

ARTICLES OF INCORPORATION
OF
ADOHI OWNER'S ASSOCIATION, INC.

Pursuant to the provisions of Section 14-3-202 of the Georgia Non-Profit Corporation Act, as amended, the undersigned delivers the following Articles of Incorporation for filing with the Georgia Secretary of State.

ARTICLE 1

The name of the corporation is Adohi Owner's Association, Inc. The duration of the corporation is perpetual.

ARTICLE 2

The corporation is a mutual benefit corporation and is not organized for profit.

ARTICLE 3

The address of the principal office of the corporation in the State of Georgia is 285 Tucker Branch Rd., Rising Fawn, GA 30738. The e-mail address of the principal office is jrm@renewthenoog.com.

ARTICLE 4

The address of the registered office of the corporation is 285 Tucker Branch Rd., Rising Fawn, GA 30738. The name of the official Registered Agent at that office is Jay Martin.

ARTICLE 5

The purpose for which the corporation is organized is to operate, manage, maintain and administer the affairs of Adohi Owner's Association of Adohi Preserve (the "Residential Community"), to be established pursuant to the Declaration previously filed or to be filed in the Superior Court Clerk's Office of Dade County Georgia and any and all amendments thereto, and to exercise all powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws and any and all amendments thereto.

The foregoing statement 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 or otherwise allowed by the Declaration or Bylaws.

ARTICLE 6

The defined terms used in the Declaration and Bylaws shall have the same meanings given to them in these Articles of Incorporation. In the event of conflict, the terms of these Articles of Incorporation shall control.

ARTICLE 7

The corporation shall have members, and each Owner, as defined in the Declaration, shall be a member of the corporation and no other person or entity shall be entitled to membership. No Owner shall be required to pay any consideration solely for his or her membership in the corporation.

ARTICLE 8

(a) The number of Directors of the Board of the corporation shall be fixed by the Bylaws of the corporation but shall not be less than three (3) Directors.

(b) The initial Board of Directors shall be composed of the following individuals:

Jay Martin
Christopher Moore
Charles Garber

ARTICLE 9

Upon the dissolution of the corporation, all assets of the corporation shall be distributed to the members pro rate in accordance with their respective membership interest in the corporation.

ARTICLE 10

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including reasonable legal fees, incurred by or imposed on such Director or Officer in connection with any suit, action, or other controversy or proceeding to which he or she may be made a party, or may become involved, by reason of being or having been a Director or Officer of the Association, except in cases where such Director or Officer (a) receives a financial benefit to which the Director or Officer is not entitled; (b) an intentional infliction of harm; (c) a violation of Section 14-3-860 or 14-3-864 of the Georgia Non-Profit Corporation Act; or (d) an intentional violation of criminal law; provided, that in the event of a settlement of any such controversy or proceeding, the indemnification herein shall apply only when the Board of Directors approve such settlement and any related reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any Director or Officer may be entitled.

ARTICLE 11

A Director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a Director; provided, however, that this provision does not eliminate or limit the liability of a Director (a) for any breach of the Director's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) under Sections 14-3-860 and 14-3-864 of the Georgia Non-Profit Corporation Act. If Georgia law is amended or modified to authorize corporate action eliminating or further limiting the personal liability of Directors, the liability of a Director of the corporation shall be eliminated or limited, without the necessity of further amendment of this Charter, to the fullest extent permitted by Georgia law. Any repeal or modification of the provisions of this Article 11 shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification.

ARTICLE 12

No provision of this Charter shall be amended or modified during the time Developer owns a Lot in the Development, as defined in the Declaration, without the Developer's express written consent. Following such period, this Charter shall not be amended or modified unless sixty-seven percent (67%) of the members entitled to vote in accordance with the Bylaws consent to such change.

ARTICLE 13

The complete name and address of the Incorporator is as follows:

John Templeton
Market Court, Suite 300
537 Market Street
Chattanooga, Tennessee 37402

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation for Adohi Owner's Association, Inc.

Dated this _____ day of _____, 2025.

John Templeton – Incorporator