

STATE OF ALABAMA

}

SHELBY COUNTY

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Shelby Cnty Judge of Probate, AL
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ARTICLES OF INCORPORATION
OF
SUNSET MEADOWS HOMEOWNERS ASSOCIATION, INC.

PREAMBLE

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators do hereby adopt, make, sign, acknowledge and file these Articles of Incorporation pursuant to and in accordance with the Alabama Nonprofit Corporation Act of 1984, as amended, Sections 10-3A-1 *et seq.* of the Code of Alabama, 1975, for the purpose of forming a nonprofit/not-for-profit corporation, qualifying as a tax exempt organization under Section 501(c) of the Internal Revenue Code or any successor of the same.

ARTICLE I
NAME

The name of the corporation shall be: SUNSET MEADOWS HOMEOWNERS ASSOCIATION, INC., and shall be referred to herein as "Sunset Meadows" OR "Sunset Meadows HOA".

ARTICLE TWO
DURATION

The period of duration of Sunset Meadows HOA shall be perpetual.

ARTICLE THREE
PURPOSE AND POWERS

Section 1. Purpose. The purpose of which Sunset Meadows HOA is formed is to promote the social welfare of the members and to provide an entity for the purpose of the management, operation, maintenance, repair, and replacement of private properties, common areas, easements, security, lighting, landscaped areas, and entrances, as presently exist or may be constructed in the part of Sunset Meadows Subdivision restricted for R-1 use and as appears within the platted subdivision in Map Book 29 at page 106 in the Probate Office of Shelby County, Alabama; and, further, to enforce the covenants, conditions, and restrictions, pertaining to said property.

Section 2. Powers. As a means of accomplishing the foregoing purposes, Sunset Meadows HOA shall have the following powers:

Every power conferred by the Declaration of Restrictive Covenants for Sunset Meadows as recorded in the Office of the Probate Judge of Shelby County, Alabama, on April 12, 2002, and recorded in Instrument Number 2002-17255; and,

Every power now conferred or which may be hereafter conferred on a non-profit corporation under the laws of the State of Alabama which are not in conflict with the terms of these Articles.

Every power and duty necessary to administer and manage the property in accordance with all recorded Restrictive Covenants and the by-laws, including but not limited to the following:

To designate those expenses which shall constitute the common expenses of Sunset Meadows other than those expenses declared as common expenses under the by-laws of Sunset Meadows.

To estimate the amount of the annual budget and to make and collect assessments against owners of Lots in Sunset Meadows to defray the costs, expenses and losses of Sunset Meadows.

To use the proceeds of assessments in the exercise of its powers and duties.

To maintain, repair, replace, and operate the property.

To purchase insurance upon the property and insurance for the protection of Sunset Meadows HOA, its Board of Directors, the Architectural Review Committee(ARC), and its members.

To reconstruct the property after casualty and to further improve the property.

To make and amend rules and regulations respecting the use of the property.

To enforce by legal means the provisions of these Articles of Incorporation, the by-laws, the restrictive covenants, and the rules and regulations for the use of the property.

To contract for the management of the property and to delegate to such managing agent all powers and duties of Sunset Meadows except such as are specifically required to have approval of the Board of Directors or the membership.

To retain legal counsel.

To employ personnel to perform the services required for proper operation of Sunset Meadows.

To own and purchase lots in Sunset Meadows.

To enter into contacts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or

services, so as to carry out Sunset Meadows' responsibilities and to comply with the requirements of the Law of the State of Alabama with regard to maintenance of records.

To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of Sunset Meadows.

To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of Sunset Meadows.

To exercise any and all common law and statutory powers, although not specifically recited above, of a non-profit corporation, reasonably necessary or convenient to carry out and perform the purpose for which Sunset Meadows is organized and its enumerated powers.

To make such distribution of any profit surplus or reserve funds of Sunset Meadows to the members at such times and in such manner, and to do such other acts, as may be required to comply with the provisions of Section 501(c) of the Federal Internal Revenue Service Code, and applicable Revenue rulings, and other Federal and State statutes providing for an exemption from Federal and state income taxes for non-profit organizations.


(c) All funds and the title of all properties acquired by Sunset Meadows HOA and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles and the by-laws.

(d) No contract or other transaction between Sunset Meadows and any of its Directors, or between Sunset Meadows and any corporations, partnership, firm or association in which any Directors or Officers of Sunset Meadows are director or officers or are otherwise pecuniary interested, shall be void or void able, provided that the fact of the common interest is disclosed or known to the Board. Any common or interested Director may be counted in determining the presence of a quorum at any meeting of the Board and may vote to authorize any contract or transaction.

(e) The powers of the Association shall be subject to and shall be exercised in accordance with the by-laws.

(f) Common areas and access thereto within the part of Sunset Meadows Subdivision are restricted for use as R-4. If so, this corporation will amend these Articles, or the by-laws, so that the enjoyment, management, and maintenance of the same will be compatible with and shared with that corporation, if one be later formed.

ARTICLE FOUR
MEMBERS


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Section 1. Qualifications. There shall be one class of members. Each record title owner of a lot within the area restricted R-1 in the Sunset Meadows Subdivision shall be required to be a member of Sunset Meadows Home Owners Association.

Section 2. Assignment of Shares of Assets. The share of a member in the funds or assets of Sunset Meadows cannot and shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to such member's lot.

Section 3. Change in Membership. Change in membership shall be established by the recording in the Probate Office of Shelby County, Alabama, of a deed establishing record title of a lot within the area restricted R-1 of the subdivision. Upon the transfer of title, the owner designated as grantee in the deed shall be a member of Sunset Meadows HOA and the membership of the prior owner shall be terminated.

Section 4. Voting Rights. Whenever authorized by these Articles of Incorporation or the by-laws, each lot owner within the area restricted R-1 of the subdivision shall be entitled to cast one vote for each lot owned by such member. The manner of exercising the right to vote shall be determined by the by-laws.

ARTICLE FIVE
DIRECTORS

Section 1. Management. The affairs and business of Sunset Meadows HOA shall be managed and conducted by the Board of Directors.

Section 2. Number. The exact number of Directors shall be as specified in the by-laws.

Sections 3. Initial Members. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Neal DePiano, Sr.	100 True Vine Way, Helena, AL 35080
Neal DePiano, Jr.	442 Southern Lane, Helena, AL 35080
Gary Schafer	401 Southern Lane, Helena, AL 35080

Section 4. Manner of Selection. Directors shall be elected at the annual meeting of the members in the manner determined by the by-laws. Vacancies on the Board shall be filled as determined by the by-laws.

ARTICLE SIX
OFFICERS

The officers of the corporation shall consist of president, one or more vice presidents, a secretary, a treasurer, and such other officers as may be deemed necessary by the Board of Directors, each to be elected or appointed as determined by the by-laws. The names and titles of the officers who are to serve until the first election or appointment are as follows:

<u>NAME</u>	<u>TITLE</u>
Neal DePiano, Sr.	President
Neal DePiano, Jr.	Vice-President
David B. McEwen	Secretary/Treasurer

ARTICLE SEVEN
REGISTERED OFFICE AND AGENTS

The address of the initial registered office is 100 True Vine Way, Helena, Alabama, 35080, and the name of its initial registered agent at such address is Neal DePiano, Sr.

ARTICLE EIGHT
INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Neal DePiano, Sr.	100 True Vine Way, Helena, AL 35080
Neal DePiano, Jr.	442 Southern Lane, Helena, AL 35080
Gary Schafer	401 Southern Lane, Helena, AL 35080



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**ARTICLE NINE
MEETINGS**

Section I: The meetings of the membership and the meetings of the Board of Directors and standing committees shall be as follows:

- (a) The membership shall meet not less than annually. The annual meeting of the membership shall be held at a time and place fixed by the Bylaws of the Corporation.
- (b) The Board of Directors shall meet monthly at a time and place fixed by the Bylaws of the Corporation.

