

That a indenture made the 24<sup>th</sup> day of July 1890  
 between The Brunswick Investment Company  
 corporation, created under the laws of the State  
 of Georgia party of the first part and  
 Amos and Elizabeth Company a corporation  
 created under the laws of the State of Georgia  
 party of the second part. Myself. That the  
 said party of the first part for and in consid-  
 eration of the sum of One dollar lawful money of  
 the United States and other valuable things  
 standing paid by the party of the second part  
 does hereby bargain sell release unto the said  
 party of the second part its successors and  
 assigns. All the following described lands and  
 premises, that is to say:

The Island known and called by the name  
 of Little Cumberland Island containing some  
 fifteen hundred (1500) acres more or less of land  
 and about five hundred (500) acres of marsh  
 and separated by creeks from Great Cum-  
 berland Island the said Little Cumberland  
 Island being situated in the County of Camden  
 State of Georgia. Also all other tracts of land  
 and premises and the appurtenances thereto or in  
 any wise therewith belonging or in any wise ther-  
 unto belonging or in any wise therewith pertaining  
 belonging to her, or to which I am in any wise  
 entitled in the said County of Camden in the  
 State of Georgia being the same premises conveyed  
 by James T. Shanahan and Lucy M. Shanahan  
 jointly to the Brunswick Investment Company  
 by deed dated November 8 1890 and recorded  
 in the Superior Court Clerk's office on the  
 day of November 1890 in Book 117 folios 167 and 168

Together with all and singular the tenements  
 hereditaments and appurtenances thereto in any  
 way or in any wise appertaining and the  
 revenues and rents and profits thereof and all  
 Estate right title interest possession property  
 claim and demand whatsoever as written

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part in view to that same and even to  
and procure them with the affixation  
to save and to hold the above granted bargain  
and deceived persons with the affixation  
unto the said state of the second part is  
necessary and owing to its aid that such pur-  
pose being and be of force

In witness whereof the party of the  
first part has caused their presents to be signed  
its officers therunto duly authorized and its  
corporate seal to be hereunto affixed  
Signed sealed and  
delivered in presence of  
1. J. A. Lane  
2. Edward F. Long

William Ed Dwyer  
Charles Robinson  
Seal

State of New York  
City and County of New York I Edward F. Long, a  
commissioner for the State of Georgia duly com-  
missioned and qualified and residing in said City  
and County of New York hereby certify that  
I did see the above mentioned William Edwyer  
and Simon to be the President of the Insurance &  
Investment Company and Charles Robinson to be  
the Secretary of said company sign the above  
instrument of writing as such President and Secretary in  
their office the corporate seal of said Company  
and heard them severally acknowledge that they  
executed the same as such President and Secretary  
at the act and deed of said Company for their  
and purposes therein mentioned and that I am  
the said J. A. Lane did attest said instrument  
subscribing writing in the presence of W. Edwyer  
and Charles Robinson and of you  
other In witness whereof I have hereunto set my hand  
and affixed my official seal this thirtieth day of July 1891

Recorded 11<sup>th</sup> day Aug 1891  
J. A. Lane

Edward F. Long  
Commissioner for the State of Georgia

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STATE OF GEORGIA

CAMDEN COUNTY

TO THE SUPERIOR COURT OF SAID COUNTY

The petition of SOUTHEASTERN PROPERTIES, INC., hereinafter called Petitioner, respectfully shows:

1. Petitioner, whose principal office is in Camden County, Georgia, was incorporated under the terms of the Corporation Act of 1938, by decree of this Honorable Court on February 28, 1961.

2. Petitioner prays that its charter be amended, by changing its name to "Little Cumberland Island Homes Association, Inc.", and by converting it to be a "Homes Association", all as is more particularly set out in resolution of its stockholders adopted at a meeting called for that purpose on April 10, 1965, a copy of which, duly certified by the Secretary of the corporation, is attached hereto, marked "Exhibit A" and by reference made a part hereof.

2. Petitioner attaches a certificate from the Secretary of State of Georgia, showing that the proposed new name of the corporation is not the name of any other existing corporation registered in the records upon file in his office, marked "Exhibit B", and by reference made a part hereof.

WHEREFORE, Petitioner prays that its charter be amended as hereinabove set out, upon a due compliance with the requirements of Georgia law.

OLIVER & MANER

By: Joseph M. Oliver  
Attorneys for Petitioner

401 Morel Building  
Savannah, Georgia

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"EXHIBIT A"

WHEREAS, it has at all times been the primary purpose and intent of the incorporators and of the stockholders of this corporation that its Camden County, Georgia, real estate consisting of Little Cumberland Island, be held, owned and maintained in its natural state including wildlife preservation, with provision for the use of a portion thereof as home sites for its stockholders, all being, however, primarily concerned with nature conservation, and

WHEREAS, a "Homes Association", otherwise known as a "Property Owners Association", has been determined as being the best means of accomplishing the corporation's objectives, thereby necessitating a charter amendment.

RESOLVED that the charter of this corporation be amended (and its officers are hereby directed to take necessary steps for the same), so as to affirm it to be a Homes Association, otherwise known as a Property Owners Association, as is set forth in Technical Bulletin 50 entitled The Homes Association Handbook published by the Urban Land Institute, of Washington, D. C., so as to provide:

1. The ownership by each stockholder of at least one building site, to be by him selected, and on failure to select within a reasonable time to be allotted to him until and unless he selects some other site; and

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2. The dedication, not to public use, but to the use of the Owners of building sites, of common properties such as beaches, marshes, streams, wharves, docks, roadways, etc.; and

3. The provision for annual assessments against each building site, in rem, and against the owner thereof, in personam, of that portion of the annual ownership cost and expense of the common properties, plus any other properties belonging to this corporation situate upon Little Cumberland Island, Camden County, Georgia, not either part of the common properties, nor one of the selected building sites. Such assessments to provide in the event of failure of payment for exercise of a power of sale at public outcry in the manner to be provided in accordance with the provisions for enforcement of tax liens under the laws of Georgia and an obligation against the building site owner enforceable by suit against him in any court of competent jurisdiction.

FURTHER RESOLVED that the amendment shall empower the Association, in so far as it relates to Little Cumberland Island, Camden County, Georgia, to:

- (a) own, acquire, build, operate, and maintain common properties such as beaches, marshes, streams, wharves, docks, roadways, etc.;
- (b) provide garbage and trash collection;
- (c) provide fire and police protection;
- (d) maintain unkempt lands or trunks;
- (e) arrange for and supplement community services;
- (f) fix assessments (or charges) to be levied against the sites;
- (g) enforce any and all covenants, restrictions and agreements applicable to The Properties;
- (h) pay taxes, if any, on

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the common properties and facilities; (1) and, in so far as permitted by law and not inconsistent herewith to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the Owners of the sites.

