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ARTICLES OF INCORPORATION
OF
THE GABLES CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION OF
THE GABLES CONDOMINIUM ASSOCIATION, INC.**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, William C. Hulsey, Frank Nix and Emmett C. Gardner, each of whom is over the age of twenty-one (21) years, desiring to organize a not-for-profit corporation under the provisions of the Alabama Nonprofit Corporation Act, §§ 10-3-1, et seq., Code of Alabama 1975, as amended, hereby sign, verify and file these Articles of Incorporation. The terms used herein shall have the same meaning attributed to them in the Declaration of Condominium of The Gables Condominium filed in the Office of the Judge of Probate of Shelby County, Alabama, at Real Volume 10, Page 177, et seq. (hereinafter referred to as the Declaration), and in the Condominium Ownership Act of Alabama, §§ 35-8-1, et seq., Code of Alabama 1975, as amended (hereinafter referred to as the Act).

ARTICLE I

Name

The name of the corporation shall be:

The Gables Condominium Association, Inc.

The corporation is herein referred to as the "Association."

ARTICLE II

Purpose and Powers

Section 2.1 Purpose. The purpose for which the Association is formed is to provide an entity for the management and operation of The Gables Condominium (hereinafter referred to as the "Condominium") established on certain real estate in Shelby County, Alabama, which said real estate is more particularly described in Exhibit A hereto, which real estate is to be submitted to the condominium form of ownership by the Declaration; to perform and carry out the acts and duties incident to the administration, operations and management of the Condominium in accordance with the terms, provisions and conditions contained in these Articles and in the Declaration, and in any amendments thereto; and to own, operate, lease, sell, trade or otherwise deal with such property, real or personal, as may be necessary or convenient in the administration of the Condominium.

Additional real estate and improvements may, at the option of Developer, be submitted to condominium ownership under the Declaration, in which event the Association shall also serve as the entity for the management of such additional property. The effect of the submission of

such additional property to condominium ownership is explained in Section 39 of the Declaration.

Section 2.2 Powers. In furtherance of the aforesaid purposes, the Association shall have and exercise all of the powers of a not-for-profit corporation organized and existing under the laws of the State of Alabama, and all the powers now or hereafter granted to condominium associations under the Act, as the same may be hereafter amended or supplemented, and all the powers reasonably necessary to implement the purposes of the Association, which powers shall include, but are not limited to, the power:

2.2.1 To enforce the covenants and restrictions contained in the Declaration, and to make, establish, and enforce reasonable Rules and Regulations governing the administration, management and use of the Condominium Property;

2.2.2 To establish a budget for the operation of the Condominium; to designate those expenses which shall constitute the Common Expenses of the Condominium; to make, levy and collect Assessments against Unit Owners of the Condominium to provide the funds to pay for Common Expenses of the Condominium as provided for in the Condominium Documents and in the Act; and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association;

2.2.3 To maintain, repair, replace and operate those portions of the Condominium Property that the Association has the duty or right to maintain, repair, replace and operate under the Condominium Documents;

2.2.4 To have access to each Unit from time to time during reasonable hours as may be necessary for the maintenance, repair, or replacement of any Common Elements therein or accessible therefrom, or, to have immediate access at any time as may be necessary for making emergency repairs necessary to prevent damage to any other Unit or Units;

2.2.5 To contract for the management of the Condominium Property and to delegate to such agent(s) all or some of the powers, duties and responsibilities of the Association;

2.2.6 To employ personnel to perform the services required for proper operation of the Condominium;

2.2.7 To purchase and maintain all forms of insurance upon the Condominium Property for the protection of the Association and its members;

2.2.8 To reconstruct the Condominium Property after casualty or other loss;

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2.2.9 To make additional improvements on and to the Condominium Property;

2.2.10 To approve or disapprove the transfer, mortgage and ownership of Units to the extent such power is granted to it under the Condominium Documents;

