

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Drive

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

THE FORD PLANTATION CLUB, INC.
a Domestic Non-Profit Corporation

has amended and filed duly restated articles on **10/23/2012** 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 October 23, 2012



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

Brian P. Kemp
Secretary of State

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FORD PLANTATION CLUB, INC.**

WHEREAS, The Ford Plantation Club, Inc. (the "**Club**") is a non-stock, membership corporation formed by the filing of its Articles of Incorporation in the Office of the Secretary of State on August 17, 1998; and

WHEREAS, the Board of Directors of the Club (the "**Board**") desires to amend and restate the Club's Articles of Incorporation in their entirety; and

WHEREAS, pursuant to O.C.G.A. § 14-3-1006, the Board may adopt amendments to the Club's Articles of Incorporation where the Articles of Incorporation do not require approval of the Club's members; and

WHEREAS, the Articles of Incorporation do not require amendments to the Articles to be approved by the members of the Club; and

WHEREAS, the Amended and Restated Articles of Incorporation set forth below were approved by the Board at Board meeting held on September 10, 2012;

NOW, THEREFORE, the Club's Articles of Incorporation are hereby amended and restated in their entirety as set forth below:

Article 1. Name and Principal Office. The name of the corporation is The Ford Plantation Club, Inc. (the "**Club**"). The principal office of the Club is at 12511 Ford Way, Richmond Hill, Georgia 31324 or at such other place as may be designated from time to time by the Club's Board of Directors ("**Board**").

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

Article 3. Applicable Law. The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-1, *et seq.*, as amended.

Article 4. Definitions. The words used in these Articles shall be given their normal, commonly understood definitions. Capitalized terms shall have the meaning ascribed to them in these Articles or the Club Declaration for The Ford Plantation Club, Inc. recorded October 20, 1998 in Deed Book 45, Page 282, *et seq.*, in the Office of the Clerk of Superior Court of Bryan County, Georgia, as amended and supplemented from time to time (the "**Club Declaration**").

Article 5. Membership. The Club shall be a non-stock, membership corporation. Qualifications for membership, the manner of admission of members, the categories and classes of membership, and the voting rights of members shall be as set forth in the Club Declaration and The Ford Plantation Club, Inc. By-Laws, as they may be amended and restated from time to time (the "**By-Laws**").

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Article 6. Purposes and Powers. The Club does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) By way of explanation and not of limitation, the purposes for which the Club is formed are:

(i) to be and constitute the private, equity ownership, social and recreational club to which reference is made in the Club Declaration, to perform all obligations and duties of the Club, and to exercise all rights and powers of the Club, as specified therein, in the By-Laws, and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the members of the Club.

(b) In furtherance of its purposes, the Club shall have the following powers which, unless indicated otherwise by the By-Laws, may be exercised by the Board:

(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;

(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 By-Laws, or the Club Declaration, including, without limitation, the following:

(A) to fix and to collect membership contributions, initiation fees, periodic dues, and other charges to be levied against members;

(B) to engage in activities that will actively foster, promote, and advance the interests of the members;

(C) to buy or otherwise acquire, sell or 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 Club, subject to the By-Laws;

(D) 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 Club, with or in association with any other association, corporation, or other entity or agency, public or private;

(E) to enforce covenants, conditions or restrictions affecting any property to the extent the Club may be authorized to do so under the Club Declaration or the By-Laws; and

(F) to adopt, alter, and amend or repeal such by-laws as may be necessary or desirable for the proper management of the affairs of the Club.

(c) 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 6 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 6.

Article 7. Board of Directors. The business and affairs of the Club shall be conducted, managed, and controlled by the Board. The number, qualifications, and terms of office of directors and the method of election, removal and filling of vacancies on the Board shall be as set forth in the By-Laws. The Board may delegate operating and management authority to such companies, individuals, or committees as it may determine appropriate.

Article 8. Liability and Indemnification of Directors. The liability of directors to the Club or its members for monetary damages for breach of duty of care or other duty as a director shall be eliminated or limited to the fullest extent allowed under the Georgia Nonprofit Corporation Code. Such limitation of liability shall not limit the personal liability of a director of the Club:

(a) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law;

(b) for any transaction from which the director received an improper personal benefit;
or

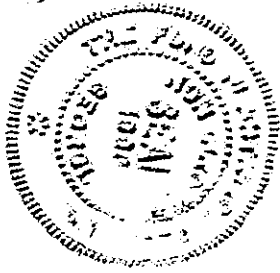
(c) for any appropriation, in violation of his or her duties as a director, of any business opportunity of the Club.

Any repeal or modification of this Article 8 by the Club members shall not adversely affect any right or protection of a director or the Club existing at the time of such repeal or modification. To the extent consistent with the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, the Club shall indemnify its officers and directors as required by the By-Laws.

Article 9. Amendment. These Articles of Incorporation may be amended only upon a resolution duly adopted by the Board and the affirmative vote or approval of either (i) two-thirds of the votes cast by Equity Members at a meeting of the Equity Members at which a quorum is present, or (ii) a majority of all Equity Members, whichever is less.

Article 10. Registered Agent and Office. The registered office of the Club is 2511 Ford Way, Richmond Hill, Bryan County, Georgia 31324, and the name of the registered agent at such address is Thomas O. Yarbrough. The registered agent and office may be changed at any time by the Board.

IN WITNESS WHEREOF, the undersigned officers hereby certify that these Amended and Restated Articles of Incorporation were adopted by the Board of Directors without member approval on the 10th day of September, 2012.



[corporate seal]

5847/Turnover/Articles A&R-091012-jlb

THE FORD PLANTATION CLUB, INC.

By: William R. Coad
Name: William R. Coad
Its: President

Attest: John S.P. Sanford
Name: John S.P. Sanford
Its: Secretary

2012 OCT 23 AM 9:21
SECRETARY OF STATE
CORPORATIONS DIVISION