**ARTICLE TEN
NO STOCK ISSUED**

The Corporation is organized on a non-stock basis, and shall be primarily financed by membership fees, contributions, grants, and donations of money and property, whether real or personal, tangible or intangible.

The Corporation may also, upon the affirmative Resolution of the Board of Directors, be financed in part by any other means legally permitted to a nonprofit corporation incorporated under the laws of the State of Alabama, but not to the jeopardy of the tax-exempt status of the Corporation as a publicly supported nonprofit organization.

**ARTICLE ELEVEN
BOARD OF DIRECTORS**

- (a) The Board of Directors shall be the governing body of the Corporation.
- (b) The Directors of the Corporation shall not, as such, be liable for obligations of the corporation pursuant to Code of Alabama 1975 §10-3A-34(b).
- (c) The initial Board of Directors and any Directors elected at the organizational meeting shall serve until the end of his/her initial term, or until their respective successors are qualified and elected. The term for each initial Director is set out in these Articles.
- (d) The initial Board of Directors shall consist of THREE (3) Directors. The Board of Directors shall consist of three (3) Directors at any time. After the initial meeting the number of Directors shall be fixed by the Bylaws and may be changed from time to time by amendment to the Bylaws as provided for in these Articles.
- (e) The election of additional Directors to the Board of Directors, if any, shall be by a unanimous affirmative vote of the voting members of the then current Board of Directors at the

initial organizational meeting, at any specially called meeting of the Board, or at the annual meeting of the Board, as provided in the Bylaws. Prior to or simultaneously with the election of additional Directors to, or the reduction of Directors from the Board of Directors, the Bylaws of the Corporation shall be amended to state the exact number of Directors of the Corporation, but not less than three (3), effective upon the election of the additional members to the Board of Directors or reduction of members therefrom. Removal of a Director shall be by a two-thirds (2/3) affirmative vote of all of the Directors.

(f) When the number of Directors is decreased by amendment to the Bylaws adopted by the Board of Directors, each Director in office shall serve until his term expires, or until his resignation, removal, death or inability to serve as provided in the Bylaws. No initial member shall lose his or her rights as a voting Director for the Corporation by an amendment in the Bylaws to decrease the number of Directors.

(g) In the event that the Board of Directors fails to call a timely election, every current member of the Board of Directors shall continue in office until the annual meeting and the election or reelection of Directors.

(h) Proxy voting shall not be permitted at any election of an Officer or a Director of the Corporation, nor shall proxy voting be permitted on any item coming before the Board of Directors or any committee thereof for a vote.

ARTICLE TWELVE ACTION BY DIRECTORS WITHOUT A MEETING

Any action required to be taken at a meeting of directors of the Corporation or any action which may be taken at a meeting of the directors or of a committee of directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof, all of the directors or all of the members of the committee of directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with either the Judge of Probate or Secretary of State (Code of Alabama § 10-3A-40).

ARTICLE THIRTEEN NO PRIVATE INUREMENT

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, its Incorporators, Directors, Officers, Benefactors, Donors or other private persons.

(b) No Incorporator, Director, Officer, Benefactor, Donor, or any other private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(c) The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by any Incorporator, Director, Officer, Benefactor, Donor, or any other private person, and to make payments and distributions in furtherance of the purposes set forth in

these Articles.

(d) No asset of any tangible financial value of the Corporation shall be distributed to any Incorporator, Director, Officer, Benefactor, Donor or other private person apart from the benevolent purposes of the Corporation, without fair market value or replacement value received, whichever is higher, cash-in-hand paid at the time of receipt, for the purchase of such asset by such Incorporator, Director, Officer, Benefactor, Donor or other private person. Such transfer of assets shall always be for the benefit of the Corporation, and shall be carefully evaluated to avoid any conflicts of interest or violation of fiduciary duties regarding interested persons transactions. This prohibition shall not restrict the gratuitous distribution of *de minimis* items permitted by the Internal Revenue Service and by Alabama law.

