

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, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Village Stacks Condominium Association, Inc.
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **05/22/2020** 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 **06/16/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**ARTICLES OF INCORPORATION
OF
VILLAGE STACKS CONDOMINIUM ASSOCIATION, INC.**

Article 1. Name. The name of the Corporation is Village Stacks Condominium Association, Inc. ("Corporation" or "Association").

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-101, et seq., as amended and the Georgia Condominium Act, O.C.G.A. § 44-3-75, et seq., as amended.

Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its members.

a. In way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration of Condominium Village Stacks Condominium that will be recorded in the DeKalb County, Georgia land records, ("Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association ("Bylaws") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the Owners of Units in the Village Stacks Condominium development as described in the Declaration.

b. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors of the Association:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Georgia in effect from time to time; and

(ii) 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, the Declaration, including, without limitation, the following:

(A) to fix and to collect assessments or other charges to be levied against the lots;

(B) to manage, control, operate, maintain, repair, and improve the Common Elements and facilities, and property subsequently acquired by the Corporation, or any property owned by another, for which the Corporation, by rule, regulation, Declaration, Bylaws or contract, has a right or duty to provide such services;

(C) to enforce covenants, conditions, and restrictions affecting the Condominium to the extent the Association may be authorized to do;

(D) to engage in activities that will actively foster, promote, and advance the common interests of all Owners of Units at the Condominium;

(E) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(F) to borrow money for any purpose as may be limited in the Declaration or Bylaws;

(G) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(H) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(I) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association;

(J) to participate in mergers and consolidations with other nonprofit corporations upon the affirmative vote of at least two thirds (2/3) of the total eligible votes of the members; and

(K) to provide any and all supplemental municipal services as may be necessary or proper.

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 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All Unit Owners, by virtue of their ownership of Units at Village Stacks Condominium, are Members of the Association. The Members shall be entitled to one (1) vote for each Unit in which they hold the interest required for membership, in accordance with the Declaration.

Article 6. Board of Directors. The affairs of the Corporation shall be governed by a Board of Directors, the number, qualification, and method of election of which shall be set in the Corporation's Bylaws. The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The initial Board of Directors of the Corporation shall have one director as follows:

NAME

ADDRESS

T.J. LaValle, Jr.

430 Plasters Ave, N.E., Suite 100
Atlanta, Georgia 30324-3912

Article 7. 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 Corporation shall be personally liable to the Corporation 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 Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 8. Dissolution. The Corporation 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 eligible votes of the members.

Article 9. Amendments. These Articles of Incorporation may be amended as provided by the Georgia Nonprofit Corporation Code pursuant to a resolution duly adopted by the Board of Directors and approved by the affirmative vote of the members of the Association entitled to cast at least two thirds (2/3) of the votes which members present in person or by proxy cast at a meeting of the members of the Association or by members casting at least a majority of the total eligible votes of the members, whichever is less; provided that, no Members shall be entitled to vote on any amendment to these Articles of Incorporation which is for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity authorized to fund, insure or guarantee Mortgages on individual Units at Village Stacks Condominium, which amendment may be adopted by the Board of Directors acting alone.

Article 10. Incorporator. The name and address of the incorporator is as follows:

Jamie Platt Lyons, Esq.
Lazega & Johanson, LLC
P.O. Box 250800
Atlanta, Georgia 30325

Article 11. Registered Agent and Office. The initial registered office of the Corporation is Tomas Sepanski at 101 Woodsford Road, Sharpsburg, Coweta County, Georgia 30277.

Article 12. Initial Principal Office. The mailing address of the initial principal office of the Corporation is P.O. Box 71187, Newnan, Georgia 30271.

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



Jamie Platt Lyons, Esq., Incorporator

Lazega & Johanson, LLC
P.O. Box 250800
Atlanta, Georgia 30325
(404) 350-1192



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 5/22/2020 5:02:31 PM

TRANSMITTAL INFORMATION FORM
GEORGIA PROFIT, NONPROFIT OR PROFESSIONAL CORPORATION

Primary Email Address: **tsepanski@bellsouth.net**

1. Entity Type (check one only) Profit Corporation Nonprofit Corporation Professional Corporation

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Village Stacks Condominium Association, Inc.

Corporate Name (List exactly as it appears in articles.)

2. **Lazega & Johanson LLC**

Name of Person Filing Articles of Incorporation

P.O. Box 250800

Address

Atlanta

City

GA

State

30325

Zip Code

3. **P.O. Box 71187**

Principal Office Mailing Address of Profit/Non Profit Corporation (Unlike registered office address, this may be a post office box.)

Newnan

City

GA

State

30271

Zip Code

4. **Tomas Sepanski**

Name of Registered Agent in Georgia

101 Woodsford Road

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

Sharpsburg

City

Coweta

County

GA

State

30277

Zip Code

tsepanski@bellsouth.net

Registered Agent's Email Address

5. Name and Address of Each Incorporator

Jamie Platt Lyons

Incorporator

P.O. Box 250800

Address

Atlanta

City

GA

State

30325

Zip Code

6. ANNUAL REGISTRATION AGREEMENT

- n Georgia corporations incorporated between January 1 – October 1 must file its annual registration with the Secretary of State within 90 days after the date its articles of incorporation are filed with the Secretary of State.
- n Georgia corporations incorporated between October 2 – December 31 must file its annual registration with the Secretary of State between January 1 and April 1 of the next year succeeding the calendar year of its incorporation.

7. Submitted with this filing is a filing fee of \$100.00 payable to "Secretary of State". Filing fees are non-refundable. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Jamie Platt Lyons

Signature of Authorized Person