

and shall be entitled to vote as set forth herein and in the Declaration and the Bylaws.

Article 7. Board of Directors. The business and affairs of the Association shall be governed by its board of directors, the number, qualification and method of election of which shall be as set forth in the Bylaws.

Article 8. Liability of Directors. To the fullest extent that the Georgia Nonprofit Corporation Code, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 9. VA/HUD Approval. As long as Declarant (as such term is defined in the Declaration) has the right to appoint and remove the directors and officers of the Association as provided in the Bylaws, the following actions shall require the prior approval of the U.S. Department of Veterans Affairs ("VA"), so long as the Development is approved by the VA for the guaranteeing of mortgages in the Development, and the U.S. Department of Housing and Urban Development ("HUD"), so long as the Development is approved by HUD for the insuring of mortgages in the Development: annexation of additional property to the Development, except for annexation by Declarant in accordance with Article IX, Section 1 of the Declaration pursuant to a plan of annexation previously approved by the VA and/or HUD, as applicable; mergers and consolidations; dedication of Common Property (as such term is defined in the Declaration) to any public entity; mortgaging of Common Property; dissolution; and material amendment of these Articles of Incorporation.

Article 10. Dissolution. The Association may be dissolved only upon a resolution duly adopted by its board of directors, the affirmative vote of members who are Owners of not less than two-thirds (2/3) of the Lots (other than Declarant), and the consent of Declarant, so long as Declarant owns any property for development and/or sale in the Development or has the right to unilaterally annex additional property to the Declaration. Upon dissolution of the Association, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the Development, and unless otherwise agreed in writing by HUD and/or VA, as applicable, any remaining real property of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such