(e) The preceding sections of this Article shall not prohibit the return to any owner, lender, trustor, bailor, or other person holding title to, or having authority over the title of, any item which has been used for the benefit of the Corporation, and is in the possession of the Corporation, its Directors, Officers or Employees, or which for any reason is found upon corporate property at the time of dissolution, to which the Corporation does not hold title. Any monies owed by the Corporation at the time of dissolution shall be deemed to be held by the Corporation in trust for the creditor, regardless of his or her affiliation with the Corporation, and shall immediately be paid to the creditor if the Corporation is solvent. Any items as described in this paragraph to which the Corporation does not hold title shall be immediately returned to their rightful owner upon dissolution.

ARTICLE FOURTEEN PROTECTION OF TAX-EXEMPT STATUS

The Corporation shall not accept any gift or grant if it contains conditions that would restrict or violate any of the charitable, religious, scientific or educational purposes under which the Corporation holds its tax-exempt status, nor shall the Corporation accept any gift or grant which would require the Corporation to serve a private as opposed to public interest.

ARTICLE FIFTEEN BYLAWS

The Corporation shall adopt appropriate Bylaws by action of the voting members of its Board of Directors at any duly called regular meeting for such purpose, which Bylaws may be amended from time to time in the manner provided for in the Bylaws.

ARTICLE SIXTEEN AMENDMENTS TO ARTICLES OF INCORPORATION

(a) Only the members of the Board of Directors voting in the affirmative to amend these Articles, as provided below, shall have the right to amend the Articles of Incorporation.

(b) In the event that prior to the amendment of the Articles of Incorporation any one or

more of the Directors shall withdraw from membership, or be prohibited by law from exercising the rights enumerated in these Articles, the remaining Directors shall have the right to elect or appoint additional Directors to fulfill the minimum number of three (3) Directors at a duly called meeting of the Board of Directors as provided in the Bylaws, to meet the minimum legal requirements mandating that the Corporation have not less than (3) three corporate directors.

- (c) Amendment to these Articles of Incorporation shall be by two-thirds (2/3) affirmative vote of the full Board of Directors, not merely two-thirds (2/3) of a quorum thereof.

ARTICLE SEVENTEEN TRANSFER OF ASSETS IN THE EVENT OF DISSOLUTION

(a) If this Corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs, liabilities, and indebtedness, including the expenses of such dissolution, shall be distributed by the Board of Directors, as provided in Section 13.2 of this Article, exclusively for the purposes of the Corporation and for no other purposes, and in such manner as is lawfully required, to a non-profit corporation operating solely for the benefit of the residents and citizens of Shelby County, Alabama.

(b) The members of the Board of Directors, or if only a portion of such Directors remain with the Corporation, then the remaining Directors of the entire Board who are serving at the time of dissolution shall, in a duly called and held business meeting, transfer the assets of the Corporation to a non-profit corporation operating solely for the benefit of the residents and citizens of Shelby County, Alabama.

(c) Dissolution shall be by resolution adopted by no less than a two-thirds (2/3) affirmative vote of the then current voting members of the Board of Directors as provided in this Article.

ARTICLE EIGHTEEN LIABILITY OF OFFICERS, DIRECTORS AND VOLUNTEERS

(a) Pursuant to the Code of Alabama 1975 §10-11-1 non-compensated officers, directors, trustees, and members of governing bodies of not-for-profit entities must be permitted to operate without undue concern for the possibility of litigation arising from the discharge of their duties as policymakers.

(b) Any non-compensated officer of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of such qualified entity except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence (Code of Alabama 1975 §10-11-3).



(c) Any volunteer shall be immune from civil liability in any action on the basis of any act or omission of a volunteer resulting in damage or injury if: (1) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for a nonprofit organization and, (2) the damage or injury was not caused by willful or wanton misconduct by such volunteer. Code of Alabama 1975 §6-5-336 (d)(1)(2), Volunteer Service Act.

