

STATE OF ALABAMA)  
SHELBY COUNTY )

**ARTICLES OF INCORPORATION  
OF  
HERITAGE TRACE RESIDENTIAL ASSOCIATION, INC.**

**TO THE HONORABLE JUDGE OF PROBATE,  
SHELBY COUNTY, ALABAMA**

The undersigned, desiring to organize a body corporate pursuant to Title 10-3A-1 et seq. Code of Alabama 1975, as amended, entitled The Alabama NonProfit Corporation Act, and each of whom is over the age of nineteen (19) years, do make, sign and file these Articles of Incorporation as follows:

1. The name of the corporation shall be HERITAGE TRACE RESIDENTIAL ASSOCIATION, INC.
2. The objects and purposes for which the corporation is formed are:
  - (a) To own, manage, and develop for recreational use certain areas of green space and common areas located in the residential housing development commonly known as, Heritage Trace in the City of Montevallo, Shelby County, Alabama.
  - (b) To collect periodic homeowners' association dues.
  - (c) To pay expenses in connection with said green space, common areas and drainage easements.
  - (d) To maintain insurance on said green space, common areas and drainage easements.
  - (e) To enforce the restrictive covenants filed in the Office of the Judge of Probate of Shelby County, Alabama, on March 7, 2005, 2005, in Instrument Number 20050307000105180.
  - (f) To perform such other and further acts as are necessary and appropriate to accomplish the foregoing purposes.
3. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or any other corresponding provision of any future United States Internal Revenue law.



4. The general welfare of the association, not individual profit, is the object for which this charter is granted and non dividend or profit shall be divided among any person or persons. The corporation shall not operate any listing service, or take steps which will serve to facilitate the transaction of specific business by any individual or firm, or promote the private interest of any individual or firm, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

5. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no person or firm shall be entitled to any distribution or division of its remaining property or its proceeds, and after the payment, satisfaction and discharge of all liabilities and obligations, all of the corporations's residual or remaining assets and property of every nature and description, whatsoever, not held upon a condition requiring return, transfer or conveyance, shall be applied and distributed pursuant to Section 10-3A-140 et. seq. of the Code of Alabama, 1975, and within the intendment of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding section of any prior or future Internal Revenue Code, as the same now exists or may be hereafter amended from time to time.

6. The location of the corporation shall be in the City of Montevallo, County of Shelby, State of Alabama.

7. The names and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Laurie Boston Sharp	6919 Highway 119 S Suite 400 Alabaster, Alabama 35007
William J. Wilkens, Jr.	6919 Highway 119 S Suite 400 Alabaster, Alabama 35007
William Randall May	1300 Corporate Drive Birmingham, Alabama 35242

8. The number of directors shall be established by bylaws, but in no event shall such number be less than three (3) nor more than five (5).

9. The names and addresses of the directors who shall hold office until the first annual meeting of members or until their successors have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Laurie Boston Sharp	6919 Highway 119 S Suite 400 Alabaster, Alabama 35007
William J. Wilkens, Jr.	6919 Highway 119 S Suite 400



Alabaster, Alabama 35007

William Randall May

1300 Corporate Drive  
Birmingham, Alabama 35242

10. The location and mailing address of the initial registered office of the corporation is P.O. Box 567, Alabaster, Alabama 35007 and the name of its initial registered agent at such address is William J. Wilkens, Jr.

11. The period for the duration of the corporation shall be perpetual.

12. The corporation shall be a non-member, nonprofit Corporation.

13. The corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by these Articles of Incorporation. The Board of Directors shall be elected as established in the bylaws.

In furtherance and not in limitation of powers conferred by law, the Board of Directors is hereby expressly authorized:

- A. To adopt, alter, amend and repeal the bylaws of the corporation.
- B. To appoint such subordinate offices and agents in addition to the President, Vice President, Secretary and Treasurer, as the purposes of corporation may require and to designate the name of such office and the compensation of such office.

