

This instrument prepared by:

744
Stephen R. Monk
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

ARTICLES OF INCORPORATION
OF
MEADOW BROOK CORPORATE PARK SOUTH ASSOCIATION, INC.

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

We, the undersigned, for the purpose of forming a corporation pursuant to the provisions of the Alabama Nonprofit Corporation Act [Code of Alabama (1975), Sections 10-3-1, et seq.], do hereby certify as follows:

1. NAME. The name of the corporation is:

Meadow Brook Corporate Park South Association, Inc.

which is hereinafter referred to as the "Association".

2. DURATION. The period of duration of the Association shall be perpetual.

3. PURPOSES. The purposes for which the Association is organized are:

(a) To operate, maintain and manage the facilities, services and Common Areas of Meadow Brook Corporate Park South situated in Shelby County Alabama (the "Office Park"), as the same are defined and set forth in the Declaration of Covenants, Conditions and Restrictions for Meadow Brook Park South (the "Declaration") which has been filed for record contemporaneously herewith in the Office of the Judge of Probate of Shelby County, Alabama;

(b) To perform and carry out the acts, duties, responsibilities and conditions set forth in the Declaration, these Articles of Incorporation, the Bylaws of this Association and all amendments thereto;

(c) To own, lease, license, operate, purchase, acquire, hold, improve, develop, manage, sell, convey, transfer, exchange, release and dispose of either alone or in conjunction with other real and personal property, tangible and intangible, of every kind, character and description;

(d) To enforce the covenants, conditions and restrictions set forth in the Declaration and to make, establish and enforce reasonable rules and regulations governing the administration, operation and management of the Office Park;

(e) To make, levy, collect and enforce Assessments, as defined in the Declaration, and to use and expend such Assessments in the manner set forth in the Declaration;

(f) To maintain, repair, replace, construct, alter and improve any of the Common Areas of the Office Park and any other portions of the Office Park property as may be allowed or specified in the Declaration;

(g) To employ personnel and contract for services, material and labor (including contracting for the management of the Common Areas and other portions of the Office Park);

(h) To purchase and maintain insurance for such coverage, in such amounts and at such rates as may be necessary for the protection of the Association, its officers, directors and members;

(i) To enforce any of the provisions of the Declaration by legal and equitable actions as may from time to time be necessary;

(j) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic;

(k) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in carrying out any of the duties, obligations and powers set forth in the Declaration;

(l) To have one or more offices to carry on all of the Association's operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country;

(m) To carry on any other business in connection with the foregoing, to transact any or all lawful business for which corporations may be incorporated under the Alabama Nonprofit Corporation Act, as amended, and to have and exercise all powers necessary or convenient to effect the purposes of the Association; and

29 PAGE 931
BOOK

(n) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this Association, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, partnership, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to have and exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may now or hereafter be applicable or available to this Association.

The foregoing clauses, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the Association in addition to those powers specifically conferred upon the Association by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Association otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this Association to carry on any business for profit.

THIS ASSOCIATION DOES NOT CONTEMPLATE PECUNIARY GAIN OR PROFIT TO THE MEMBERS THEREOF, AND THE FUNDS OF THE ASSOCIATION, WHETHER RECEIVED BY GIFT OR OTHERWISE, AND REGARDLESS OF THE SOURCE THEREOF, SHALL BE EXCLUSIVELY USED IN THE PROMOTION OF THE BUSINESS OF THE ASSOCIATION, AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Association, and the name of its initial registered agent at such address is as follows:

Michael D. Fuller
Daniel Realty Corporation
One Meadow Brook Corporate
P.O. Box 43250
Birmingham, Alabama 43243-0250

5. NONSTOCK AND NONPROFIT STATUS.

(a) This Association shall have no capital stock, is not organized for profit, and does not contemplate pecuniary gain or profit to the members thereof. No part of the earnings of the Association shall inure to the benefit of any member, individual, officer, or director. The Association does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for nonprofit purposes.

(b) Notwithstanding anything provided herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time. Nothing herein shall authorize the Association, directly or indirectly, to engage in or include among its purposes, any activities prohibited by the Alabama Nonprofit Corporation Act (Code of Alabama (1975), Sections 10-3-1, et seq.).

6. FINANCING. The Association is organized on a non-stock basis. The Association is to be financed by membership fees assessed of each member as set out in the Declaration and By-Laws and by fund-raising activities, the profits from which are to be used for the purposes herein stated and no other purpose.

7. MEMBERS. The members of the Association shall consist of, but shall be limited to, those persons owning an interest in any Lot in the Office Park, as defined in the Declaration; provided, however, the membership in the Association shall be subject to and limited by the provisions of Article VII of the Declaration.

8. DIRECTORS.

(a) Number of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). Thereafter, the number of Directors shall be fixed in the manner provided in the Declaration and may be increased or decreased from time to time by amendment to or in the manner provided in the Declaration and Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The name and address of each person who is to serve as a Director until the first annual meeting of the members or until his successor shall be elected and qualified is as follows:

Michael D. Fuller
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

F. Bruce Gleissner
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

BOOK 29 PAGE 933

Kenneth B. Findley
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

(b) Powers. Except as may be otherwise provided by law or in these Articles of Incorporation, all corporate powers of the Association shall be exercised by or under authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the following powers:

(1) The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the members, or either of them; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw establishing what constitutes a quorum at members' meetings or which was adopted by the members and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not otherwise permitted by applicable law to be altered, amended or repealed solely by the action of the Board of Directors;

(2) To fix and determine and to vary the amount of the annual Assessments as provided in the Declaration; to provide an annual budget for the operation of the Association; and, to direct and determine the use and disposition of any surplus over and above the annual Assessments in the manner set forth in the Declaration;

(3) To take any action required or permitted to be taken by the Board of Directors at a meeting or without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

The Association may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred by statute.

