

**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

JAN. 31 1994

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CANDYCE D. CAVANAGH  
WEISSMAN NOWACK CURRY & ZALEON, P.C.  
181 FOURTEENTH ST., 2ND FLOOR  
ATLANTA GA 30309

**CERTIFICATE OF AMENDMENT**

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**BROOKSTONE HOMEOWNERS ASSOCIATION, INC.**  
**A DOMESTIC NONPROFIT CORPORATION**

has filed articles of amendment 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 articles of amendment.

WITNESS my hand and official seal in the city of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

STATE OF GEORGIA

COUNTY OF COBB

ARTICLES OF AMENDMENT FOR  
BROOKSTONE HOMEOWNERS ASSOCIATION, INC.

1.

Brookstone Homeowners Association, Inc. ("Association"), is amending its Articles of Incorporation for the purpose of adding a new provision relating to the personal liability of the members of the Association's Board of Directors to the Association or its members.

2.

This Amendment was adopted by the affirmative vote of the members of the Association entitled to cast at least two-thirds (2/3) of the votes which members present in person or by proxy were entitled to cast at a meeting of the members of the Association held on AUGUST 31, 1993 at 7:30 pm. There were 299 eligible votes in attendance at the meeting represented in person or by proxy of which there were 270 votes in favor of the Amendment, 28 votes opposed to the Amendment, and 1 votes abstaining or declining to vote.

3.

The Articles of Incorporation are hereby amended by adding the following provision as a new Article XI:

A director of the Association shall not be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director; provided, however, the above provision shall not apply to the personal liability of a director of the Association:

(i) for any appropriation, in violation of his or her duties, of any business opportunity of the Association;

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

(iii) for any transaction from which the director received an improper personal benefit.

This provision shall not operate to affect the personal liability of a director for any act or omission occurring prior to the date on which this certificate of amendment is issued by the Georgia Secretary of State.

Any repeal or modification of this Article XI by the members of the Association shall not adversely affect any right or protection of a director or the Association existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned officers hereby certify that this amendment has been duly adopted by the members pursuant to O.C.G.A. § 14-3-1003.

This 5<sup>th</sup> day of NOVEMBER, 1993.

BROOKSTONE HOMEOWNERS  
ASSOCIATION, INC.

By: *Philip Bay*  
President

Attest: *Seyd A. Nelson*  
Secretary

[CORPORATE SEAL]

BSR (3)  
JAN 19 3 26 PM '94

SECRETARY OF STATE