The corporation may, in its bylaws confer upon its Board of Directors, in addition to the foregoing and in addition to the powers and authority expressly conferred upon directors by statute, such additional powers as are appropriate.

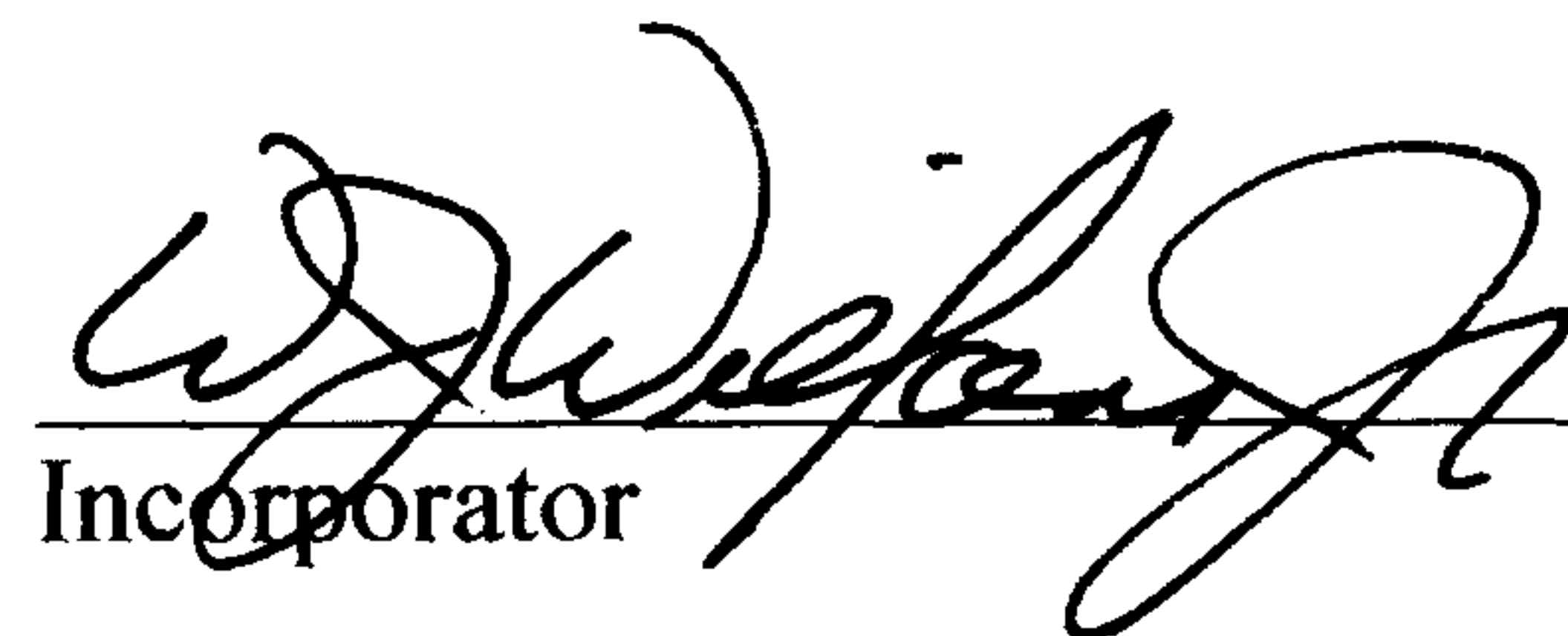
IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their names to these Articles of Incorporation on this the 12 day of September, 2005.



Incorporator



Incorporator



Incorporator

# State of Alabama Shelby County

## Certificate of Incorporation

Of

### **Heritage Trace Residential Association, Inc.**

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The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Heritage Trace Residential Association, Inc., duly signed and verified pursuant to the provisions of Section Non Profit 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 her by law, hereby issues this Certificate of Incorporation of Heritage Trace Residential Association, Inc., is hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 15<sup>th</sup> day of September 2005.

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate

