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ARTICLES OF INCORPORATION
OF
RIVERCHASE TOWNHOME OWNERS 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 Non-Profit Corporation Act" (1940 Code of Alabama (Recomp. 1958), Title 10, Sections 203-63, inclusive), the undersigned do hereby make and file the Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

"RIVERCHASE TOWNHOME ASSOCIATION, INC."

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

ARTICLE II

DEFINITIONS

SECTION 2.1 Association Land: That part of Riverchase Property which may at any time hereafter be owned by the Association for so long as the Association or successor thereof may be the owner thereof.

2.2 Board: The Board of Directors of the Association.

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

2.4 Declaration: The Declaration of Protective Covenants, Agreements, Easements, Charges and Liens (Residential) applicable to Member's Property which shall be recorded in the Probate Records of Shelby County, Alabama, as the same may be from time to time be supplemented or amended in the manner described therein.

2.5 Deed: Any deed, assignment, lease or other instrument conveying fee title or a leasehold interest in any part of Riverchase Property subjected to the Declaration.

2.6 Developer: The developer of Riverchase Townhomes, The Davenport Companies, and its successors.

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

2.8 Common Areas: Riverchase Property which is conveyed to the Association by the Developer of Riverchase Townhomes or a part thereof.

2.9 Association: The Riverchase Townhome Owners Association, Inc., its successors and assigns.

ARTICLE III

The initial registered office of the Association shall be Birmingham, Alabama 35201. The registered agent of the Corporation shall be Edwin T. Kerr

1726 Mountain Laurel Lane
Riverchase, Alabama 35244

George F. Ruff, Jr.
2201 Lullwater Rd.
B'ham, AL 35243

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.

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

4.2.1 To own, acquire, operate and maintain certain common areas as herein defined, and which property is hereinafter referred to as the "Common Area".

4.2.2 To own, operate and manage the Common Area located in the Riverchase Townhomes; 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.

4.2.3 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 its Directors. The objects and purposes expressed herein relate to services, benefits and expenditures pertaining to, derived from, or in connection with the Riverchase Townhome Owners Association intended for and available for the common use and enjoyment or need of the Members.

4.3 In furtherance of the aforesaid objects, purposes and powers, the Association shall have and 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 seek voluntary contributions 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 property 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 Open Spaces for the protection of the Association and its Members.

4.3.9 To reconstruct improvements constructed on the real property after casualty or other loss.

4.3.10 To make additional improvements on and to the Association Property.

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

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 him in connection with any proceeding to 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 of the Association, or any settlement thereof, whether or not he 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 in the performance of his 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 seventy-five percent (75%) 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.

ARTICLE XII

AMENDMENT OF ARTICLES

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

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.

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 membership: Class A and Class B.

Class A members shall be all members who have paid all dues and assessments levied by the board in accordance with Article III of the By-Laws.

Class B members shall be any member who has not paid all dues and assessments levied by the board in accordance with Article III of the By-Laws.

When entitled to vote, each Class A Member shall have one vote for each Parcel owned by such Member.

ARTICLE VI

TERM

This Corporation shall exist perpetually.

ARTICLE VII

SUBSCRIBERS

The names and residences of the three incorporators of the Corporation are as follows:

Ed Kerr 1726 Mountain Laurel Lane
Riverchase, Alabama 35244

John O. Rhode 1997 Mountain Laurel Lane
Riverchase, Alabama 35244

Louise Anderson 1952 Mountain Laurel
Riverchase, Alabama 35244

ARTICLE VIII

BOARD OF DIRECTORS

The business and the affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) Directors. The first Board of Directors shall consist of five (5) 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 Class A Members of the Association who are entitled to vote. The names and addresses of the First Board of Directors who shall hold office until the first meeting of the Association are as follows:

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 incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 22nd day of September, 1985.

Louise Anderson (SEAL)

Edwin T. Kerr (SEAL)

John O. Rohde (SEAL)

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STATE OF ALABAMA

SHELBY COUNTY

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Louise Anderson, Edwin T. Kerr and John O. Rohde, who are known to me and who, after first being duly sworn, deposes under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this the 22nd day of September, 1985.

Pearl B. King
Notary Public

My commission expires:

October 1, 1989

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

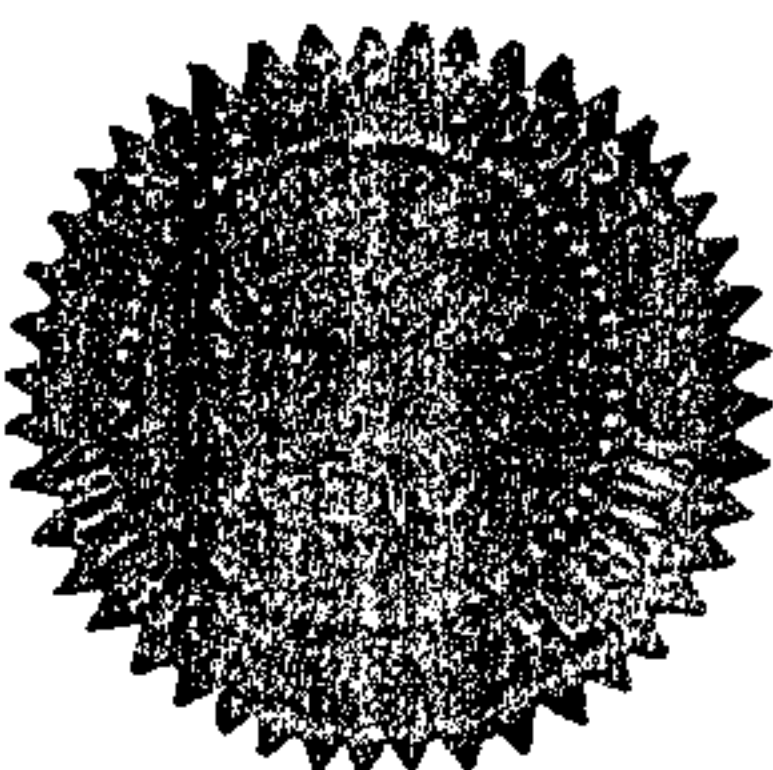
OF

RIVERCHASE TOWNHOME OWNERS ASSOCIATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of RIVERCHASE TOWNHOME OWNERS ASSOCIATION, INC., duly signed and verified pursuant to the provisions of Section 10-203-63 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 RIVERCHASE TOWNHOME OWNERS ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 4th day of DECEMBER, 19 85.



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

1985 DEC -4 PM 12: 56

Thomas A. Inoué, Jr.
JUDGE OF PROBATE

Thomas A. Inoué, Jr.

Judge of Probate

Rec 25.00
Jud 1.00
26.00