

**WRITTEN CONSENT OF THE INCORPORATOR AND BOARD OF DIRECTORS
OF NELSON HILL HOMEOWNERS' ASSOCIATION, INC.**

IN LIEU OF ORGANIZATIONAL MEETING

The undersigned, constituting the incorporator, Jackson R. Langdale, acting on behalf of Nelson Hill Homeowners' Association, Inc., and all of the Board of Directors of Nelson Hill Homeowners' Association, Inc., a Georgia Nonprofit Corporation (the "Corporation"), in accordance with O.C.G.A. § 14-3-205 of the Georgia Nonprofit Corporation Code, do hereby consent to the following actions and resolutions being taken and adopted without a meeting and hereby direct that this written consent be filed with the minutes of the Board of Directors in the minute book of the Corporation.

Board of Directors



RESOLVED, that Fleming Williams, Karen Faucette, Elizabeth Norman, Christi Griffin, Emily Young, Ronda Baldree and Natalie Singletary shall make up the initial Board of Directors of the Corporation.

Adoption of Articles of Incorporation

RESOLVED, that a copy of the Articles of Incorporation of the Corporation, dated January 22, 2013, certified by the Secretary of State of the State of Georgia as being a true and correct copy of such Articles of Incorporation as filed with such Secretary, shall be filed in the minute book of the Corporation, and that such Articles be, and the same hereby are, approved and adopted as the Articles of Incorporation of the Corporation [O.C.G.A. § 14-3-203].

Election of Officers

FURTHER RESOLVED, that the following named persons be, and they hereby are, elected



to the offices of the Corporation opposite their respective names, with each such officer to serve until his or her successor is elected and qualified:

Fleming Williams	President
Karen Faucette	Vice-President
Elizabeth Norman	Secretary
Ronda Baldree	Treasurer

Ratification of Actions of Incorporator

FURTHER RESOLVED, that the actions of the Incorporator of the Corporation in organizing the Corporation be, and they hereby are, ratified and approved.

Adoption of Bylaws

FURTHER RESOLVED, that the bylaws, a copy of which is attached hereto, be, and hereby are, approved and adopted as the Bylaws of the Corporation and that the Secretary be, and hereby is, directed to place a copy of the Bylaws in the minute book of the Corporation [O.C.G.A. § 14-3-206].

Adoption of Seal

FURTHER RESOLVED, that the seal, an impression of which is affixed hereto, is hereby adopted as the corporate seal of the Corporation.

Bank Account

FURTHER RESOLVED, that Guardian Bank is hereby designated as a depository for the funds of the Corporation.

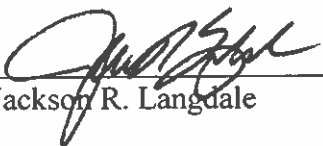
General Authority

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take any and all actions, execute any and all documents, agreements, and

instruments, make any and all filings and expenditures, and take any and all steps deemed by them to be necessary, desirable, or appropriate in order to carry out the purpose and intent of and to consummate any of the actions contemplated by any of the foregoing resolutions in the name of and on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned have caused this written consent to be executed on this 21st day of March, 2013.

INCORPORATOR:


Jackson R. Langdale

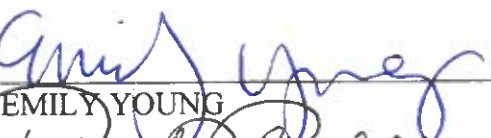
DIRECTORS:


FLEMING WILLIAMS


KAREN FAUCETTE


ELIZABETH NORMAN


CHRISTI GRIFFIN


EMILY YOUNG


RONDA BALDREE


NATALIE SINGLETARY