

Articles of Incorporation of The Landings Association, Inc.

I

The name of the corporation is The Landings Association, Inc.

II

The corporation has perpetual duration.

III

The corporation is not organized for pecuniary gain or profit; direct or indirect, to its members, and it shall have no capital stock.

The corporation is formed to promote the health, safety and welfare of the residents of The Landings on Skidaway Island, a planned unit development on Skidaway Island, Chatham County, Georgia, in accordance with recorded plats thereof and such additions thereto as hereafter may be brought within the jurisdiction of this corporation as provided in Article VI herein, hereafter referred to as “the properties,” and for this purpose to (i) own, acquire, build, operate and maintain recreational parks, playgrounds, swimming pools, golf courses, common streets, foot paths, structures, and other properties designed for the common use of the members of this corporation, hereinafter referred to as “the common properties and facilities”; (ii) provide exterior maintenance for lots and structures in the properties; (iii) provide for garbage and trash collection, fire and police protection, grounds maintenance and supplemental municipal services; (iv) fix assessments or charges to be levied against the properties and pay expenses in connection with the operation and maintenance thereof, including taxes, if any, with respect to the common properties; (v) enforce any and all covenants; (vi) and insofar as permitted by law to do any other thing that in the opinion of the Board of Directors will promote the common benefit and enjoyment of the residents of the properties.

IV

Every person or entity who is a record owner of a fee or undivided fee interest in any lot (or living unit) which is subject by covenants of record to assessment by the corporation shall be a member of the corporation, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. Classes of membership may be established as provided in the corporation’s By-laws.

V

The affairs of the corporation shall be managed by a Board of Directors who must be members of the corporation (owners) or spouses or domestic partners of such members of the corporation.

VI

Additions to the properties described in Article III may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this corporation to such

properties. Where the applicable covenants require that certain additions be approved by this corporation, such approval must have the assent of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

VII

Subject to the provisions of the recorded covenants and restrictions applicable to the properties described in Article III, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

VIII

The corporation shall have the power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties.

The total debts of the corporation including the principal amount of such mortgages, outstanding at any time, shall not exceed the total of two years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

IX

The quorum required for any action governed by Articles VI, VII and VIII of these Articles shall be as follows:

At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast sixty (60) percent of all the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in said Articles, and the required quorum at any subsequent meeting shall be one-half of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

X

The corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

XI

The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of each class of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made

of the assets (which shall be consonant with Article XII hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

XII

Upon dissolution of the corporation, the assets, both real and personal of the corporation shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they are required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of corporation properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with the provisions of such covenants and deeds.

XIII

These articles may be amended in accordance with applicable statutory law; provided that the voting and quorum requirements specified for any action by member vote under any provision of these Articles shall apply also to any amendment of such provision, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as for example, membership and voting rights) which are part of the property interest created thereby.

XIV

No director of the corporation may be held personally liable to the corporation or its members for monetary damages for breach of his or her duty of care or any other duty as a director except for the circumstances outlined in O.C.G.A. Section 14-2-171 set out below:

- (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.
- (iii) For the types of liability set forth in O.C.G.A. Section 14-2-154.
- (iv) For any transaction from which the director derived an improper personal benefit.

XV

The initial registered office of the corporation is 36 East Bay Street, Savannah, Georgia 31401, and its initial registered agent at that address is Harold Beck.

XVI

The initial Board of Directors shall consist of three members who are Joseph T. Cesario, Robert D. Farr, and Jimmy Wood, whose address is Irving Park and Medinah Roads, Medinah, Illinois 60157.

XVII

The name and address of the Incorporator is Harold Beck, 36 East Bay Street, Savannah, Georgia 31401.

(The above Articles of Incorporation were first enacted in 1972 and subsequently amended by the Board of Directors of The Landings Association on January 12, 1988, April 24, 2007, and September 27, 2016. The amendments have been incorporated into the above.)