2.2.11 To retain legal counsel at the expense of the Association and to enforce by legal action the provisions of the Condominium Documents and the Rules and Regulations of the Association;

2.2.12 To acquire, by purchase or otherwise, Units in the Condominium, and to hold, lease, mortgage and convey the same;

2.2.13 To lease or license the use of Common Elements in a manner not inconsistent with the rights of Unit Owners; and

2.2.14 To make such distributions of any Common Surplus of the Association to the members of the Association at such times and in such manner, and to do such other acts, as may be required to comply with all applicable provisions of the Federal Internal Revenue Code, Revenue Rulings, and other Federal and State statutes providing for an exemption from Federal and State income taxes for nonprofit organizations.

Section 2.3 Property. All funds and the title to all property acquired by the Association and the proceeds thereof shall be held in trust for the members of the Association in accordance with the provisions of the Declaration, these Articles and the Bylaws.

ARTICLE III

Members

Section 3.1 Qualification. The members of the Association shall consist of all of the record owners of fee title to Units in the Condominium.

Section 3.2 Change of Membership. Change of membership in the Association shall be established by the recording in the public records of Shelby County, Alabama, of a deed or other instrument establishing a record title to a Unit in the Condominium, and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a Unit Owner and a Member of the Association. The membership of the prior Owner shall be thereby terminated.

Section 3.3 Voting Rights. The vote for a Unit shall be cast by the Owner thereof or by his proxy designated in the manner provided for in the Bylaws. If there is more than one Owner, then the Owners shall select a

representative to cast their vote in the manner provided for in the Bylaws. Voting shall be on a percentage basis, in the percentage of the undivided interest of each Owner in the Common Elements of the Condominium as established by the Declaration.

Section 3.4 Approval or Disapproval by Unit Owners. Whenever the approval or disapproval of a Unit Owner is required upon any matter, whether or not the subject of an Association meeting, such approval or disapproval shall be expressed by the same person who would cast the vote of such Owner at an Association meeting.

Section 3.5 Restraint Upon Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to such Member's Unit.

ARTICLE IV

Directors

Section 4.1 Number. The affairs of the Association shall be conducted by a Board consisting of five (5) persons, who shall be Unit Owners unless otherwise provided for in the Bylaws, and who shall be elected at the annual meeting of Members of the Association, or at any special meeting to fill a vacancy in the Board. The initial members of the Board shall be those persons designated in Article IX hereof.

Section 4.2 Committees. The Board, by resolution adopted by a majority of the directors in office, may designate one or more committees to assist the Board in connection with the management of the Association. The members of such committees shall not be required to be members of the Board; provided, however, that no such committee shall be authorized to enter into agreements on behalf of the Association, unless specifically authorized by a duly adopted resolution of the Board.

ARTICLE V

Period of Duration

The period of duration of the Association shall be perpetual; provided, however, that the Association shall be terminated by the termination of the Condominium in accordance with the provisions of the Declaration.

ARTICLE VI

Officers

The officers of the Association shall consist of a president, one or more vice-presidents, a secretary, a treasurer and such other officers and assistant officers as may be deemed necessary, each of whom shall be

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elected or appointed at such time and in such manner and for such terms not exceeding three (3) years as may be prescribed in the Bylaws. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. The names and addresses of the officers who are to serve until the first election of officers are:

William C. Hulsey, President
1813 1st Avenue North
Birmingham, Alabama 35203

Emmett C. Gardner, Vice President and Treasurer
2030 2nd Avenue North
Birmingham, Alabama 35203

Frank Nix, Secretary
1813 1st Avenue North
Birmingham, Alabama 35203

Jerome K. Lanning, Assistant Secretary
24 Montcrest Drive
Birmingham, Alabama 35213

ARTICLE VII

Indemnification

Every director and every officer of the Association shall be indemnified by the Association and the Unit Owners against all expenses and liabilities, which they may incur by reason of being or having been and officer or director to the extent and in the manner provided for in the Bylaws.