4. That the corporate name be changed to "Little Cumberland Island Homes Association, Inc."

I, Allston Jenkins, certify that I am Secretary of Southeastern Properties, Inc., a corporation organized and existing under the laws of the State of Georgia, with its principal place of business and office in Camden County, Georgia; and that a meeting of the stockholders of the corporation was held on the 10th day of April, 1965, on Jekyll Island, Georgia, of which meeting at least ten days notice was given of the time, place and purpose of the meeting by mail to each stockholder at his last known address; that at this meeting a quorum was present and the above and foregoing resolution was adopted by more than two-thirds of the outstanding stock represented in person and by proxy, authorizing the amendment to the charter of this corporation sought in the foregoing petition, to which this certificate is attached.

IN WITNESS WHEREOF, I have herunto set my hand and the official seal of the corporation on this 18<sup>th</sup> day of June, 1965.

*Allston Jenkins*  
ALLSTON JENKINS  
Secretary



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"EXHIBIT B"



*J. Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic or domesticated corporation, to wit

"LITTLE CUMBERLAND ISLAND HOMES ASSOCIATION, INC."

is not identical with or deceptively or confusingly similar to the name of any other existing domestic or domesticated corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 9th day of June, in the year of our Lord One Thousand Nine Hundred and Sixty Five and of the Independence of the United States of America the One Hundred and Eighty ninth.

*Ben W. Fortson*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA.



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The foregoing petition of "SOUTHEASTERN PROPERTIES, INC." to amend its charter in the particulars therein set out, read and considered. It appearing that said petition is made in accordance with Chapter 22-18 of the Georgia Code, and that the requirements of law in such cases provided have been fully complied with;

It is hereby ordered, adjudged and decreed that all of the prayers of said petition are hereby granted and the charter of the petitioner is hereby amended in all of the particulars set out in said petition.

This 21 day of June, 1965.

*N. Kenton*  
\_\_\_\_\_  
JUDGE, SUPERIOR COURT,  
CAMDEN COUNTY, GEORGIA

NO C 6503

STATE OF GEORGIA  
CAMDEN SUPERIOR COURT  
JUN 21 1965

Filed \_\_\_\_\_ ID \_\_\_\_\_  
*James Godley* Clerk

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GEORGIA, CAMDEN COUNTY.


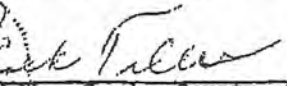
Personally appeared before the undersigned attesting officer  
Howard H. Davis, who, on oath, says that he is  
the Editor of "The Southeast Georgian", a newspaper having  
a general circulation and whose principal place of business is in  
said County, and that there has been deposited with said newspaper  
the cost of publishing four (4) insertions of the foregoing application  
for Amendment to the Charter of "SOUTHEASTERN PROPERTIES, INC." and  
the Order of the Judge thereon once a week for four weeks.

This 21<sup>st</sup> day of June, 1965.

 (L.S.)

Sworn to and subscribed before me

this 21<sup>st</sup> day of June, 1965.

  
  
Notary Public, Camden County, Georgia  
My Comm. Expires 2-19-68

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STATE OF GEORGIA,  
COUNTY OF CAMDEN.

X  
X  
X

IN THE SUPERIOR COURT OF SAID  
COUNTY.

... clerk of the Superior Court of  
of typewritten matter constitutes a true and correct copy ...  
Application for a Charter Amendment of Southeastern Properties,  
Inc., the original Order of the Judge thereon, and the filing of  
the Clerk thereon, all costs having been paid to the Clerk, all  
as appears from the records of this office.

IN TESTIMONY WHEREOF, I Have hereunto set my official  
signature and the seal of said Court this 21st day of June, 1965.

---

J. Edwin Godley  
Clerk, Superior Court  
Camden County, Georgia.

LAW OFFICES  
GARY E. GOWEN  
D. 020811

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STATE OF GEORGIA }  
COUNTY OF CAMDEN } ss.

I, CHARLENE WILLIAMS Deputy Clerk of Superior Court of said County, (said court being a court of record) do hereby certify the within and foregoing 8 page (s) 75 (are) true and correct. Copy of the Charter Amendment of "SOUTHEASTERN PROPERTIES, INC., changing the name to "LITTLE CUMBERLAND ISLAND HOMES ASSOCIATION," recorded Book 3 pages 485-491, this the 21st. day of June 1965 as the same appears of record in this office

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court at Woodbine, Georgia, this the 23rd. day of January, 19 86.



Charlene Williams  
Deputy Clerk Superior Court  
Camden County, Georgia

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GEORGIA, CAMDEN COUNTY

To the Superior Court of said County:

The petitioners, Southeastern Properties, Inc., a corporation organized and existing under the laws of the State of Georgia, and New Riverside Company, a corporation organized and existing under the laws of the State of Florida and domesticated in the State of Georgia, show to the court as follows:

1. Petitioners desire to merge under the laws of the State of Georgia whereby New Riverside Company shall be merged into Southeastern Properties, Inc., and Southeastern Properties, Inc., shall continue as the resulting corporation.
2. All things have been done and all actions have been taken which are required by the laws of the State of Georgia for the effectuation of the said merger herein prayed.
3. There is attached hereto and made a part hereof as "Exhibit A" a duly certified copy of the Agreement of Merger which has been entered into and adopted by each of the petitioning corporations, all as required by law, according to the terms of which this merger is prayed.
4. The name of the resulting corporation shall be Southeastern Properties, Inc., and its principal office shall be in Camden County, Georgia.
5. The said Agreement of Merger prescribes the manner of completing the said merger and all other matters required to be set forth by law. The said Merger Agreement shall govern the terms of the merger and the provisions of the corporate charter of the resulting corporation.

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6. The name and post office address of each of the petitioners is The First National Bank of Brunswick Building, Brunswick, Georgia.

7. Petitioners desire the merged corporation shall have all of the powers permitted to private corporations operated for pecuniary gain, although such powers are not specifically prayed for herein.

WHEREFORE, petitioners pray that the New Riverside Company be merged into Southeastern Properties, Inc., which shall continue as the resulting corporation as set forth in this petition, and as provided by law.

Gowen, Conyers, Fendig & Dickey

By:   
Attorneys for Petitioners

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## GEORGIA, CAMDEN COUNTY

THIS AGREEMENT entered into by and between "SOUTHEASTERN PROPERTIES, INC., a corporation chartered under the laws of Georgia with principal office in Camden County, Georgia, hereinafter called "Southeastern" and NEW RIVERSIDE COMPANY, a corporation chartered under the laws of Florida but domesticated in the State of Georgia with principal offices in Glynn County, Georgia, hereinafter called "New Riverside".

Whereas, each of the corporations, parties hereunder, by unanimous action of their respective Board of Directors have determined that it is to the best interest of each of the parties to merge and consolidate said corporation into one corporation.

NOW, THEREFORE, for the purpose of carrying into effect the said merger and consolidation and in accordance with the provisions of law pertaining thereto to formulate and perform the terms of said merger, it is hereby agreed as follows:

1. New Riverside shall merge into Southeastern and Southeastern shall be the resulting corporation. Except as modified by the terms hereof, the provisions of the charter of Southeastern shall remain unchanged as the provisions of the charter of the continuing corporation resulting from this merger and shall be governed by the laws of Georgia.

2. The name and principle place of business of the resulting corporation shall be "SOUTHEASTERN PROPERTIES, INC." of Camden County, Georgia.

3. Capitalization of the resulting company shall be the present capitalization of Southeastern which

EXHIBIT A

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consists of three hundred (300) shares of non-voting non par class A common stock and two hundred (200) shares of class B Founders stock which is also non par.

4. All of the assets of New Riverside shall be transferred, conveyed and assigned to Southeastern and Southeastern shall assume all liabilities and obligations of New Riverside.

5. The merger of New Riverside and Southeastern shall be effective as of the close of the business on the day that an order of the Superior Court of Camden County, Georgia, is entered granting the merger. Upon entry of such order New Riverside will execute a conveyance conveying all of its property to Southeastern in exchange for Southeastern agreeing to assume all of the obligations and liabilities of New Riverside. The separate corporate existence of New Riverside will thereupon end and terminate. In view of the fact that Southeastern owns all of the outstanding capital stock of said New Riverside such stock shall be surrendered and cancelled on the stock book of New Riverside.

6. The officers of each corporation, parties hereto, have been authorized and directed to take the following actions:

(a) To petition the Superior Court in accordance with the terms of this agreement.

(b) To effect transfer of the assets of New Riverside when by order of the Judge of the Superior Court of Camden County, Georgia, the merger is sanctioned.

(c) To do such other acts and execute such documents as may be required by the laws of Georgia to

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carry into effect this merger.

IN WITNESS WHEREOF said parties hereto have caused their corporate name and seals to be hereto affixed by their duly authorized officers and by their directors, the day and the year so indicated.

§<sup>4</sup> SOUTHEASTERN PROPERTIES, INC.

By: Christian C. Luhnnow (L.S.)  
President

Attest: Chris A. Luhnnow (L.S.)  
Secretary

NEW RIVERSIDE COMPANY

By: Christian C. Luhnnow (L.S.)  
President

Attest: Chris A. Luhnnow (L.S.)  
Secretary

Directors of Southeastern  
Properties, Inc.

Directors of  
New Riverside Company

Arden Yinkey, Jr.

Arden Yinkey, Jr.

Christian C. Luhnnow

Christian C. Luhnnow

J. H. Hunter

J. H. Hunter

Dawson Merriwether

Dawson Merriwether

David Scribner

David Scribner

Ingram J. Richardson

Albert P. Sheiander

Certified to be a true and correct copy of the executed Merger Agreement between Southeastern Properties, Inc. and New Riverside Company.

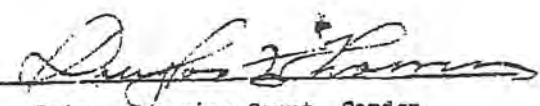
*Albert P. Sheiander*  
Attorney

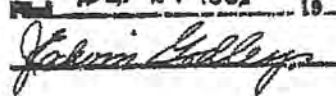
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The foregoing petition of Southeastern Properties, Inc., a corporation organized and existing under the laws of the State of Georgia, and New Riverside Company, a corporation organized and existing under the laws of the State of Florida and domesticated in the State of Georgia be merged into Southeastern Properties, Inc., having been presented to the Court, same having been examined, and it appearing that the application is legitimately within the purview and intention of the laws of this State, and that all acts required for such merger by the laws of this State have been complied with;

NOW, THEREFORE, IT IS HEREBY ORDERED AND ADJUDGED that the said application be and it is hereby granted and New Riverside Company is hereby merged into Southeastern Properties, Inc., which shall continue as the resulting corporation, separate existence of New Riverside Company being hereby terminated, and all properties, both real and personal, tangible and intangible, of New Riverside Company shall hereby become the property of Southeastern Properties, Inc., Southeastern Properties, Inc., to have all of the rights, privileges and immunities prayed in said application or authorized by the laws of this State, said merger being hereby approved pursuant to this petition and merger agreement, this 9th day of Sept, 1961.

  
Judge, Superior Court, Camden  
County, Georgia.

STATE OF GEORGIA  
CAMDEN SUPERIOR COURT  
SEP 27 1961  
19  
 Clerk

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GEORGIA, CAMDEN COUNTY.

Personally appeared before the undersigned attesting officer Howard H. Davis, who, on oath, says that he is the Editor of "The Southeast Georgian", a newspaper having a general circulation and whose principal place of business is in said county, and that there has been deposited with said newspaper the cost of publishing four (4) insertions of the foregoing petition to Merge Southeastern Properties, Inc. and New Riverside Company and the Order of the Judge thereon once a week for four weeks.

This the 23rd day of September, 1961.

Howard H. Davis (L.S.)

Sworn to and subscribed before me this 23rd day of September, 1961.

[Signature]  
Notary Public, Camden County, Georgia.  
JUSTICE OF THE PEACE, 1806TH  
DIST., CAMDEN COUNTY, GA.  
MY COMMISSION EXPIRES DEC.  
21ST, 1964



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STATE OF GEORGIA }  
COUNTY OF CAMDEN } ss.

