

**ARTICLES OF INCORPORATION
OF
BIG CANOE WELLNESS COLLABORATIVE, INC.**

The Articles of Incorporation Big Canoe Wellness Collaborative, Inc. are as follows:

**Article I
NAME**

The name of the corporation is "Big Canoe Wellness Collaborative, Inc." (the "Corporation.")

**Article II
AUTHORITY**

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

**Article III
DURATION; MEMBERS**

The period of duration of the Corporation is perpetual. The Corporation initially will not have members. However, the Board of Directors of the corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

**Article IV
PURPOSE**

The Corporation is organized exclusively for charitable, educational, literary, scientific (including management and preservation of natural resources) purposes in support of services to the community of Big Canoe and its surroundings including, but not limited to, the provision of or the arranging for the provision of services promoting wellness and quality of life for residents. The Corporation may receive and administer funds for such charitable, educational, literary or scientific purposes (and projects in pursuit of such purposes) of the Corporation deemed worthy by the Corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code. To that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such a

manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

The territory in which the operations of the Corporation are principally to be conducted is the area in and surrounding the community of Big Canoe, Georgia.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements on 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, scientific, testing for public, safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of 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 VI
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered office of the Corporation shall be Brownstone Center, 171 Foothills Parkway, Suite 209, Marble Hill GA 30148.

The initial registered agent at such address shall be Jack S. Schroder Jr.

Article VII
INITIAL PRINCIPAL OFFICE

The physical address of the initial principal office of the Corporation is: Brownstone Center, 171 Foothills Parkway, Suite 209, Marble Hill GA 30148.

Article VIII
DIRECTORS

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the bylaws of the Corporation. No Director shall have any right, title, or any interest in or to any property of the Corporation. The following persons shall serve as the initial members of the Board until their successors are duly chosen and qualified as provided in the Corporation's bylaws:

Steve Brazen
Rhonda Stock
Phil Yeakel
Jack Schroder
Lamar Helms
Kathy Ziegler
Rick Jones

Article IX
ELIMINATION OF MONETARY LIABILITY OF DIRECTORS

(a) A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or her 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, or (iii) for any transaction from which the director derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal

liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as appropriate.

(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable, and shall remain enforceable to the fullest extent permitted by law.

Article X INCORPORATOR

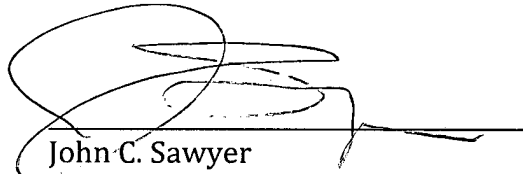
The name and address of the Incorporator of the Corporation is John C. Sawyer, Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424.

Article XI AMENDMENT TO ARTICLES

The Corporation reserves the right to make from time to time, by vote or written assent of a majority of the members of its Board of Directors, amendments to these Articles of Incorporation which may now or hereafter be authorized by law, provided such amendments are approved by the board of the Big Canoe Homeowners Association.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on July 21, 2014.

2014 JUL 21 PM 1:02
SECRETARY OF STATE
CORPORATIONS DIVISION



John C. Sawyer
Incorporator
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, Georgia 30309-3424



Brian P. Kemp
Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

237 Coliseum Drive
Macon, Georgia 31217-3858
(404) 656-2817
sos.georgia.gov/corporations

2014 JUL 21 PM 1:02

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

SECRETARY OF STATE
CORPORATIONS DIVISION

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: jack.sawyer@alston.com

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

1.

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

BIG CANOE WELLNESS COLLABORATIVE, INC.

Corporate Name (List exactly as it appears in articles)

2.

John C. Sawyer, Alston & Bird LLP

404-881-7886

Name of person filing articles (Certificate will be mailed to this person at address below.)

Telephone Number

1201 West Peachtree Street

Address

Atlanta

GA

30309

City

State

Zip Code

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

- 1) This transmittal form;
- 2) The Articles of Incorporation; and
- 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.)

Signature of Authorized Person: _____

Date: _____

Print Name: John C. Sawyer

Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations