

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

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

Marbella Condominium Association, Inc.

a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on 01/31/2017 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 in the City of Atlanta
and the State of Georgia on 02/02/2017



B. P. Kemp
Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION

Electronically Filed
Secretary of State
Filing Date: 1/31/2017 3:42:21 PM

BUSINESS INFORMATION

CONTROL NUMBER 17010510
BUSINESS NAME Marbella Condominium Association, Inc.
BUSINESS TYPE Domestic Nonprofit Corporation
EFFECTIVE DATE 01/31/2017

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

PRINCIPAL OFFICE ADDRESS

ADDRESS 165 Follins Lane, St. Simons Island, GA, 31522, USA

REGISTERED AGENT'S NAME AND ADDRESS

NAME	ADDRESS
Renae Kirk	165 Follins Lane, Glynn, St. Simons Island, GA, 31522, USA

INCORPORATOR(S)

NAME	TITLE	ADDRESS
Robert M. Cunningham	INCORPORATOR	777 Gloucester St., Ste. 400, Brunswick, GA, 31520, USA

MEMBER INFORMATION

The corporation will have members.

OPTIONAL PROVISIONS

(I.) The Corporation shall have no stock or stockholders; it is not organized and shall not operate for profit or for pecuniary gain; and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer or any private individual except that, pursuant to proper authorization, reasonable compensation may be had for services to or for the Corporation affecting one or more of its purposes. The Corporation 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 the furtherance of the purposes stated above for which the Corporation is organized. No substantial part of the activities of the Corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office. (II.) The purposes for which the Corporation is formed are: To promote the health, safety and welfare of condominium owners of Marbella Condominiums as set forth in the Declaration of Condominium for Marbella, a Condominium dated December 14, 2001, as amended (hereinafter, "Declaration"); to exercise the powers and responsibilities set forth in the Declaration and as otherwise provided by law; to fix assessments; provide for common expenses; and, where permitted by law, to do any other thing, act or undertaking as, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the condominium owners. (III.) The affairs of the Corporation shall be managed by a Board of Directors who shall be members of the Corporation. The initial Board of Directors shall consist of three (3) directors who shall hold office until the election of their successors. (IV.) The Corporation will have members. Every condominium owner as defined in the Declaration, as amended from time to time, shall be a member of the Corporation so long as such person or entity continues as an owner provided that no person or entity who holds an interest or title interest merely as security or collateral for the performance of any obligation shall be deemed to be a member of the Corporation. Membership in the Corporation shall automatically transfer, with each deed transferring ownership. (V.) The voting shall be on a percentage basis and the percentage of votes to which each member is entitled is the percentage of ownership as outlined in the Declaration and the percentage of liabilities for common expenses as set forth in the Exhibit to the Declaration. Said percentage may not be divided and the vote shall not be cast in part. Voting rights may only be amended as set forth in the Declaration. (VI.) These Articles may be amended in accordance with the law, provided that the voting and quorum requirements specified for any action under any provisions of these Articles shall apply also to any amendment of such provisions, and provided further that no

amendment shall be effective, to impair or dilute any rights of members that are governed by the recorded Declaration applicable to the property (as for example, membership and voting rights) which are part of the property interest created thereby. (VII.) The By-Laws of the Corporation may be altered, amended or repealed and new By-Laws adopted, only by vote of the members as provided by such By-Laws and Declaration, provided such provisions shall be consistent with the voting requirements and with the applicable quorum requirements. (VIII.) The Corporation may be dissolved only with the assent given, in writing, and signed by the members entitled to cast seventy-five percent (75%) of the votes in the Corporation. Written notice of a proposal to dissolve setting forth the reason therefor and the disposition to be made of the assets (in accordance with the Articles and the By-Laws of the Corporation) shall be mailed to every member, and every mortgage holder of a condominium, at least ninety (90) days in advance of any action taken on a proposal to dissolve the Corporation. (IX.) Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted by the Corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title to any member vested in him under the Declaration and deeds applicable to the properties unless made in accordance with the provisions of the Declaration and deeds.