ARTICLE VIII

Registered Agent

The address of the Association's initial registered office and the name of its registered agent at such office shall be:

<u>Name</u>	<u>Address</u>
Frank Nix	1813 1st Avenue North Birmingham, Alabama 35203

ARTICLE IX

Initial Directors

The names and addresses of the persons who shall serve as the directors of the Association for the first year and until their successors are elected and duly qualified are as follows:

<u>Name</u>	<u>Address</u>
William C. Hulsey	1813 1st Avenue North Birmingham, Alabama 35203
Emmett C. Gardner	2030 2nd Avenue North Birmingham, Alabama 35203
Frank Nix	1813 1st Avenue North Birmingham, Alabama 35203
Sims R. Beavers	1813 1st Avenue North Birmingham, Alabama 35203
Thomas W. Harris, Jr.	2030 2nd Avenue North Birmingham, Alabama 35203

ARTICLE X

Amendment

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association.

ARTICLE XI

Principal Place of Business

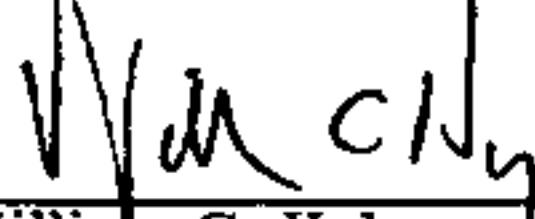
The principal place of business of the Association shall be 100 Gables Drive, Birmingham, Alabama 35244, or at such other place as may be designated from time to time by the Board.

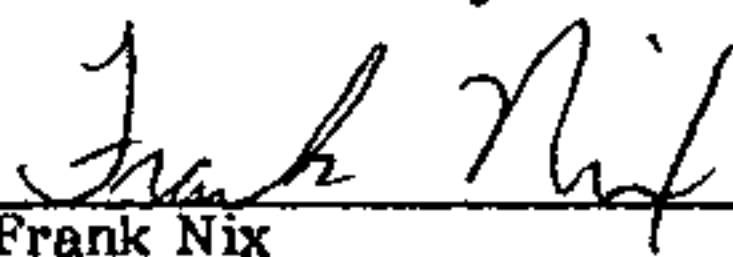
ARTICLE XII

Bylaws

- The Bylaws of the Association shall be in the form attached to the Declaration as Exhibit B.

INCORPORATORS:


William C. Hulsey


Frank Nix


Emmett C. Gardner

STATE OF ALABAMA

JEFFERSON COUNTY

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared William C. Hulsey, whose name is signed to the foregoing Articles of Incorporation of The Gables Condominium Association, Inc., and being duly sworn, deposed and said the matters and things stated in said Articles of Incorporation are true and correct to the best of his knowledge, information and belief.

GIVEN under my hand and official seal this 27th day of November, 1984.

Brenda S. Taylor
Notary Public

STATE OF ALABAMA

JEFFERSON COUNTY

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared Frank Nix, whose name is signed to the foregoing Articles of Incorporation of The Gables Condominium Association, Inc., and being duly sworn, deposed and said the matters and things stated in said Articles of Incorporation are true and correct to the best of his knowledge, information and belief.

GIVEN under my hand and official seal this 27th day of November, 1984.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1984 NOV 29 PM 3:31

STATE OF ALABAMA

JEFFERSON COUNTY

Brenda S. Taylor
Notary Public

Rec 15.00
Jud 1.00
16.00

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared Emmett C. Gardner, whose name is signed to the foregoing Articles of Incorporation of The Gables Condominium Association, Inc., and being duly sworn, deposed and said the matters and things stated in said Articles of Incorporation are true and correct to the best of his knowledge, information and belief.

GIVEN under my hand and official seal this 28th day of November, 1984.

Emmett C. Gardner
Notary Public