

**ARTICLES OF INCORPORATION
FOR
MARSH HARBOUR AT KINGSLAND PROPERTY
OWNERS ASSOCIATION, LTD.**

ARTICLE I

The name of the corporation shall be:

“Marsh Harbour at Kingsland Property Owners Association, Ltd.” and is hereinafter referred to as the “Association.”

ARTICLE II

The Association is organized pursuant to the provisions of: (a) the Georgia Nonprofit Corporation Code, (b) the Georgia Property Owners’ Association Act (the “Act”), and (c) that certain Declaration of Covenants and Restrictions for Marsh Harbour recorded with the Clerk of the Superior Court of Camden County, Georgia, and which is hereinafter referred to as the “Declaration.” All terms used in these Articles of Incorporation shall have the meanings ascribed thereto in the Declaration, unless different meanings are set forth for such terms herein.

ARTICLE III

The purposes for which the Association is organized are to provide for the ownership, management and operation of the Common Area, the enforcement of the covenants and restrictions set forth in the Declaration, and to levy assessments against the members of the Association in accordance with the terms and provisions of the Declaration in order to raise the funds required by the Association to defray the expenses which the Association shall incur in

carrying out such purposes. The Association shall have all of the powers and authority provided to the Association by the provisions of §44-3-231 of the Act.

The Association is not organized for, and shall not be operated for, pecuniary gain or profit. No part of the net earnings of the Association shall inure to the benefit of any private individual.

ARTICLE IV

The duration of the Association shall be perpetual.

ARTICLE V

Each natural person, corporation, trust, partnership or other legal entity who shall own of record a fee or undivided fee interest in any Lot shall automatically be a member of the Association; provided, however, that any natural person, corporation, trust, partnership or other legal entity who owns such interest merely as security for the performance of an obligation shall not be a member of the Association. Such membership shall be appurtenant to, and shall not be separated from, the record ownership of the Lot, and the transfer of record of an ownership interest in any Lot shall automatically transfer membership in the Association.

The Association shall have two classes of membership: Class A and Class B.

The Class A members shall be all those persons holding an interest required for membership in the Association, as hereinabove provided, except for the Class B member. Until such time as the Class A members shall be entitled to full voting privileges, as hereinbelow described, the Class A membership shall be a non-voting membership except as to such matters and in such events as are hereinafter specified.

The Class A members shall be entitled to voting privileges on the earlier of the following dates to occur: (i) the date on which the Declarant made so designate by a written designation executed by both the Declarant and by the holder or holders of any Mortgage upon any portion of the Marsh Harbour Property which is owned by the Declarant and which is recorded in the Deed Records of Camden County, Georgia, or (ii) the date on which the Declarant shall no longer own, or hold any right to purchase, any portion of the Marsh Harbour Property. Before the earlier of these dates to occur, the Class A members shall be entitled to vote only on (a) any proposal of merger, consolidation or dissolution of the Association; (b) any proposal pursuant to Article IX of the Declaration to amend the Declaration, and (c) any other matter for which it is specifically provided in the Declaration, or for which it is provided by the Act or the Georgia Nonprofit Corporation Code, that approval of each and every class of membership of the Association is required. When entitled to vote, Class A members shall be entitled to cast one vote for each Lot in which they hold an interest required for membership, as hereinabove provided.

The Declarant shall be the sole Class B member. Class B membership shall be a full voting membership and, during its existence, the Class B member shall be entitled to vote on all matters and in all events. At such time as the Class A members shall be entitled to full voting privileges, as hereinabove provided, the Class B membership shall automatically terminate and cease to exist, and the Class B member shall be and become a Class A member insofar as it may then hold any interest required for membership, as hereinabove provided.

From and after the date on which the Class B membership automatically terminates and ceases to exist, such membership shall not be renewed or reinstated.

ARTICLE VI

The directors of the Association shall be elected in the manner set forth in the Bylaws of the Association.

ARTICLE VII

The mailing address of the initial principal office of the Association and the address of the initial registered office of the Association shall be 777 Gloucester Street, Suite 401, Brunswick, Georgia 31521.

The initial registered agent of the Association at such address shall be James A. Bishop.

ARTICLE VIII

The initial Board of Directors of the Association shall number three (3) and the name and address of each person who is to serve as a member thereof is as follows:

John Ramsey
332 New Street
Macon, Georgia 31208

Terri Ramsey
332 New Street
Macon, Georgia 31208

James O'Neal DeWitt
332 New Street
Macon, Georgia 31208

ARTICLE IX

The name and address of the incorporator is Charles E. Murphy, Jr., Powell, Goldstein, Frazer & Murphy LLP, Sixteenth Floor, 191 Peachtree Street, N.E., Atlanta, Georgia 30303.

ARTICLE X

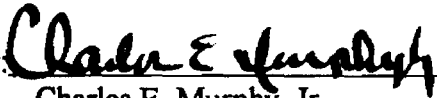
The Association may be dissolved only upon a resolution duly adopted by the Board of Directors, the affirmative vote of members of the Association who own not less than two-thirds (2/3rds) of the Lots (other than the Declarant), and the consent of the Declarant so long as the Declarant owns any Lot.

ARTICLE XI

These Articles of Incorporation may be amended only upon a resolution duly adopted by the Board of Directors, the affirmative vote of members who own at least two-thirds (2/3rds) of the Lots, and the consent of the Declarant, so long as the Declarant owns any Lot.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on this 29th day of March, 2000.

**MARSH HARBOUR AT KINGSLAND
PROPERTY OWNERS ASSOCIATION, LTD.**

By: 
Charles E. Murphy, Jr.
Incorporator

Charles E. Murphy, Jr., Esq.
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