04/21/2006** by the filing of articles of incorporation 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.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on April 21, 2006

Cathy Cox
Secretary of State

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ARTICLES OF INCORPORATION
OF
DUO CONDOMINIUM ASSOCIATION, INC.

1. Name. The name of the Corporation is Duo Condominium Association, Inc. ("Corporation" or "Association").

2. Duration. The Corporation shall have perpetual duration.

3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-1, *et seq.*, as amended

4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members.

a. In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Condominium for Duo, a Condominium, as may hereinafter be amended, filed of record in the Office of the Clerk of the Superior Court of Fulton County, Georgia ("Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association ("Bylaws"), and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of units in the condominium development as described in the Declaration.

b. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors of the Association:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Georgia in effect from time to time; and

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, the Declaration, or the Georgia Condominium Act, including, without limitation, the following:

(A) to fix and to collect assessments or other charges to be levied against the units;

(B) to manage, control, operate, maintain, repair, and improve the common area and facilities, and property subsequently acquired by the

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Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration, or contract, has a right or duty to provide such services;

(C) to enforce covenants, conditions, and restrictions affecting any property to the extent the Association may be authorized to do;

(D) to engage in activities which will actively foster, promote, and advance the common interests of all owners of units at the development;

(E) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(F) to borrow money for any purpose as may be limited in the Declaration;

(G) to enter into, make, perform, or 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;

(H) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(I) to adopt, alter, and amend or repeal such bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such bylaws may not be inconsistent with or contrary to any provisions of the Declaration or the Georgia Condominium Act, O.C.G.A. § 44-3-70, *et seq.*, or the Georgia Nonprofit Corporation Code;

(J) to participate in mergers and consolidations with other nonprofit corporations upon the affirmative vote of at least two-thirds (2/3) of the total eligible votes of the members; and

(K) to provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

5. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All unit owners, by virtue of their ownership of units in the condominium, are members of the Association. The members shall be entitled to one (1) vote for each unit in which they hold the interest required for membership, in accordance with the Declaration.

6. Board of Directors. The affairs of the Corporation shall be governed by a Board of Directors, the number, qualification, and method of election of which shall be set in the Corporation's

Bylaws. The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The initial Board of Directors of the Corporation shall have one (1) director, and the name and address of the person who is to serve as the initial director is as follows:

NAME

ADDRESS

Scott L. Leventhal

One Overton Park, Suite 1150
3625 Cumberland Boulevard
Atlanta, Georgia 30339

7. Liability of Directors. To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

8. Dissolution. The Corporation may be dissolved only pursuant to a resolution duly adopted by the Board of Directors and approved by the vote of not less than two-thirds (2/3) of the total eligible votes of the members.

9. Amendments. These Articles of Incorporation may be amended as provided by the Georgia Nonprofit Corporation Code pursuant to a resolution duly adopted by the Board of Directors and approved by the affirmative vote of the members of the Association entitled to cast at least two-thirds (2/3) of the votes which members present in person or by proxy cast at a meeting of the members of the Association or by members casting at least a majority of the total eligible votes of the members, whichever is less; provided that, no members shall be entitled to vote on any amendment to these Articles of Incorporation which is for the sole purpose of complying with the requirements of any governmental (including, without limitation, the U.S. Department of Housing and Urban Development or the U.S. Department of Veterans Affairs) or government-sponsored enterprise authorized to fund, insure or guarantee Mortgages on individual units in the condominium, which amendment may be adopted by the Board of Directors acting alone.


10. Incorporator. The name and address of the incorporator is as follows:

Jane C. Kotake, Esq.
Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326

11. Registered Agent and Office. The initial registered office of the Corporation is One Overton Park, Suite 1150, 3625 Cumberland Boulevard, Atlanta, Georgia 30339, and the initial registered agent at such address is Scott L. Leventhal.