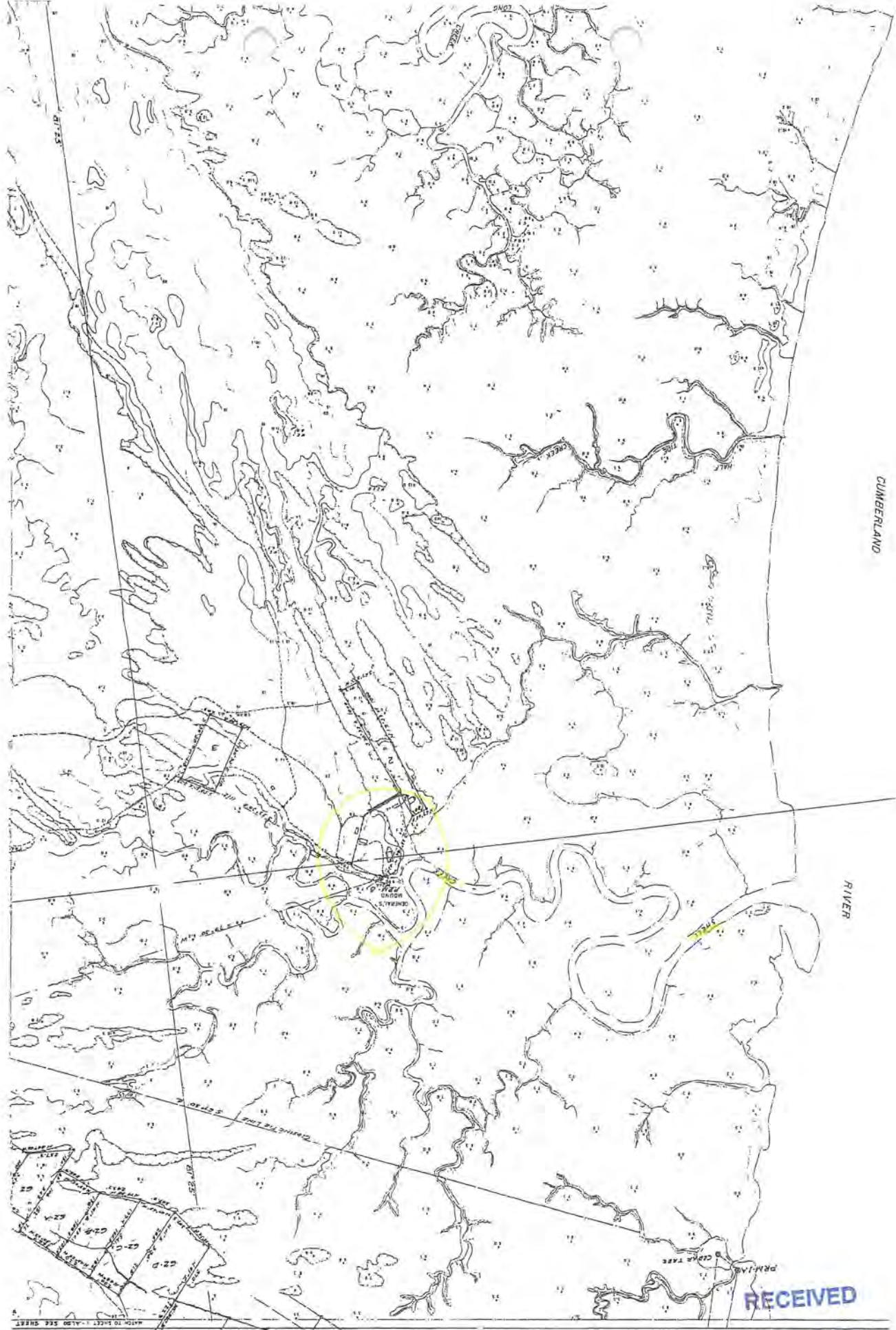
I, CHARLENE WILLIAMS, Deputy Clerk of Superior Court of said County, (said court being a court of record) do hereby certify the within and foregoing 7 page (s) is (are) true and correct. Copy of the Petition to Merge "New Riverside Company" & Southeastern Properties Inc., recorded Book 3 pages 233-239 this 27th day of September 1961.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court at Woodbine, Georgia, this the 23rd day of January, 19 66.



Charlene Williams  
Deputy Clerk Superior Court  
Camden County, Georgia

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CUMBERLAND RIVER

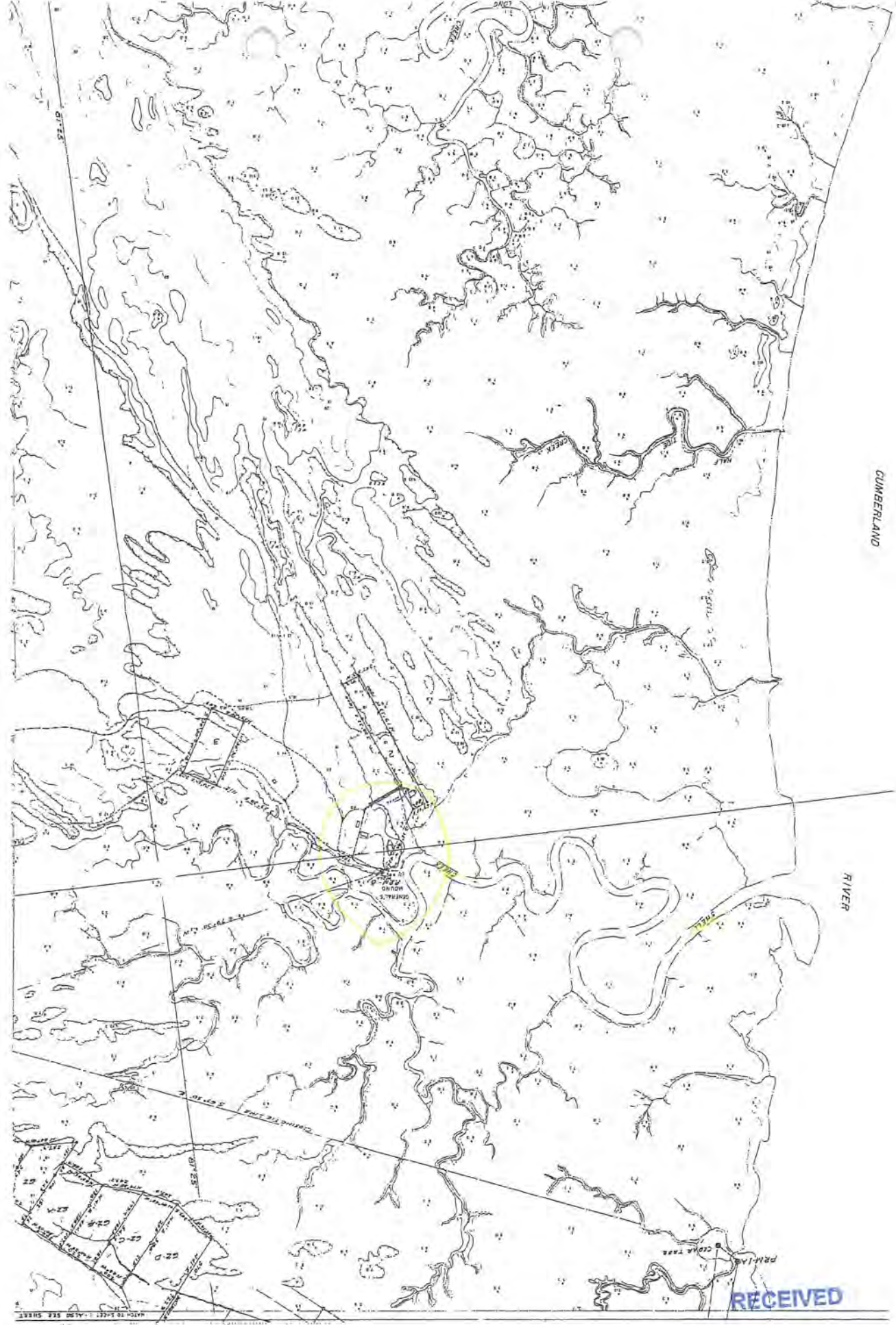
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MAP TO SHEET 1 - ALSO SEE SHEET 2



