

2569

**ARTICLES OF INCORPORATION
OF
THE OAKS TOWNHOUSE ASSOCIATION, INC.
(a corporation not for profit)**

BOOK 032 PAGE 854

March 26, 1987

ARTICLES OF INCORPORATION
OF
THE OAKS TOWNHOUSE ASSOCIATION, INC.
(a corporation not for profit)

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of the "Alabama Nonprofit Corporation Act" [1975 Code of Alabama Section 10-3A-1, et seq.], the undersigned does hereby make and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

"THE OAKS TOWNHOUSE ASSOCIATION, INC."

The corporation is sometimes referred to herein as the "Corporation" or the "Association".

ARTICLE II

DEFINITIONS

SECTION 2.1 Association: The Oaks Townhouse Association, Inc., its successors and assigns.

2.2 Board: The Board of Directors of the Association.

2.3 By-Laws: The duly enacted By-Laws of the Association.

2.4 Common Area: Lot 44, which is owned in common by all Lot owners in The Oaks Townhouses.

2.5 Declaration: The Declaration of Protective Covenants for The Oaks Townhouses which shall be recorded in the Probate Records of Shelby County, Alabama, as the same may from time to time be supplemented or amended in the manner described therein.

2.6 Deed: Any deed, assignment, lease, or other instrument conveying fee title or a leasehold interest in any Lot of The Oaks Townhouses.

2.7 Developer: The Oaks Partnership, an Alabama General Partnership, its successors and assigns.

2.8 Lot: A lot as shown on the Map or Plat of The Oaks Townhouses.

2.9 Member: A person or other entity who is a record owner of Member's Property.

2.10 Member's Property: All Lots in The Oaks Townhouses, except Lot 44.

2.11 Resident: Any person or persons occupying or leasing Member's Property.

2.12 The Oaks Townhouses: The Oaks Townhouses, as shown on the Map or Plat of the Oaks Townhouses, recorded on Map Book 10, Page 89, Probate Office of Shelby County, Alabama, as amended from time to time.

ARTICLE III

PRINCIPAL OFFICE AND AGENT

The initial registered office of the Association shall be 3000 Riverchase Galleria, Suite 935, Birmingham, Alabama 35244. The registered agent of the Corporation shall be Still Hunter, Jr., 3000 Riverchase Galleria, Suite 935, Birmingham, Alabama 35244.

ARTICLE IV

OBJECTS, PURPOSES AND POWERS

SECTION 4.1 This Association shall be a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of

the Association. The provision herein for objects, purposes and powers of the Association does not assure that such objects or purposes will be provided or the powers exercised, and nothing herein shall be construed as an obligation or promise by the Association or any other person to provide any services, objects or purposes or to exercise any powers referred to herein.

4.2 The objects and purposes for which this Corporation is organized are as follows:

4.2.1 To establish, maintain, operate and provide community services of every kind and nature required or desired by Members.

4.2.2 To build, operate, and maintain recreation parks, playgrounds, common drives, sidewalks and footways, including buildings, structures, and personal properties incident thereto on the Common Area; maintain unkept lands and trees; maintain roadways within The Oaks Townhouses, the water and drainage systems, and other areas and structures beneficial or useful to Member's Property; supplement municipal and other governmental services; fix assessments to be levied against the Member's Property and the owners of such Member's Property; enforce any and all covenants, restrictions and agreements applicable to the Common Area or to Member's Property; perform the duties of the Architectural Committee for The Oaks Townhouses (as such term is defined in the Declaration) at such time as such duties are delegated to the Association as set forth in the Declaration; and pay taxes, if any, on the Common Area; and, insofar as permitted by law, to do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of the Members.

4.2.3 To present a unified effort to the Members in protecting the value of the property of Members.

4.2.4 To operate and manage the Common Area; to perform and carry out the acts and duties incident to the administration, operation and management of said Common Area in accordance with the terms, provisions, and conditions contained in these Articles of Incorporation.

4.2.5 To provide for any or all projects, services, facilities, studies, programs, systems and properties relating to: parks, playgrounds and other recreational facilities or services; drainage systems; streets, roads, traffic engineering programs and parking facilities; sidewalks, curbing, gutters, trees, flowers and landscaping, fountains, benches, shelters, directional and informational signs, walkways and bridges, and street lighting facilities; facilities for the collection and disposal of garbage and refuse; facilities or arrangement for facilities for collection and treatment of sewage; facilities for the fighting and preventing of fires; storage and maintenance of yards, garages and other buildings and facilities; and any and all other improvements, utilities, facilities and services that the Board shall find to be necessary, desirable or beneficial to the interest of the Property, Members and Residents of The Oaks Townhouses.

