

**STATE OF GEORGIA**  
**Secretary of State**  
**Corporations Division**  
**313 West Tower**  
**2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

**CERTIFICATE OF INCORPORATION**

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

**The Rose Golf Club, Inc.**  
a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **07/24/2024** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **07/24/2024**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
THE ROSE GOLF CLUB, INC.,  
A Georgia Nonprofit Corporation**

**ARTICLE I  
NAME**

The name of the Corporation shall be “The Rose Golf Club, Inc.” (hereinafter referred to as the “Club”). Its principal office shall be at 4071 Saint Andrews Square, Duluth, GA 30096, or at such other place as may be designated from time to time, by the Board of Directors.

**ARTICLE II  
INITIAL AGENT FOR SERVICE OF PROCESS**

The name and address in the State of Georgia of the Corporation’s initial agent for service of process is: Scot Burton, 1600 Parkwood Circle, Suite 200, Atlanta, Cobb County, Georgia 30339.

**ARTICLE III  
INCORPORATOR**

The name and address of the incorporator is Scot Burton, 1600 Parkwood Circle, Suite 200, Atlanta, Georgia 30339.

**ARTICLE IV  
DURATION**

The period of duration of the Club is perpetual.

**ARTICLE V  
PURPOSES AND POWERS AND CHARACTER OF BUSINESS**

This corporation is a nonprofit corporation organized under the Georgia Nonprofit Corporation Act, as a benefit corporation. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

The specific purpose and the character of business of the Club is to own and operate a private golf and social club exclusively for the pleasure and recreation of its members, their families and their guests. The Club is organized exclusively for pleasure, recreation and other non-profitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Georgia with respect to nonprofit corporations, as those laws now exist or as they may hereafter provide.

The Corporation shall have members who shall have the right annually to elect the Board of Directors (other than ex-officio members as provided for in the Bylaws) the number, qualifications, rights, powers, and privileges of the directors shall be fixed in the Bylaws. All other power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation shall be in the Board of Directors as provided in the Bylaws.

**ARTICLE VI  
PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Club is one which does not permit pecuniary gain or profit. After the date of transfer of management and control of the Club to its members, no part of any net earnings shall inure to the benefit of any member, director, officer or other private individual and, as such, they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Club.

**ARTICLE VII  
CAPITAL STOCK**

The Club shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE VIII  
QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws of the Club and related membership plan documents referred to herein.

**ARTICLE IX  
VOTING RIGHTS**

Members of the Club will have such voting rights as are provided in the Bylaws of the Club.

**ARTICLE X  
LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the Club shall be liable for the debts of the Club.

**ARTICLE XI  
BOARD OF DIRECTORS**

The Club shall initially have three (3) members of the Board of Directors. The names and addresses of the initial directors of this Club are:

| <u>Name</u>      | <u>Address</u>                                |
|------------------|-----------------------------------------------|
| Nick Cassini     | 4071 Saint Andrews Square<br>Duluth, GA 30096 |
| Dimitri Cassini  | 3929 Pinehurst Way<br>Duluth, GA 30096        |
| Scott Kingsfield | 15 Ball Mill Place<br>Atlanta, GA 30350       |

Until the date of the transfer of management and control of the Club to the members of the Club, as designated in the Bylaws, The Rose Founders LLC, a Georgia limited liability company, LLC (the "Company") or any assignee of the Company will designate the members of the Board of Directors.

Thereafter, the members of the Club will be entitled to elect members of the Board of Directors as provided in the Bylaws.

**ARTICLE XII  
LIMITATION OF DIRECTOR LIABILITY**

The liability of the directors of the Club for monetary damages shall be eliminated to the fullest extent permissible under Georgia law. No director of the Club shall be personally liable to the Club or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for: (a) any breach of the director's duty of loyalty to the Club or its members; (b) acts or omissions which are not in good faith or which involve intentioned misconduct or a knowing violation of law; or (c) any transaction from which the director derives an improper personal benefit. For purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the Club in an advisory capacity.

