

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0533081
EFFECTIVE DATE: 05/05/2005
JURISDICTION : GEORGIA
REFERENCE : 0012
PRINT DATE : 05/14/2005
FORM NUMBER : 311

RICHARD W. JONES
115 PERIMETER CENTER PLACE
SUITE 170
ATLANTA, GA 30346

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

BROOK RUN CONSERVANCY, INC.
A DOMESTIC NONPROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above 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 the date set forth above.




Cathy Cox
Secretary of State



CATHY COX
Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

WARREN RARY
Director

ENRICO M. ROBINSON
Assistant Director

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #	
DOCKET CODE	DATE FILED	AMOUNT RECEIVED	CHECK/ RECEIPT #
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. ~~042590407~~ 05/23/02

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

Brook Run Conservancy, Inc.

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

2. Richard W. Jones 770-804-0500

Name of person filing articles (certificate will be mailed to this person, at address below) Telephone Number

115 Perimeter Center Place, Suite 170

Address

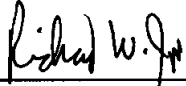
Atlanta Georgia 30346

City State Zip Code

3. Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) 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. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)



April 29, 2005

Authorized signature of person filing documents Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>

BROOK RUN CONSERVANCY, INC.
ARTICLES OF INCORPORATION

ARTICLE I.

The name of the Corporation is:

BROOK RUN CONSERVANCY, INC.

ARTICLE II.

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

ARTICLE III.

The Corporation shall have perpetual duration.

ARTICLE IV.

The purposes for which the Corporation is formed are the following:

(A) The Corporation is organized for the preservation and stewardship of land for ecological, recreational, scientific, historic, educational, agricultural, scenic or natural maintenance uses, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(B) This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, 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 set forth in this Article IV. No

substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V.

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and method of election shall be set out in the bylaws.

ARTICLE VI.

The Corporation shall have no members.

ARTICLE VII.

The initial registered office of the Corporation shall be at 115 Perimeter Center Place, Ste. 170, Atlanta, Dekalb County, Georgia 30346. The initial registered agent of the Corporation at such address shall be Richard W. Jones.

ARTICLE VIII.

(A) No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director; provided, that this

provision shall eliminate or limit the liability of a Director only to the maximum extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws.

(B) Any repeal or modification of Article VIII(A) by the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX.

The name and address of the incorporator is Richard W. Jones, 115 Perimeter Center Place, Ste. 170, Atlanta, Dekalb County, Georgia 30346.

ARTICLE X.

The mailing address of the initial principal office of the Corporation shall be as follows: 115 Perimeter Center Place, Ste. 170, Atlanta, Georgia 30346.

ARTICLE XI.

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to a governmental entity described in Section 170(b)(1)(A)(v) of the Code or to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for charitable purposes, as described in Article IV hereof, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code or the corresponding provisions of any future statute of the United States. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Dekalb County, Georgia shall make such distribution,

exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of May, 2005.

By: Richard W. Jones
Richard W. Jones, Incorporator

SECRETARY OF STATE
MAY - 5 P 4: 10
CORPORATIONS DIVISION



Brian P. Kemp
Secretary of State

STATE OF GEORGIA
2010 Corporation Annual Registration

OFFICE OF SECRETARY OF STATE
Annual Registration Filings
P.O. Box 23038
Columbus, Georgia 31902-3038

Control No: 0533081
Date Filed: 03/05/2010 09:54 AM
Brian P. Kemp
Secretary of State

Chauncey Newsome
Director

Information on record as of: 3/5/2010

Entity Control No. 0533081 **Amount Due: \$30.00** **Amount Due AFTER April 1, 2010: \$55.00**
BROOK RUN CONSERVANCY, INC.
115 PERIMETER CENTER PL #170
ATLANTA GA, 30346

Each business entity registered or filed with the Office of Secretary of State is required to file an annual registration. Amount due for this entity is indicated above and below on the remittance form. Annual fee is \$30. If amount is more than \$30, the total reflects amount(s) due from previous year(s) and any applicable late fee(s). **Renew by April 1, 2010.** Your Annual Registration must be postmarked by April 1, 2010. If your registration and payment are not postmarked by April 1, 2010, you will be assessed a \$25.00 late filing penalty fee.

For faster processing, we invite you to file your Annual Registration online with a credit card at www.georgiacorporations.org. The Corporations Division accepts Visa, MC, Discover, American Express and ATM/Debit Cards with the Visa or MC logo for online filings only. Annual Registrations not processed online require payment with a check, certified bank check or money order. **We cannot accept cash for payment.**

You may mail your registration in by submitting the bottom portion of this remittance with a check or money order payable to "Secretary of State". **All checks must be pre-printed with a complete address in order to be accepted by our offices for your filing. Absolutely, no counter or starter checks will be accepted. Failure to adhere to these guidelines will delay or possibly reject your filing.** Checks that are dishonored by your bank are subject to a \$30.00 NSF charge. Failure to honor your payment could result in a civil suit filed against you and/or your entity may be Administratively Dissolved by the Secretary of State. [See O.C.G.A. § 13-6-15 and Title 14, respectively.]

Officer, address and Agent information currently of record is listed below. Please verify "county of registered office." If correct and complete, detach bottom portion, sign, and return with payment. Or, enter changes as needed and submit. Complete each line, even if the same individual serves as Chief Executive Officer, Chief Financial Officer, and Secretary of the corporation.

Note: Registered Agent address must be a street address in Georgia where the agent may be served personally. A mail drop or P.O. Box does not comply with Georgia law for registered office. P.O. Boxes may be used for principal office and officers' addresses.

Any person authorized by the entity to do so may sign and file registration (including online filing). Additionally, a person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]

Please return ONLY the original form below and applicable fee(s). For more information on Annual Registrations or to file online, visit www.georgiacorporations.org. Or, call 404-656-2817. **PLEASE PRINT LEGIBLY.**

Current information printed below. Review and update as needed. Detach original coupon and return with payment.

CORPORATION NAME	ADDRESS	CITY	STATE	ZIP
BROOK RUN CONSERVANCY, INC.	115 PERIMETER CENTER PL #170	ATLANTA	GA	30346
CEO: William H. McCahan, President	2409 Delverton Drive	Dunwoody	GA	30338
CFO: Charles W. Robinson, Treasurer	4731 Holly Oak Place	Dunwoody	GA	30338
SEC: Richard W. Jones, Secretary	115 Perimeter Center Place	Atlanta	GA	30346
AGT: JONES, RICHARD W.	115 PERIMETER CENTER PL #170	ATLANTA	GA	30346
IF ABOVE INFORMATION HAS CHANGES, TYPE OR PRINT CORRECTIONS BELOW:				
CORPORATION ADDRESS:				
CEO:				
CFO:				
SEC:				
AGT:			GA	
I CERTIFY THAT I AM AUTHORIZED TO SIGN THIS FORM AND THAT THE INFORMATION IS TRUE AND CORRECT.	<i>P.O. BOX NOT ACCEPTABLE FOR REGISTERED AGENT'S ADDRESS</i>	COUNTY OF REGISTERED OFFICE: DEKALB	COUNTY CHANGE OR CORRECTION:	
AUTHORIZED SIGNATURE: Richard W Jones	DATE: 3/5/2010 9	Total Due: \$30.00		
TITLE: Filer	EMAIL:			