

13/5-  
ARTICLES OF INCORPORATION

OF  
SOUTHLAKE TOWNHOMES OWNERS ASSOCIATION

In compliance with the requirements of the provisions of Code of Alabama, 1975, Section 10-3A-1, et seq., the undersigned, all of whom are residents of the State of Alabama and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is SOUTHLAKE TOWNHOMES OWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is 500 Robert Jemison Road, Birmingham, Alabama 35209.

ARTICLE III

REGISTERED AGENT

Allen Meisler, whose address is 500 Robert Jemison Road, Birmingham, Alabama 35209, is here by appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and

Bill Wilkens  
P.O. Box 19728  
Birmingham, AL

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architectural control of the residence Lots and Common Area within that certain tract of property described as:

SOUTHLAKE TOWNHOMES, as per plat thereof recorded in the office of the Judge of Probate of Shelby County, Alabama in Book 12, page 78;

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Judge of Probate of Shelby County, Alabama, and the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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(b) fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Alabama by law may now or hereafter have or exercise.

#### ARTICLE V

##### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### ARTICLE VI

##### VOTING RIGHTS

Voting shall be on a percentage basis and the percentage of the vote to which a member is entitled is the percentage assigned to the unit of which the member is the owner, as stated in the Declaration.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors which shall consist of such number not less than three (3) nor more than seven (7) as shall, from time to time, be determined and fixed in accordance with the

Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Allen Meisler	500 Robert Jemison Road Birmingham, Alabama 35209
William Wilkens, Jr.	4500 Lake Valley Drive Birmingham, AL 35244
Chester Parker	500 Robert Jemison Road Birmingham, Alabama 35209

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at such annual meeting thereafter the members shall elect one director for a term of three years.

#### ARTICLE VIII

##### DISSOLUTION

BOOK 036 PAGE 750 The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE IX

##### DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendments of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Alabama, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 10th day of AUGUST, 1988.

Allen M. Meisler (SEAL)  
ALLEN MEISLER

Charles L. Tucker (SEAL)

William J. Vithay (SEAL)

STATE OF ALABAMA :

COUNTY OF SHELBY :

Before me, the undersigned Notary Public, in and for said County in said State, personally appeared ALLEN MEISLER, being known to me and who, being by me first duly sworn, deposes and says that he is one of the initial incorporators of SOUTHLAKE TOWNHOMES, that he is authorized to make this verification on behalf of the initial subscribers of the corporation, and that the facts contained in the above and foregoing Articles of Incorporation are true and correct.

Andrea D. Mac...

Subscribed, and Sworn to before me this 10th day of August, 1988.

STATE OF ALABAMA :

COUNTY OF SHELBY :

Before me, the undersigned Notary Public, in and for said County in said State, personally appeared Charles L. Parker, being known to me and who, being by me first duly sworn, deposes and says that he is one of the initial incorporators of SOUTHLAKE TOWNHOMES, that he is authorized to make this verification on behalf of the initial subscribers of the corporation, and that the facts contained in the above and foregoing Articles of Incorporation are true and correct.

Andrea D. Mac...

Subscribed and Sworn to before me this 10th day of August, 1988.

STATE OF ALABAMA :

COUNTY OF SHELBY :

Before me, the undersigned Notary Public, in and for said County in said State, personally appeared William J. Mikina Jr., being known to me and who, being by me first duly sworn, deposes and says that he is one of the initial incorporators of SOUTHLAKE TOWNHOMES, that he is authorized to make this verification on behalf of the initial subscribers of the corporation, and that the facts contained in the above and foregoing Articles of Incorporation are true and correct.

Andrea D. Mac...

Subscribed and Sworn to before me this 10th day of August, 1988.

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# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

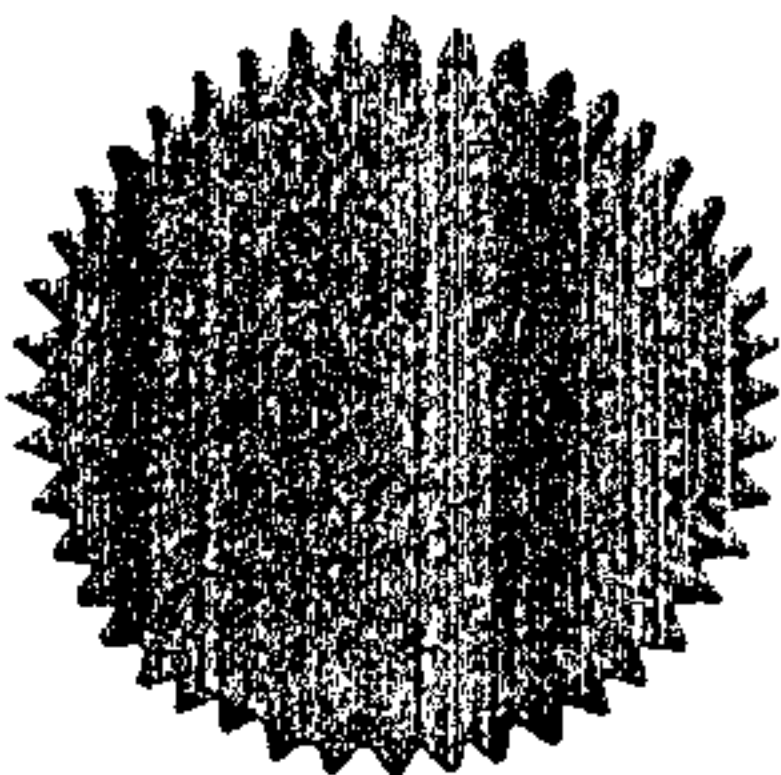
OF

SOUTHLAKE TOWNHOMES OWNERS ASSOCIATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of SOUTHLAKE TOWNHOMES OWNERS ASSOCIATION, 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 him by law, hereby issues this Certificate of INCORPORATION of SOUTHLAKE TOWNHOMES OWNERS ASSOCIATION, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 17th day of AUGUST, 19 88.



STATE OF ALABAMA  
I CERTIFY THIS  
INSTRUMENT WAS FILED

88 AUG 17 AM 10:51

*Thomas A. Shanderson, Jr.*  
JUDGE OF PROBATE

*Thomas A. Shanderson, Jr.*  
Judge of Probate

#### RECORDING FEES

Recording Fee \$25.00

Index Fee 1.00

TOTAL 26.00