**ARTICLE XIII  
INDEMNIFICATION**

The Club shall indemnify any present or former director, governor, officer or employee or other agent of the Club to the fullest extent authorized under applicable Georgia law, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a director, governor, officer or employee or other agent of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such director, governor, officer or employee or other agent of the Club, and may advance to any such person funds to pay expenses for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her negligence or misconduct or as otherwise prohibited by applicable Georgia law.

**ARTICLE XIV  
DISSOLUTION**

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, will be distributed, as permitted by Georgia law or a court having jurisdiction, among the holders of the Equity Memberships referred to in the Bylaws in proportion to the value of the memberships as last established.

**ARTICLE XV  
AMENDMENTS**

Prior to the Turnover Date referred to in the Bylaws, these Articles may be altered or amended by the Board of Directors, at any regular or special meeting of the Board of Directors, provided that the amendment or alteration shall be set forth in the notice of the meeting at which the matter is to be acted upon and provided that two-thirds (2/3) of the Board approves the amendment or alteration. Anything to the contrary notwithstanding, any amendment which is materially adverse to the rights of equity members in the Board's discretion must also be approved by a majority of the votes entitled to be cast by the equity members in person or by proxy at any duly called annual or special meeting of the members of the Club at which a quorum of the equity members is present either in person or by proxy.

After the Turnover Date and until the initial sale of all of the equity memberships permitted to be issued in the Club, these Articles of Incorporation may not be changed without the Company's written consent, which may be withheld by the Company for any reason whatsoever.

After the Turnover Date, these Articles may be altered, amended, repealed or new Articles may be adopted, only by: (a) a majority vote of all of the members of the Board of Directors, and (b) a majority of the votes entitled to be cast by the equity members in person or by proxy at any duly called annual or special meeting of the members of the Club at which a quorum of the equity members is present either in person or by proxy. The proposed amendment must be set forth in the notice of the meeting.

**ARTICLE XVI  
TRANSFER OF MEMBERSHIP**

A membership may be transferred only through the Club in accordance with the procedure set forth in the Membership Plan referred to in the Bylaws. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the Bylaws.

**ARTICLE XVII  
EFFECTIVE DATE**

These Articles of Incorporation shall be effective on the date they are filed with Georgia Secretary of State.

**IN WITNESS WHEREOF**, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Georgia, this 23<sup>rd</sup> day of July, 2024.

*Scot Burton*

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Scot Burton, Incorporator



Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.ga.gov

\*Electronically Filed\*  
Secretary of State  
Filing Date: 7/24/2024 1:02:31 PM

TRANSMITTAL INFORMATION FORM  
GEORGIA PROFIT, NONPROFIT OR PROFESSIONAL CORPORATION

Primary Email Address: **dimitri@therosegc.com**

1. Entity Type (check one only)  Profit Corporation  Nonprofit Corporation  Professional Corporation  Benefit Corporation

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

**The Rose Golf Club, Inc.**

Corporate Name (List exactly as it appears in articles.)

2. **Scot Burton**

Name of Person Filing Articles of Incorporation

**1600 Parkwood Circle , Suite 200**

Address

**Atlanta**

City

**GA**

State

**30339**

Zip Code

3. **4071 Saint Andrews Square**

Principal Office Mailing Address of Profit/Non Profit Corporation (Unlike registered office address, this may be a post office box.)

**Duluth**

City

**GA**

State

**30096**

Zip Code

4. **Scot Burton**

Name of Registered Agent in Georgia

**1600 Parkwood Circle , Suite 200**

Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)

**Atlanta**

City

**Cobb**

County

**GA**

State

**30339**

Zip Code

**sburton@taylorenghish.com**

Registered Agent's Email Address

5. Name and Address of Each Incorporator

**Scot Burton**

Incorporator

**1600 Parkwood Circle , Suite 200**

Address

**Atlanta**

City

**GA**

State

**30339**

Zip Code

6. ANNUAL REGISTRATION AGREEMENT

- n Georgia corporations incorporated between January 1 – October 1 must file its annual registration with the Secretary of State within 90 days after the date its articles of incorporation are filed with the Secretary of State.
- n Georgia corporations incorporated between October 2 – December 31 must file its annual registration with the Secretary of State between January 1 and April 1 of the next year succeeding the calendar year of its incorporation.

7. Submitted with this filing is a 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. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

**Scot Burton**

Signature of Authorized Person