12. Initial Principal Office. The mailing address of the initial principal office of the Corporation is One Overton Park, Suite 1150, 3625 Cumberland Boulevard, Atlanta, Georgia 30339.

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



Jane C. Kotake, Esq., Incorporator

Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326

**ACTION BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF
THE ORGANIZATIONAL MEETING OF THE DIRECTORS OF
DUO CONDOMINIUM ASSOCIATION, INC.**

The undersigned, being the initial director of DUO Condominium Association, Inc. ("Corporation"), named in the Action of Incorporation of DUO Condominium Association, Inc., by written consent in lieu of a meeting, hereby consents to and adopts the following resolutions at the Organizational Meeting of Directors of the Corporation and hereby directs that this written consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

1.

RESOLVED, that the *Articles of Incorporation of the Corporation* filed with the Secretary of State of Georgia on April 22, 2006, are hereby accepted and approved for and on behalf of the Corporation;

2.

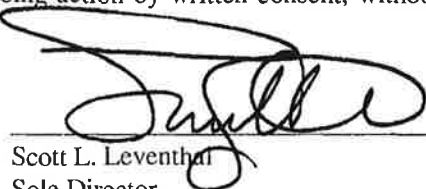
RESOLVED, that the bylaws attached hereto and incorporated herein by this reference are hereby adopted as the bylaws of the Corporation for the regulation and management of its affairs;

3.

RESOLVED, that SCOTT L. LEVENTHAL, the initial director of the Corporation is hereby appointed as President and Secretary/Treasurer.

4.

The undersigned, being the sole initial director of DUO Condominium Association, Inc., elected by the incorporator, hereby consents to and takes the foregoing action by written consent, without a meeting effective as of the 21st day of April, 2006.



Scott L. Leventhal
Sole Director

**WEISSMAN, NOWACK,
CURRY & WILCO, P. C.**
ATTORNEYS AT LAW

April 21, 2006

Marietta Daily Report
P. O. Box 449
Marietta, GA 30061

Re: Notice of Intent to Incorporate

Dear Sir or Madam:

You are requested to publish once a week for two consecutive weeks, commencing within ten days after receipt of this request, a notice in the following form:

Notice is given that articles of incorporation that will incorporate DUO CONDOMINIUM ASSOCIATION, INC., will be delivered to the Secretary of State for filing in accordance with the Georgia Nonprofit Corporation Code. The initial registered office of the corporation will be located at One Overton Park, Suite 1150, 3625 Cumberland Blvd., Atlanta, Cobb County, GA 30339 and its initial registered agent at such address is Scott Leventhal.

Enclosed is a check in the amount of \$40 in payment of cost of publishing this notice.

Sincerely,



Leslie C. Harvey
Paralegal

/lh
Enclosure

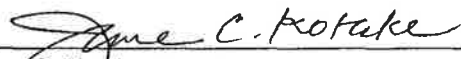
**ACTION OF INCORPORATOR OF
DUO CONDOMINIUM ASSOCIATION, INC.
BY WRITTEN CONSENT IN LIEU OF A MEETING**

The undersigned, being the sole incorporator of DUO Condominium Association, Inc. ("Corporation"), under its Articles of Incorporation filed with the Secretary of State of the State of Georgia on April 21, 2006, does hereby take the following action as the action of the incorporator of the Corporation pursuant to O.C.G.A. § 14-3-205 and in accordance therewith and directs that this instrument be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

RESOLVED, that SCOTT L. LEVENTHAL is hereby elected as the sole director of the Corporation to serve in such capacity until his successor has been duly elected and qualified or until his earlier, resignation, death or removal from office.

RESOLVED FURTHER, that the above-named director is authorized and directed to complete the organization of the Corporation.

The undersigned, by affixing his signature hereto does hereby consent to authorize and approve of and notify the foregoing in his capacity as the incorporator of the corporation as of the 21st day of April 2006.



Jane C. Kotake, Esq., Incorporator