CUMBERLAND

RIVER

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MADE TO SHEET 1-AMND SEE SHEET

STATE OF GEORGIA  
CAMDEN COUNTY.

TO THE SUPERIOR COURT OF SAID COUNTY

The petition of SOUTHEASTERN PROPERTIES, INC., hereinafter called Petitioner, respectfully shows:

1. Petitioner, whose principal office is in Camden County, Georgia, was incorporated under the terms of the Corporation Act of 1938, by decree of this Honorable Court on February 28, 1961.

2. Petitioner prays that its charter be amended, by changing its name to "Little Cumberland Island Homes Association, Inc.", and by converting it to be a "Homes Association", all as is more particularly set out in resolution of its stockholders adopted at a meeting called for that purpose on April 10, 1965, a copy of which, duly certified by the Secretary of the corporation, is attached hereto, marked "Exhibit A" and by reference made a part hereof.

2. Petitioner attaches a certificate from the Secretary of State of Georgia, showing that the proposed new name of the corporation is not the name of any other existing corporation registered in the records upon file in his office, marked "Exhibit B", and by reference made a part hereof.

WHEREFORE, Petitioner prays that its charter be amended as hereinabove set out, upon a due compliance with the requirements of Georgia law.

OLIVER & MANER

By: Joseph M. Oliver  
Attorneys for Petitioner

401 Morel Building  
Savannah, Georgia

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"EXHIBIT A"

WHEREAS, it has at all times been the primary purpose and intent of the incorporators and of the stockholders of this corporation that its Camden County, Georgia, real estate consisting of Little Cumberland Island, be held, owned and maintained in its natural state including wildlife preservation, with provision for the use of a portion thereof as home sites for its stockholders, all being, however, primarily concerned with nature conservation, and

WHEREAS, a "Homes Association", otherwise known as a "Property Owners Association", has been determined as being the best means of accomplishing the corporation's objectives, thereby necessitating a charter amendment.

RESOLVED that the charter of this corporation be amended (and its officers are hereby directed to take necessary steps for the same), so as to affirm it to be a Homes Association, otherwise known as a Property Owners Association, as is set forth in Technical Bulletin 50 entitled The Homes Association Handbook published by the Urban Land Institute, of Washington, D. C., so as to provide:

- 1. The ownership by each stockholder of at least one building site, to be by him selected, and on failure to select within a reasonable time to be allotted to him until and unless he selects some other site; and

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2. The dedication, not to public use, but to the use of the Owners of building sites, of common properties such as beaches, marshes, streams, wharves, docks, roadways, etc.; and

3. The provision for annual assessments against each building site, in rem, and against the owner thereof, in personam, of that portion of the annual ownership cost and expense of the common properties, plus any other properties belonging to this corporation situate upon Little Cumberland Island, Camden County, Georgia, not either part of the common properties, nor one of the selected building sites. Such assessments to provide in the event of failure of payment for exercise of a power of sale at public outcry in the manner to be provided in accordance with the provisions for enforcement of tax liens under the laws of Georgia and an obligation against the building site owner enforceable by suit against him in any court of competent jurisdiction.

FURTHER RESOLVED that the amendment shall empower the Association, in so far as it relates to Little Cumberland Island, Camden County, Georgia, to:

- (a) own, acquire, build, operate, and maintain common properties such as beaches, marshes, streams, wharves, docks, roadways, etc.;
- (b) provide garbage and trash collection;
- (c) provide fire and police protection;
- (d) maintain unkempt lands or trees;
- (e) arrange for and supplement community services;
- (f) fix assessments (or charges) to be levied against the sites;
- (g) enforce any and all covenants, restrictions and agreements applicable to The Properties;
- (h) pay taxes, if any, on

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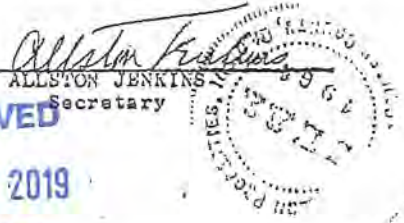


the common properties and facilities; (i) and, in so far as permitted by law and not inconsistent herewith to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the Owners of the sites.

4. That the corporate name be changed to "Little Cumberland Island Homes Association, Inc."

I, Allston Jenkins, certify that I am Secretary of Southeastern Properties, Inc., a corporation organized and existing under the laws of the State of Georgia, with its principal place of business and office in Camden County, Georgia; and that a meeting of the stockholders of the corporation was held on the 10th day of April, 1965, on Jekyll Island, Georgia, of which meeting at least ten days notice was given of the time, place and purpose of the meeting by mail to each stockholder at his last known address; that at this meeting a quorum was present and the above and foregoing resolution was adopted by more than two-thirds of the outstanding stock represented in person and by proxy, authorizing the amendment to the charter of this corporation sought in the foregoing petition, to which this certificate is attached.

IN WITNESS WHEREOF, I have hereunto set my hand and the official seal of the corporation on this 18<sup>th</sup> day of June, 1965.



*Allston Jenkins*  
ALLSTON JENKINS  
Secretary

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"EXHIBIT B"



*J. Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic or domesticated corporation, to wit

"LITTLE CUMBERLAND ISLAND HOMES ASSOCIATION, INC."

is not identical with or deceptively or confusingly similar to the name of any other existing domestic or domesticated corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 9th day of June, in the year of our Lord One Thousand Nine Hundred and Sixty Five and of the Independence of the United States of America the One Hundred and Eighty-ninth.

*Ben W. Fortson*

SECRETARY OF STATE, EX-OFFICIO CORPORATION COMMISSIONER OF THE STATE OF GEORGIA.



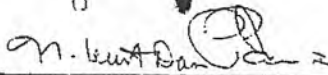
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The foregoing petition of "SOUTHEASTERN PROPERTIES, INC." to amend its charter in the particulars therein set out, read and considered. It appearing that said petition is made in accordance with Chapter 22-18 of the Georgia Code, and that the requirements of law in such cases provided have been fully complied with;

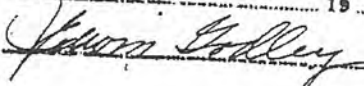
It is hereby ordered, adjudged and decreed that all of the prayers of said petition are hereby granted and the charter of the petitioner is hereby amended in all of the particulars set out in said petition.

This 21 day of June, 1965.

  
\_\_\_\_\_  
JUDGE, SUPERIOR COURT,  
CAMDEN COUNTY, GEORGIA

NO. C 6503

STATE OF GEORGIA  
CAMDEN SUPERIOR COURT  
JUN 21 1965

Filed ..... 19.....  
 Clerk

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GEORGIA, CAMDEN COUNTY.

Personally appeared before the undersigned attesting officer Howard H. Davis, who, on oath, says that he is the Editor of "The Southeast Georgian", a newspaper having a general circulation and whose principal place of business is in said County, and that there has been deposited with said newspaper the cost of publishing four (4) insertions of the foregoing application for Amendment to the Charter of "SOUTHEASTERN PROPERTIES, INC." and the Order of the Judge thereon once a week for four weeks.

This 21<sup>st</sup> day of June, 1965.

*Howard H. Davis* (L.S.)

Sworn to and subscribed before me

this 21<sup>st</sup> day of June, 1965.

*Frank T. [Signature]*  
Notary Public, Camden County, Georgia  
My Comm. Expires 2-19-68

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STATE OF GEORGIA,  
COUNTY OF CAMDEN.

X  
X  
X  
IN THE SUPERIOR COURT OF SAID  
COUNTY.

... clerk of the Superior Court of  
of typewritten matter constitutes a true and correct copy ...  
Application for a Charter Amendment of Southeastern Properties,  
Inc., the original Order of the Judge thereon, and the filing of  
the Clerk thereon, all costs having been paid to the Clerk, all  
as appears from the records of this office.

IN TESTIMONY WHEREOF, I Have hereunto set my official  
signature and the seal of said Court this 21st day of June, 1965.

J. Edwin Godley  
Clerk, Superior Court  
Camden County, Georgia.

LAW OFFICES  
GARY E. GOWEN  
... D. GEORGIA

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STATE OF GEORGIA }  
COUNTY OF CAMDEN } ss.

I, CHARLENE WILLIAMS Deputy Clerk of Superior Court of said County, (said court being a court of record) do hereby certify the within and foregoing 8 page (s) ~~is~~ (are) true and correct. Copy of the Charter Amendment of "SOUTHEASTERN PROPERTIES, INC., changing the name to "LITTLE CUMBERLAND ISLAND HOMES ASSOCIATION," recorded Book 3 pages 485-491, this the 21st. day of June 1965 as the same appears of record in this office

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court at Woodbine, Georgia, this the 23rd. day of January, 19 86.



Charlene Williams  
Deputy Clerk Superior Court  
Camden County, Georgia

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BY LAWS\*  
OF  
LITTLE CUMBERLAND ISLAND HOMES ASSOCIATION, INC.

ARTICLE I  
DEFINITIONS

Section 1. The following words when used in these By Laws shall have the following meanings:

- (a) "Association" shall mean and refer to this corporation.
- (b) "The properties" shall mean and refer to all such existing properties, and additions thereto, as are subject to these By Laws, as described in Article III hereof.
- (c) "Common properties" shall mean and refer to those areas shown on any subdivision plat of the properties approved and recorded by the Association and intended to be devoted to the common use and enjoyment of the owners of the properties.
- (d) "Site" shall mean and refer to any plat of land now or in the future designated by the Association as a building site for a property owner.
- (e) "Reserved property" shall mean and refer to property on Little Cumberland Island, Camden County, Georgia, not designated by the Association as common properties or as sites, but subject to future designation as either.
- (f) "Property owner" shall mean and refer to the owner of one or more sites.
- (g) "Mortgage" shall include chattel mortgage, bill of sale to secure debt, deed, deed to secure debt, deed of trust, and any and all other similar instruments of pledge or trust.

ARTICLE II  
Location

Section 1. The principal office of the Association shall be located at 24 Drayton Street, Savannah, Georgia.

ARTICLE III  
PROPERTY SUBJECT TO THESE BY LAWS

Section 1. Property. The real property which is, and shall be, held, transferred, sold, conveyed and occupied subject to these By Laws is that part of Little Cumberland Island, situate in Camden County, Georgia, as the same may be shown and designated upon a plat or plats thereof, approved by the Board of Directors, to be recorded in the office of the Clerk of Superior Court of Camden County, Georgia.

ARTICLE IV  
MEMBERSHIP AND VOTING RIGHTS

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Section 1. Membership. Every person or entity who is a record owner of a fee interest in any site which is part of the properties and which is subject by covenants of record to assessment by this

corporation shall be a stockholder in this corporation, provided that any such person or entity who holds such interest merely as security for the performance of an obligation need not be a stockholder.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by Article IV of the Declaration of Covenants and Restrictions to which The Properties are subject and recorded in the office of the Clerk of Superior Court of Camden County, Georgia, in Record Book 76, Folio 341-358.

## ARTICLE V STOCKHOLDERS

Section 1. Annual Meeting. Annual meetings of the stockholders of this corporation shall be held at the principal office of the corporation or at some other place within the State of Georgia, as may be fixed by the Directors in the call notice of the annual meeting which shall be held during the period commencing with two weeks prior to April 11th or two weeks following April 11th of each year. In the event such day should be a legal holiday, the meeting shall be held at the same hour on the next day following that is not a legal holiday.

Section 2. Notice of Meeting. A written or printed notice of the time and place of such meeting shall be given by the Secretary, by delivery or by mailing such notices to each stockholder addressed to him at his usual place of business, or such address as may appear on the books of the corporation, at least ten days prior to such meeting, and in such other manner, if any, as may be prescribed by law.