4.2.6 To do such other things as may be necessary and proper for the carrying out and accomplishment of the above objects and purposes and of such other objects and purposes as are deemed necessary and proper by the Board. The objects and purposes expressed herein relate to services, benefits and expenditures pertaining to, derived from, or in connection with The Oaks Townhouses or areas thereof intended for and available for the common use and enjoyment or need of the Members.

4.3 The Association shall have and be entitled to exercise all of the powers of a Corporation Not for Profit organized and existing under the

laws of the State of Alabama and all the powers reasonably necessary to implement the powers of the Association, which powers shall include but are not limited to, the power:

4.3.1 To make, levy and collect assessments and annual, monthly or quarterly maintenance charges from its Members and to expend the proceeds of such assessments and charges for the benefit of its Members.

4.3.2 To contract with others to provide the services, benefits and advantages desired.

4.3.3 To enforce by legal action suits on behalf of the Association.

4.3.4 To make, establish and enforce reasonable rules and regulations governing the use of the Common Area.

4.3.5 To maintain, repair, replace and operate those portions of the property that the Association has the duty or right to maintain, repair, replace and operate under these Articles and the By-Laws of the Association.

4.3.6 To contract for the management of the Association and to delegate to such contractors all or a part of the powers and duties of the Association.

4.3.7 To employ personnel to perform the services required or authorized by these Articles, the Declaration and by the By-Laws of the Association.

4.3.8 To purchase insurance upon the Common Area for the protection of the Association and its Members and such other insurance as is determined appropriate by the Association.

4.3.9 To reconstruct improvements constructed on the Common Area after casualty or other loss.

4.3.10 To enforce by legal action the provisions of these Articles, the By-Laws and the Declaration.

ARTICLE V

MEMBERS

SECTION 5.1 The Members of this Association shall consist of all record owners of Member's Property, but shall not include mortgagees or other holders of security interests only. No person other than the Developer of The Oaks Townhouses or designees of such Developer, who does not own real property in The Oaks Townhouses may be a Member of the Association. The first Board of Directors named in these Articles of Incorporation and other Directors selected by Class B members shall not be required to own real property in The Oaks Townhouses. Fees, dues, assessments and charges required of Members shall be set in the manner prescribed by the By-Laws of the Association and in the Declaration.

5.2 Membership in this Association cannot be assigned, hypothecated or transferred in any manner except as may be provided in the By-Laws.

5.3 The Association shall have two classes of voting membership: Class A and Class B.

Class A members shall be all persons owning one or more Lots constituting Member's Property, excepting those persons (or other entities) who are Class B members.

Class B members shall be The Oaks Partnership, an Alabama general Partnership, and any successor in ownership to all or part of The Oaks Partnership.

196 170 240 861
032 240 861
BOOK

The Class B membership shall terminate and, provided Developer shall then own any Lot, the then Class B members shall become Class A members at such time as (a) all the then Class B members so designate in a writing delivered to the Association, or (b) on December 31, 1993, whichever shall first occur. Notwithstanding the foregoing, the Class B membership shall not terminate so long as the Developer shall own any Lot. Provided further, The Oaks Partnership shall not be a Class B member or a Class A member at such time as it no longer owns any Lot.

When entitled to vote, each Member shall have one vote for each Lot owned by such Member.

Until December 31, 1993, or such earlier time as the Class B membership shall terminate as provided herein, the Class B members shall be vested with the sole voting rights in the Association, except on such matters as to which the Declaration, these Articles of Incorporation, or the By-Laws specifically require a vote of each and every class of membership, or except as required by law.

ARTICLE VI

TERM

This Association shall exist perpetually.

ARTICLE VII

SUBSCRIBERS

The name and residence of the incorporator of the Corporation is as follows:

Still Hunter, Jr.

3000 Riverchase Galleria
Suite 935
Birmingham, Alabama 35244

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors. The first Board of Directors shall consist of three (3) Members. Change in the maximum number of Directors shall be permitted by amendment to the By-Laws of the Association or by amendment to the Articles of Incorporation. The Board of Directors shall be elected by the Members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until December 31, 1993, or until all the then Class B members so designate in a writing delivered to the Association whichever shall first occur, and thereafter until their successors are elected and have qualified, are as follows:

Class I. Still Hunter, Jr.