AUTHORIZER INFORMATION

AUTHORIZER SIGNATURE Robert M. Cunningham
AUTHORIZER TITLE Incorporator

ARTICLES OF INCORPORATION

OF

MARBELLA CONDOMINIUM ASSOCIATION, INC.

I.

The name of the corporation shall be: "Marbella Condominium Association, Inc." (the "Corporation").

II.

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended, and shall have perpetual duration.

III.

The Corporation shall have no stock or stockholders; it is not organized and shall not operate for profit or for pecuniary gain; and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer or any private individual except that, pursuant to proper authorization, reasonable compensation may be had for services to or for the Corporation affecting one or more of its purposes. The Corporation 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 the furtherance of the purposes stated above for which the Corporation is organized. No substantial part of the activities of the Corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

IV.

The purposes for which the Corporation is formed are: To promote the health, safety and welfare of condominium owners of Marbella Condominiums as set forth in the Declaration of Condominium for Marbella, a Condominium dated December 14, 2001, as amended (hereinafter, "Declaration"); to exercise the powers and responsibilities set forth in the Declaration and as otherwise provided by law; to fix assessments; provide for common expenses; and, where permitted by law, to do any other thing, act or undertaking as, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the condominium owners.

V.

The initial registered office of the Corporation shall be located at 165 Follins Lane, St. Simons Island, Glynn County, Georgia 31522. The initial registered agent at such address is Renae M. Kirk.

VI.

The mailing address of the initial principal office of the corporation shall be 165 Follins Lane, St. Simons Island, Glynn County, Georgia 31522.

VII.

The affairs of the Corporation shall be managed by a Board of Directors who shall be members of the Corporation. The initial Board of Directors shall consist of three (3) directors who shall hold office until the election of their successors.

VIII.

The Corporation will have members. Every condominium owner as defined in the Declaration, as amended from time to time, shall be a member of the Corporation so long as such person or entity continues as an owner provided that no person or entity who holds an interest or title interest merely as security or collateral for the performance of any obligation shall be deemed to be a member of the Corporation. Membership in the Corporation shall automatically transfer, with each deed transferring ownership.

IX.

The voting shall be on a percentage basis and the percentage of votes to which each member is entitled is the percentage of ownership as outlined in the Declaration and the percentage of liabilities for common expenses as set forth in the Exhibit to the Declaration. Said percentage may not be divided and the vote shall not be cast in part. Voting rights may only be amended as set forth in the Declaration.

X.

These Articles may be amended in accordance with the law, provided that the voting and quorum requirements specified for any action under any provisions of these Articles shall apply also to any amendment of such provisions, and provided further that no amendment shall be effective, to impair or dilute any rights of members that are governed by the recorded Declaration applicable to the property (as for example, membership and voting rights) which are part of the property interest created thereby.

XI.

The By-Laws of the Corporation may be altered, amended or repealed and new By-Laws adopted, only by vote of the members as provided by such By-Laws and Declaration, provided such provisions shall be consistent with the voting requirements and with the applicable quorum requirements.

XII.

The Corporation may be dissolved only with the assent given, in writing, and signed by the members entitled to cast seventy-five percent (75%) of the votes in the Corporation. Written notice of a proposal to dissolve setting forth the reason therefor and the disposition to be made of the

assets (in accordance with the Articles and the By-Laws of the Corporation) shall be mailed to every member, and every mortgage holder of a condominium, at least ninety (90) days in advance of any action taken on a proposal to dissolve the Corporation.

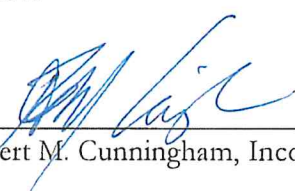
XIII.

Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted by the Corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title to any member vested in him under the Declaration and deeds applicable to the properties unless made in accordance with the provisions of the Declaration and deeds.

XIV.

The name of the incorporator is Robert M. Cunningham, whose address is Hunter, Maclean, Exley & Dunn, P.C., 777 Gloucester Street, Suite 400, Brunswick, Georgia 31520.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this 31st day of January, 2017.



Robert M. Cunningham, Incorporator