NORTH ATLANTA SENIOR MEN'S GOLF ASSOCIATION, INC.

ARTICLES OF INCORPORATION

ARTICLE

The name of the Corporation is NORTH ATLANTA SENIOR MEN'S GOLF ASSOCIATION, INC.

ARTICLE

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

ARTICLE

The Corporation shall have a perpetual duration.

ARTICLE

The initial registered office of the Corporation shall be at 33 South Main Street, Suite 300, Alpharetta, (Fulton County) Georgia 30009. The initial registered agent of the Corporation at such address shall be BCS CORPORATE SERVICES, INC.

ARTICLE

The name and address of the incorporators are as follows:

James M. Rice
10521 Big Canoe
Jasper, Georgia 30143

Jasper, Georgia 30143
Keith Sievers
10682 Big Canoe

ARTICLE

The mailing address of the initial principal office of the Corporation is 10521 Big Canoe, Jasper, Georgia 30143.

ARTICLE

The Corporation shall have members. Membership shall be limited to men who have attained the age of fifty and who are members of one of the Georgia country clubs identified in the bylaws of the Corporation as amended from time to time. Membership shall not be limited with regard to race, color, or religion.

Subject to these articles, all rules, regulations, rights, and obligations incident to or incumbent upon membership are set forth in and governed by the bylaws, such bylaws being amendable from time to time, at any time.

ARTICLE

The affairs of the Corporation shall be managed by a Board of Directors. Subject to these articles, all rules, regulations, rights, and obligations incident to or incumbent upon directors are set forth in and governed by the bylaws, such bylaws being amendable from time to time, at any time. Subject to the same, the Board may delegate its management duties to such persons as it deems fit, including but not limited to the Corporations officers and its Executive Committee, as defined in the Corporation's Bylaws.

Action required or permitted to be taken at a meeting of the board of directors of the Corporation may be taken without a meeting if the following conditions are met:

(i) The action was taken by directors that would have been entitled to vote at a duly called meeting; and

(ii) The action must be approved by directors holding a minimum number of votes that would be necessary to authorize or take the action at a meeting at which all directors entitled to vote were present and voted.

ARTICLE

The principal duties of the officers of the Corporation shall be fixed by the bylaws of the Corporation.

ARTICLE

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, member, joint venturer or trustee of another corporation, partnership, limited liability company, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein.

In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, member, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Corporation promptly shall cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its

committee in the manner prescribed in (i) or (ii), or (iv) if a quorum of the Board of Directors cannot be obtained under (i), and a committee cannot be designated under (ii), then selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate).

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia.

ARTICLE

A director of the Corporation shall not be disqualified from dealing or contracting with the Corporation as a vendor, purchaser, lessor, lessee, or in any other capacity.

ARTICLE

No director of the Corporation shall have any personal liability to the Corporation for monetary damages for any breach of the director's duty of care or other duty as a director; provided, however, that the director shall not be absolved of any liability (i) for any appropriation, in violation of the director's duties, of any business opportunity of the Corporation, (ii) for acts or omissions that involve intentional misconduct or a knowing violation of law, (iii) for the type of liability set forth in O.C.G.A. §§ 14-3-860 through 14-3-864, or (iv) for any transaction from which the director received an improper personal benefit, provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective.

ARTICLE

The Corporation shall be a nonprofit corporation under applicable provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for the pleasure and recreation of its members as a social club within the meaning of Section 501(c)(7) of the Internal Revenue Code, including without limitation,

(i) To promote the gathering of its individual members through participation in amateur golf events and social events with fellow golf enthusiasts and participants;

(ii) Organizing, conducting, and promoting amateur golf tournaments among the members;

(iii) To make distributions for other charitable purposes;

(iv) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable

provisions of Georgia law, including the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(7) of the Internal Revenue Code).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article and as are consistent with its purpose under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 Article XII above.

ARTICLE

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a way that will cause the assets and or proceeds therefrom to be dedicated either (i) to one or more purposes of the Corporation, (ii) to to one or more 501(c)(7) organizations devoted to purposes as near to the Corporation's as practicable, or (iii) to Section 501(c)(3) organizations that are organized and operated exclusively for charitable or educational purposes that promote the game of golf, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE

Except as limited and prescribed by specific provisions of these articles, the Corporation shall exercise all powers that now or hereafter may be conferred by law upon a nonprofit corporation organized for the purposes hereinabove set forth, including the power to enter into any contract or guaranty, suretyship, or endorsement where the corporation guaranteeing has no direct interest in the subject matter of the contract guaranteed as well as the power to make purely accommodation guaranty, endorsement or contract of suretyship.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for NORTH ATLANTA SENIOR MEN'S GOLF ASSOCIATION, INC.

_____

James M. Rice
Incorporator

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Keith Sievers
Incorporator

NORTH ATLANTA SENIOR MEN'S
GOLF ASSOCIATION, INC.
10521 Big Canoe
Jasper, GA 30143