

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

**BIG CANOE PROPERTY OWNERS
ASSOCIATION, INC.**
a Domestic Non-Profit Corporation

has amended and filed duly restated articles on **08/09/2011** in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on August 9, 2011



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp
Secretary of State

Weissman Nowack
Curry & Wilco, P.C. 
ATTORNEYS AT LAW

RESTATED ARTICLES OF INCORPORATION
OF

BIG CANOE PROPERTY OWNERS ASSOCIATION, INC. ASSOCIATION, INC.

1. **Name.** The name of the Association is Big Canoe Property Owners Association, Inc. Association, Inc. ("Association").
2. **Applicable Statute.** The Association is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-101, *et seq.*, as amended ("Georgia Nonprofit Corporation Code").
3. **Membership.** The corporation will have members.
4. **Voting.** All Owners, by virtue of their ownership of Property in the Community, are members of the Association. The members shall be entitled to vote as provided in the Amended and Restated General Declaration of Covenants and Restrictions of the Big Canoe Property Owners Association and Big Canoe Company, recorded on July 13, 1988 in Deed Book 111, Page 281 Dawson County; recorded on July 7, 1988 in Deed Book 139, Page 390 Pickens County, as amended and as may be amended ("Declaration").
5. **Purposes and Powers.** The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. The Association shall have all of the powers conferred upon nonprofit corporations by common law, the statutes of the State of Georgia in effect from time to time, and 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, or the Declaration.

To be a private, nonprofit corporation operated exclusively for pleasure, recreation, and other non-profitable purposes, no part of the net earnings of which shall inure to the benefit of any member or individual;

To promote the health, safety and welfare of the property owners within the boundary of that certain real estate development community situated in Dawson and Pickens Counties, Georgia, currently entitled "Big Canoe" (such community as it now or hereafter exists being hereinafter referred to as the "development community"); and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided herein, and for this purpose (i) provide for the protection and preservation of the values, amenities and qualities in said development community and for the maintenance, administration, improvement, policing and preservation of common properties, grounds and open space, trails, recreation facilities, common services and the like; (ii) supplement services provided by state, county or municipal authorities; (iii) fix, collect and disburse all assessments and charges to be levied against the property in said development community, and (iv) perform the functions and exercise the powers delegated to the corporation by and enforce any and all covenants, restrictions and agreements applicable to said property;

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 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

State of Georgia
Amend/Restate 4 Page(s)



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6. **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 Association shall be personally liable to the Association 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 Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7. **Dissolution.** The Association 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 Association Vote.

8. **Definitions.** Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Declaration

9. **Approval of Restated Articles.** These Restated Articles were adopted by the Board of Directors in accordance with O.C.G.A § 14-3-1006.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 20th day of July, 2011.

**BIG CANOE PROPERTY OWNERS
ASSOCIATION, INC.**

By: Richard M. Andersen
President

Attest: Bird Wilson
Secretary

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SECRETARY OF STATE
CORPORATIONS DIVISION

**RESOLUTION TO ADOPT
RESTATED ARTICLES OF INCORPORATION**

WHEREAS, the current Articles of Incorporation were amended and restated in 1987 and;

WHEREAS, the current Articles of Incorporation can be interpreted to limit the POA's ability to represent the property owners' interests outside the community and;

WHEREAS, the current Articles contain matters that are more properly included in the General Declaration of Covenants and Restrictions and;

WHEREAS, some matters in the current Articles are in conflict with Article X of the Covenants and;

WHEREAS, the current Articles are more extensive than required to accomplish their purpose and;

WHEREAS, the Board of Directors for those reasons desires to and has the authority to adopt Restated Articles of Incorporation for the Association and;

NOW THEREFORE BE IT RESOLVED that the Big Canoe Property Owners Association, Inc. does hereby adopt the Restated Articles of Incorporation to be dated July 20, 2011.

APPROVED this 20th day of July, 2011.


Signature - Board Member


Signature - Board Member


Signature - Board Member


Signature - Board Member


Signature - Board Member


Signature - Board Member




Signature - Board Member

CORPORATIONS DIVISION
SECRETARY OF STATE
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