(c) Conflicts of Interest. No contract or other transaction between the Association and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the

meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Association and if either:

(1) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(2) The fact of such relationship or interest is disclosed to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

9. INCORPORATORS. The name and address of each incorporator is as follows:

Michael D. Fuller
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

F. Bruce Gleissner
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

10. OFFICERS. The officers of the Association shall initially consist of a President, a Vice President, a Secretary and such other officers as the Board of Directors may from time to time appoint. The name and address of the initial officers of the Association shall be:

President: Michael D. Fuller
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

Vice President: F. Bruce Gleissner
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

Secretary: Kenneth B. Findley
Daniel Realty Corporation
One Meadow Brook Corporate Park
P.O. Box 43250
Birmingham, Alabama 35243-0250

11. POWER OF PRESIDENT AND VICE PRESIDENTS TO EXECUTE DOCUMENTS.

The President and Vice Presidents of the Association shall each have authority to execute all instruments, documents and contracts on behalf of the Association.

12. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS.

(a) Subject to the provisions of Paragraph 12(d) below, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Association), by reason of the fact that he is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Subject to the provisions of Paragraph 12(d) below, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall

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29 PAGE 936

have been adjudged to be liable for wilful, deliberate or wanton misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite, the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which court shall deem proper.

(c) To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 12(a) and (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under Paragraph 12(a) and (b) above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraph 12(a) and (b) above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the members of the Association.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Association in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Paragraph 12(d) above upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the Association as authorized in this Paragraph 12.

29 PAGE 937
BOOK

(f) The indemnification authorized by this Paragraph 12 shall be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of these Articles of Incorporation, Bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Paragraph 12.

- BOOK 29 PAGE 938
13. SUBSEQUENTLY ADOPTED CORPORATION LAWS. Any and every statute of the State of Alabama hereinafter enacted whereby the rights, powers and privileges of the stockholders or members of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the members of any such corporation, shall apply to this Association and to every member thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.
14. AMENDMENT. The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, Directors and members herein are granted subject to this reservation.
15. INCORPORATION BY REFERENCE. All of the terms, provisions, definitions, covenants and conditions set forth in the Declaration are hereby expressly incorporated herein by reference as if fully set forth herein. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants and conditions set forth herein in these Articles of Incorporation and the Declaration, then the provisions of the Declaration shall at all times control.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names to these Articles of Incorporation as of this the 1st day of September, 1985.

Michael D. Fuller
Michael D. Fuller

F. Bruce Gleissner
F. Bruce Gleissner

STATE OF ALABAMA)

Shelby COUNTY)

I the undersigned, a Notary Public in and for said county and in said State, hereby certify that Michael D. Fuller whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 1st day of September, 1985.

Sheila D. Ellis
Notary Public

My Commission Expires:

My Commission Expires February 5, 1990

STATE OF ALABAMA)

Shelby COUNTY)

I the undersigned, a Notary Public in and for said county and in said State, hereby certify that F. Bruce Gleissner whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this 1st day of September, 1985.

Sheila D. Ellis
Notary Public

My Commission Expires February 5, 1990

State of Alabama

Shelby County

CERTIFICATE OF Incorporation

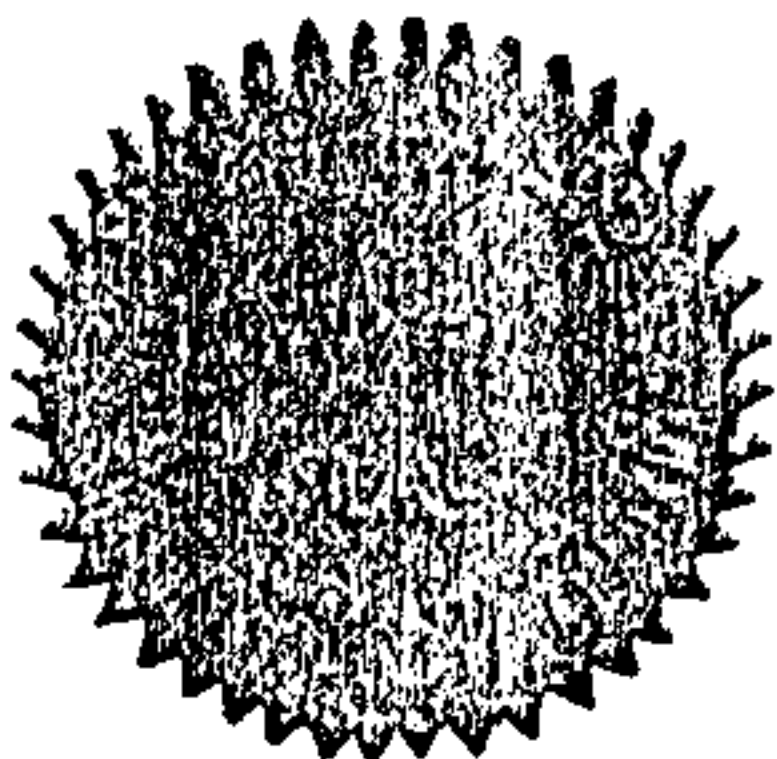
OF

Meadow Brook Corporate Park South Association, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of _____ of Meadow Brook Corporate Park South Association, Inc., duly signed and verified pursuant to the provisions of Section 10-3-1 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 _____ of Meadow Brook Corporate Park South Association, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of March, 19 86.



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

1986 MAR 13 PM 3:19

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Thomas A. Brundage, Jr.
Judge of Probate

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