Section 3. Purpose of Meeting. The purpose of such meeting is to permit the officers of the corporation to acquaint the stockholders with the state of affairs of the corporation, to transact such other business as may properly come before such meeting, and to elect directors of the corporation for the ensuing year.

Section 4. Order of Business. The order in which the business of such meeting shall be conducted is as follows:

1. Roll call by Secretary;
2. Reading of the minutes of the previous meeting;
3. Report of the officers;
4. Other business;
5. Election of Directors; and
6. Adjournment.

If, for any reason, the annual election of Directors shall not be held as herein before provided, it may be held on any subsequent day to be fixed by the Board of Directors then serving.

Section 5. Special Meetings. Special meetings may be called by the President, by a majority of the Board of Directors, or whenever so requested in writing by stockholders who are entitled to vote, and who hold at least one-third of the stock of the corporation. Such requests must specify the time and place and object of the proposed meeting, which must be within the State of Georgia.

A written or special notice of the time, place and object of every special meeting shall be given by the Secretary by delivery of, or by mailing such notice to each holder of stock, addressed to his usual

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place of business, or such address as may appear on the books of the corporation, at least ten days prior to such meeting and in such other manner, if any, as may be prescribed by law.

Section 6. Rules for Voting at Such Meeting. At any meeting of the stockholders, a majority of the holders of the common stock of the corporation shall constitute a quorum for the transaction of business, except as otherwise provided by law, and except that a less number may adjourn a meeting.

At said meeting of the stockholders, each holder of stock shall be entitled to one vote for each share of stock standing in his name on the books of the corporation and such vote may be cast by the stockholder in person, or by proxy properly authorized by written or printed appointment, executed by stockholder himself, or by his duly authorized attorney.

## ARTICLE VI CAPITAL STOCK

Section 1. Subscriptions. Subscriptions to the capital stock shall be paid in at such times and in such installments as the Board of Directors may, by resolution, require.

Section 2. Certificates. Certificates of stock shall be issued in manner prescribed by law to each stockholder, showing the number of shares to which he is entitled. Each certificate shall be signed by the President and the Secretary, or such other officers as may be designated by the Board of Directors to sign such stock certificates and countersigned by the transfer agent, if any, designated by the Board of Directors. Such certificates shall have the corporate seal affixed thereto, and shall contain language calling attention to the pre-emptive rights of the corporation and its stockholders for the purchase of the stock, as is hereinafter provided.

Section 3. Transfer of Stock. Stock may be transferred only upon the books of the corporation. No sale, transfer, assignment or pledge of any stock, or right or title thereto may be made without the prior consent of the corporation. Upon receipt by the Secretary of notice in writing of such intended sale, transfer, assignment or pledge, the corporation shall have the right, within thirty (30) days (Sundays and Holidays excepted) from the date of receipt of such notice, to purchase such stock for cash, at its then fair market value, as the same is determined by the Board of Directors, which value so determined shall be final and conclusive. Thereafter the stockholders of this corporation shall have a period of thirty (30) days within which to purchase at such fair market value and after the expiration of sixty (60) days and failure by the corporation to purchase within such sixty-day period and by any stockholder to purchase, then the stockholder desiring to sell shall be at liberty to dispose of his stock on the open market to any purchaser approved by the Board of Directors. Any such sale or transfer hereunder shall carry with it also a sale or transfer of such land or leasehold as such stockholder may own at the time of sale or transfer and any land purchase rights vesting in him by reason of being the holder of such shares, each two-acre site to continue in the same ownership with fifty shares and each four-acre site in the same ownership with one hundred shares, and such real property to be valued in the same manner as such stock, all subject to present or future alienation restrictions of this corporation.

The corporation may not sell, lease, or otherwise dispose of its Little Cumberland Island lands to individuals, other than to its stockholders.

Stockholders desiring to dispose of such lands, leasehold or land purchase rights, shall first offer such real property and the accompanying stock to the corporation and its stockholders, as is provided above.

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Upon receipt by the Secretary of notice in writing of any such intended alienation sale or transfer of stock, land, leasehold or land purchase rights, the Secretary shall, within thirty (30) days, notify the other stockholders thereof. If the corporation fails to purchase such, the rights of the stockholders to purchase the same shall be in the order of their priority as shown on the books of the corporation.

If any stockholder is adjudged bankrupt, or a Receiver be appointed for him, or upon the death of any stockholder, the corporation may require the sale of the stock and any land or leasehold of such stockholder to it, at its then fair market value, as determined by the Board of Directors, which fair value so determined shall be final and conclusive; should any such stockholder, or the personal representative on his Estate, his Receiver or Trustee in Bankruptcy, decline to surrender such stock certificate for transfer, the President of the corporation, for the time being, acting as attorney-in-fact for such stockholder, or the estate of such deceased stockholder, or such Trustee or Receiver, shall effect the necessary transfers on the corporate stock records, and thereafter the corporation shall hold the purchase price of the stock as Trustee for the person or persons entitled thereto, but as such Trustee, the corporation shall not be required to pay interest on any such fund.

Notwithstanding anything to the contrary herein, such pre-emptive rights in the corporation and its stockholders, both as to stock and to land or leasehold rights, shall not apply with respect to a transfer by a member to his or her spouse, or the lineal descendants of the transferor, or the lineal descendants of a common ancestor of the transferor who was himself a member, whether intervivos or otherwise.

Section 4. Transfer Books. The transfer books of the stock of the corporation may be closed for such period, not exceeding forty days, in anticipation of stock holders' meetings, as the Board of Directors may determine. In lieu of closing the transfer books, the Board of Directors may fix a day not more than forty days prior to the day of holding any meeting of stockholders as the day as of which stockholders entitled to notice of and to vote at such meeting shall be determined; and only stockholders of record on such day shall be entitled to notice of or to vote at such meeting.

Section 5. Lost Certificates. In case of any application for the issue of a new certificate of stock in place of one or more claimed to have been lost or destroyed, the same shall be referred to the Board of Directors, who shall determine whether to grant such application and the terms, if any, upon which it is to be granted.

## ARTICLE VII DIRECTORS

Section 1. Number of Directors; Term of Office. The affairs of the corporation shall be managed and conducted by not less than seven nor more than eleven directors, to be elected by the stockholders of the corporation, at the time and place fixed by the By Laws.

They shall hold office for one (1) year, and until their successors are elected; and have qualified.

A director shall not be required to own any stock in the corporation to entitle him to hold office.