ARTICLE NINETEEN
Nondiscrimination Policy

Sunset Meadows HOA is committed to maintaining and promoting nondiscrimination at all levels within the organization. Specifically, it is the expressed intent of the Corporation to: (i) recruit, hire, and promote employees without regard to age, color, ethnicity, gender, race, national origin, or disability unrelated to job performance, and (ii) to comply with all applicable laws and regulations related to nondiscrimination in services offered, and educational and training opportunities generally provided in the programs sponsored by the Corporation without regard to age, color, ethnicity, gender, race, national origin, religion or disability.

ARTICLE TWENTY
INDEMNIFICATION

Each Director and each Officer shall be indemnified and saved harmless by Sunset Meadows HOA against all expenses, costs, losses, liabilities, actions, and causes of action, or any settlement thereof, including attorney's fees, incurred by or imposed upon such Director or Officer in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer, excepting only cases where such Director or Officer is finally adjudged guilty of willful misconduct in the performance of the duties of such office. This right of indemnification shall be in addition to and not exclusive of all other rights the Director or Officer may be entitled to under the by-laws or otherwise.

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STATE OF ALABAMA }
COUNTY OF SHELBY }

VERIFICATION

On this day personally appeared before me, a Notary Public in and for the State of Alabama at Large, NEAL DEPIANO, SR., whose name is subscribed above who is known to me and who after being by me first duly sworn deposed and stated on oath the he executed the foregoing instrument and further stated that the allegations contained therein are true and correct to the best of his knowledge, information, and belief.

Sworn to and subscribed before me on this the 5 day of MARCH, 2008.

Robert H. Miller Jr
Notary Public

MY COMMISSION EXPIRES SEPTEMBER 10, 2008

STATE OF ALABAMA }
COUNTY OF SHELBY }

VERIFICATION

On this day personally appeared before me, a Notary Public in and for the State of Alabama at Large, NEAL DEPIANO, JR., whose name is subscribed above who is known to me and who after being by me first duly sworn deposed and stated on oath the he executed the foregoing instrument and further stated that the allegations contained therein are true and correct to the best of his knowledge, information, and belief.

Sworn to and subscribed before me on this the 2 day of MARCH, 2008.

Robert H. Miller Jr
Notary Public in and for the
State of Alabama at Large

My commission expires: _____

MY COMMISSION EXPIRES SEPTEMBER 10, 2008

STATE OF ALABAMA }
COUNTY OF SHELBY }

VERIFICATION

On this day personally appeared before me, a Notary Public in and for the State of Alabama at Large, GARY SCHAFER, whose name is subscribed above who is known to



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me and who after being by me first duly sworn deposed and stated on oath the he executed the foregoing instrument and further stated that the allegations contained therein are true and correct to the best of his knowledge, information, and belief.

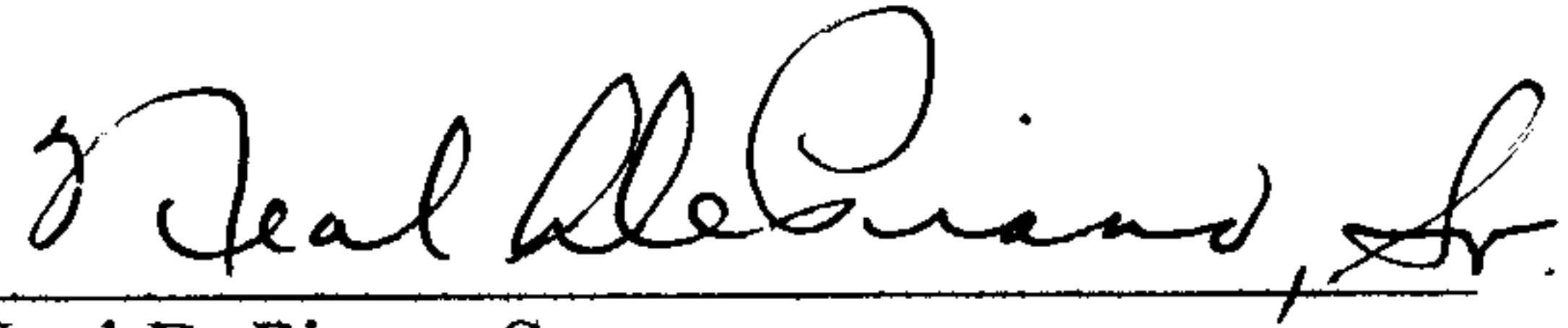
Sworn to and subscribed before me on this the 2 day of MARCH, 2008.