3000 Riverchase Galleria
Suite 935
Birmingham, Alabama 35244

Class II. Bill L. Harbert

P. O. Box 1297
Birmingham, Alabama 35201

Class II. Hartwell Davis

1120 39th Street North
Birmingham, Alabama 35234

Provided however, that at a time no later than December 31, 1990, the number of Directors shall be increased to seven (7), at least three (3) of whom are elected by Class A Members and four (4) of whom are elected by Class B Members. After December 31, 1993, and for so long as there are Class B Members, the Class B Members shall be allowed to elect one (1) Director.

Subsequent to December 31, 1993, or when all of the then Class B members so designate in a writing delivered to the Association, whichever shall first

occur, Class I Directors shall be elected for terms of two (2) years and Class II Directors shall be elected for a term of three (3) years.

The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

Among other things, the Board of Directors shall have authority to make and alter By-Laws and the further authority to exercise all such other powers and to do all such other lawful acts and things which this Association, or its Members might do, unless prohibited from doing so by applicable laws, or the Articles of Incorporation, or by the By-Laws of this Association.

ARTICLE IX

OFFICERS

The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE X

INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon such Director or officer in connection with any proceeding to which such Director or officer may be a party, or may become involved, by reason of being or having been a Director or officer of the Association, or any settlement thereof, whether or not such person is a Director or officer at the time such expenses are incurred, except

in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI

DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the Association assets upon dissolution of the Association. Unless agreed to the contrary by sixty percent (60%) of each and every class of membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

BOOK 032 PAGE 864

ARTICLE XII

AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of sixty percent (60%) of the Members of the Association entitled to vote.

ARTICLE XIII

BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 27 day of March, 1987.

Still Hunter, Jr. (SEAL)

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Still Hunter, Jr., who is known to me and who, after first being duly sworn, deposes under oath and says that the foregoing Articles of Incorporation were prepared under his direction and that he had knowledge of and was informed of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this the 27 day of March, 1987.

Elizabeth D Beck
Notary Public

My commission expires: 10-3-90

THIS INSTRUMENT PREPARED BY:
Randolph H. Lanier
Balch & Bingham
P. O. Box 306
Birmingham, Alabama 35203

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

THE OAKS TOWNHOUSE ASSOCIATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of THE OAKS TOWNHOUSE ASSOCIATION, INC., duly signed and verified pursuant to the provisions of Section 10-3A-1, of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of THE OAKS TOWNHOUSE ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

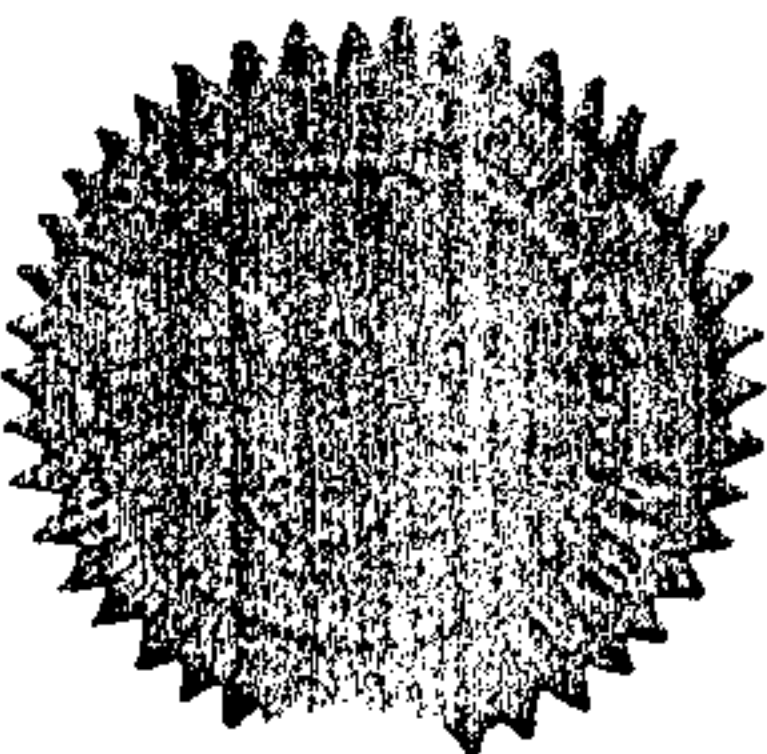
GIVEN Under My Hand and Official Seal on this the 30th day of MARCH, 19 87.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1987 MAR 30 PM 2:17

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 25.00
Jud 1.00
26.00



BOOK 032 PAGE 366