

ARTICLES OF INCORPORATION

I.

The name of the Corporation is:

Haydens Walk Homeowner's Association, Inc.

II.

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

III.

The Corporation shall have perpetual duration.

IV.

The Corporation is organized to accept and undertake the functions and rights of Haydens Walk Development Company, L.P., a Georgia limited partnership (hereinafter referred to as "Declarant") under that certain Declaration of Protective Covenants for Haydens Walk dated May 31, 1990 (the "Declaration") and on file with the Office of the Clerk of the Superior Court of Fulton County as Book 13448 starting at Page 82 and to accept, own and manage property received from Declarant under the Declaration, and undertake all other such actions as provided under the Declaration with respect to Westgate Center and for the purpose of engaging in any and all lawful business not specifically prohibited to the Corporation under the laws of the State of Georgia including the Georgia Nonprofit Corporation Code, related to the management and operation of Westgate Center. The Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Georgia

Nonprofit Corporation Code or under any act amendatory thereof, supplemental thereto or substituted therefor. Unless otherwise defined herein, all capitalized terms shall have the same meaning as ascribed to such capitalized terms in the Declaration.

No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (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 of the Corporation as herein stated). No substantial part of the activities of the Corporation shall be the direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

V.

Directors of the Corporation shall be elected by the method set forth in the Declaration and in the Corporation's Bylaws as amended from time to time.

VI.

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach

of fiduciary duty of care or other duty as a director, except that this Article VI shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derives an improper personal benefit. Neither the amendment nor repeal of this Article VI, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any act of failure to act, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Georgia Nonprofit Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Nonprofit Corporation Code.

VII.

The Corporation shall have two (2) classes of Members as provided in the Bylaws and Declaration. Members shall have the voting rights as provided in the Bylaws and the Declaration.

VIII.

The initial registered office of the Corporation shall be at 1600 Atlanta Financial Center, 3343 Peachtree Road, N. E.,

Atlanta, Georgia 30326. The initial registered agent of the Corporation shall be Frank B. Bazzel.

X.

The initial Board of Directors shall consist of three (3) members who shall be as follows:

David L. Smith
5605 Glenridge Drive
Suite 800
Atlanta, Georgia 30342

Lary Mahoney
5605 Glenridge Drive
Suite 800
Atlanta, Georgia 30342

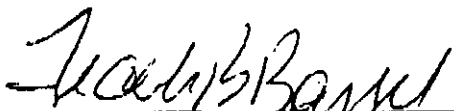
William J. Ward
5605 Glenridge Drive
Suite 800
Atlanta, Georgia 30342

XI.

The name and address of the incorporator is:

Frank B. Bazzel
Morris, Manning & Martin
1600 East Tower
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326

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



Frank B. Bazzel, Incorporator


6/19/91

SECRETARY

CERTIFICATE OF INCORPORATOR

The undersigned, being the Incorporator of Haydens Walk Homeowner's Association, Inc., certifies that, prior to the filing of the Articles of Incorporation of Haydens Walk Homeowner's Association, Inc., a request for publication of a notice of intent to file the Articles of Incorporation and payment therefor was mailed or delivered to the Fulton County Daily Report as required by §14-3-132 of the Georgia Nonprofit Corporation Code.

This 4th day of June, 1990.



Frank B. Bazzel, Incorporator of
Haydens Walk Homeowner's
Association, Inc.