Notary Public in and for the
State of Alabama at Large
My commission expires: _____

MY COMMISSION EXPIRES SEPTEMBER 10, 2008

THIS INSTRUMENT PREPARED BY:
SEXTON AND ASSOCIATE, PC
1330 21ST WAY SOUTH
BIRMINGHAM, AL. 35205

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals on this the 2 day of March, 2008.



Neal DePiano, Sr.
100 True Vine Way, Helena, AL 35080



Neal DePiano, Jr.
442 Southern Lane, Helena, AL 35080



Gary Schafer
401 Southern Lane, Helena, AL 35080

State of Alabama
Shelby County

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Certificate of Corporation

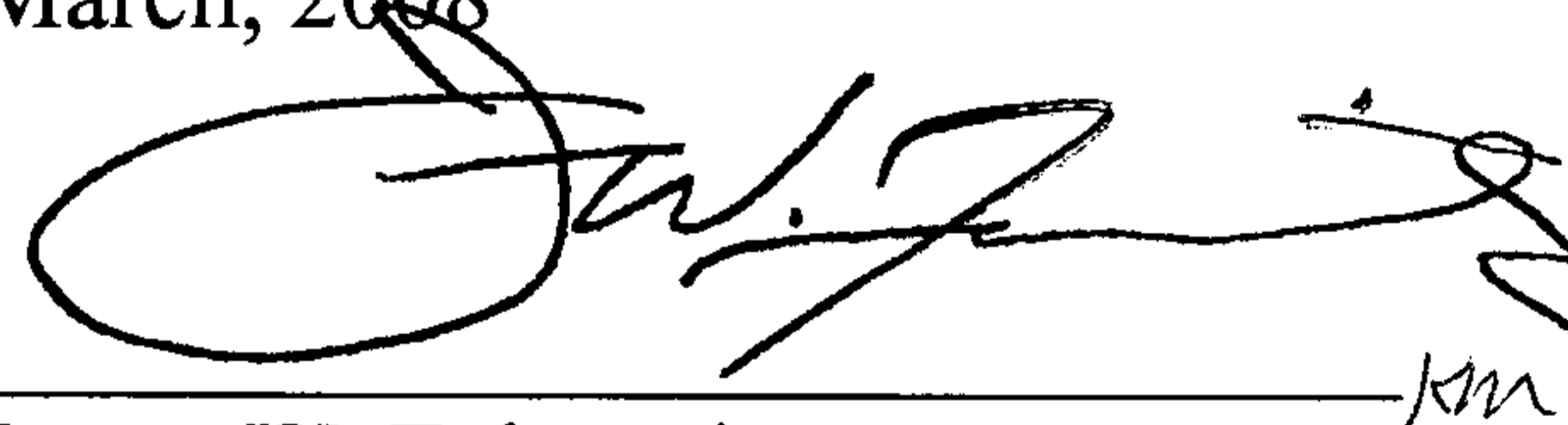
Of

SUNSET MEADOWS HOMEOWNERS ASSOCIATION,
INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation Alabama SUNSET MEADOWS HOMEOWNERS ASSOCIATION, INC. 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 him by law, hereby issues this Certificate of Incorporation of **SUNSET MEADOWS HOMEOWNERS ASSOCIATION, INC.** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 24th day of
March, 2008



James W. Fuhrmeister
Judge of Probate