Section 2. Quorum at Meeting. A majority of the Board of Directors at a meeting duly assembled shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3. Regular Meeting. A regular meeting of the Board of Directors shall be held on the day of and immediately following the annual meeting of the stockholders. They shall organize and proceed to the election of officers as provided hereinafter.

Section 4. Special Meetings. Special meetings of the Directors shall be called by the President or by the Secretary if the latter receives a request in writing signed by two Directors specifying time, place and object of proposed meeting. Notice of such meetings shall be mailed to each director at his address as may appear on the books of the corporation at least ten (10) days prior to such meeting.

Section 5. Powers. The Board of Directors shall have the entire general charge of the affairs of the corporation. Such Board shall be empowered to exercise all of the powers, rights, and privileges granted in the charter of the corporation. The Board of Directors shall have the right to promulgate such rules and regulations, not inconsistent with these By Laws as may be legitimate and proper for the government of this corporation. The Board of Directors shall elect the officers hereinafter named, and shall have the power to create such other offices as they may deem necessary.

Section 6. Vacancies in Board of Directors. Any vacancy in the office of any Director, however occasioned, may be filled, pending the election of his successor by the members, by a majority vote of the remaining Directors.

## ARTICLE VIII OFFICERS

### Section 1. Offices.

(a) The officers of the company shall consist of a Chairman of the Board, President, Vice President or Vice Presidents, Secretary and Treasurer, and assistants, to be elected by the Board of Directors at a meeting for organization held after the annual meeting of the stockholders, or at any meeting held in lieu of said meeting for such purpose. Each of such officers shall serve for the term of one year and until the election and qualification of his successor.

(b) Any two offices may be merged by a majority vote of the Board of Directors, and such dual office may be held by one person.

(c) The Board of Directors may also create such offices and appoint such other officers, agents and employees, as the Board deems necessary. All officers, agents or employees so appointed shall be removable at the pleasure of the Directors. Any vacancy in any office may be filled by the Board of Directors.

Section 2. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the corporation and of the Board of Directors and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 3. President and Vice President. The President shall preside at all meetings of the corporation and of the Board of Directors in the absence of, or at the request of, the Chairman, and shall sign all certificates of stock and all notes and obligations of the corporation, unless otherwise directed by the Board of Directors, and all contracts and instruments when authorized by the Directors, and generally shall perform all duties usually incumbent upon such officer and such as may be required of him by the Board of Directors. He shall make annual reports of the condition of the corporation, and submit the same to the stockholders at their annual meeting.

The Vice President shall perform all the duties of the President in his absence, and such other duties as may be required of him by the Board of Directors.

Section 4. Treasurer. The Treasurer shall receive and have the custody of all monies and securities of the corporation, shall do and perform all such duties as may be required of him by the Board of Directors, and such other duties as usually devolve upon such officers.

The Directors may require the Treasurer to give such security for the faithful performance of his duties as they shall from time to time determine.

Section 5. Secretary. The Secretary shall have the care and custody of the records of this corporation, give the necessary notices of all meetings of the stockholders and Board of Directors, and keep and return the proceedings of all such meetings.

He shall have the custody of the seal of the corporation and shall affix the same to all instruments requiring the seal.

He shall keep such other books and records, and perform all such other duties as may be assigned to him by the Board of Directors, or the President.

ARTICLE IX  
SEAL

Section 1. The common seal of the corporation shall be in the following form:

The seal of the Association  
is herein printed  
on the original copy of the By-Laws

ARTICLE X  
BY LAWS

Section 1. These By Laws may be altered or amended only upon the affirmative vote of the holders of two-thirds of the stock of the corporation, at any regular meeting, or at any special meeting, provided that there shall be no amendment of these By Laws unless notice of intention so to amend be included in the call of any special or annual meeting of the stockholders. The Declaration of Covenants and Restrictions shall, in any case of conflict herewith, be controlling.

ADOPTED as the By Laws of "LITTLE CUMBERLAND ISLAND HOME ASSOCIATION, INC.", at the meeting of the stockholders, held at Jekyll Island, Georgia, on the 23rd day of April 1966.

LITTLE CUMBERLAND ISLAND HOMES  
ASSOCIATION, INC.

By: \_\_\_\_\_  
President

Attest: \_\_\_\_\_  
Secretary

EXHIBIT B

All of that certain real property situate, lying, and being in Camden County, Georgia, known as Little Cumberland Island, which was surveyed and platted in 1925 by L. S. Miller, E.E., Brunswick, Georgia, and contains a total of 2,297 acres, more or less, consisting of 1,289 acres, more or less, of high land and sand dunes, and 1,008 acres, more or less, of marshland; said Island being bounded on the west by the low water mark of Cumberland River; on the north by St. Andrews Sound; on the east by the low water mark of the Atlantic Ocean; and on the south by a line commencing at the point where the center line of Christmas Creek intersects with the low water mark of the Atlantic Ocean and then following said center line of Christmas Creek in a southerly and westerly direction to the point where said center line of Christmas Creek intersects with the center line of Long Creek, thence following the center line of Long Creek along its meanderings in a northerly and westerly direction to a wooden post in the marsh at about the western extremity of Long Creek; thence along a course of north 15° 30' east for a distance of seven hundred thirty (730) feet to another wooden post which is at or near the eastern extremity of Half Tide Creek, thence along the center line of Half Tide Creek in a generally westerly direction to the point where said center line of Half Tide Creek intersects with the low water mark on the eastern bank of Cumberland River.

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LITTLE CUMBERLAND ISLAND HOME ASSOCIATION, INC.  
Extract from Minutes of Annual Meeting of Stockholders, April 26, 1969  
Amendment to Bylaws Concerning Terms of Directors

The following amendment to the bylaws had been recommended to stockholders in the notice of the annual meeting mailed on March 4, 1969.

"The term of office of directors shall be for three years, and until their successors are elected and have qualified, provided that one and two year terms may be used initially to establish three classes of directors, whereby the term of one class will expire each year, and whereby each class will consist of one-third, or as nearly as possible one-third of the total number of directors."

After discussion and upon motion duly made and seconded the amendment, as above set forth, was unanimously adopted.

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LITTLE CUMBERLAND ISLAND ASSOCIATION  
ABSTRACT FROM THE MINUTES OF APRIL 5, 1975  
ANNUAL MEETING OF STOCKHOLDERS

Upon motion duly made and seconded the stockholders approved unanimously an amendment to Section 3, Article VI of the By-laws whereby the following provision is added to, and incorporated in, the last sentence of the last paragraph of Section 3:

“nor shall such pre-emptive rights in the stockholders apply with respect to a transfer by one stockholder member to any other stock-holder member.”

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