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**ARTICLES OF INCORPORATION
OF
BANEERRY LAKE SUBDIVISION 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 Nonprofit Corporation Act" [1975 Code of Alabama Section 10-3A-1, et seq.], the undersigned do hereby make and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

"BANEERRY LAKE SUBDIVISION ASSOCIATION, INC."

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

ARTICLE II

DEFINITIONS

SECTION 2.1 Association: The Baneberry Lake Subdivision Association, Inc., its successors and assigns.

2.2 Association Land: Such real property (including the lake within the Property) which may at any time hereafter be conveyed to or owned by the Association, and all improvements thereon, for so long as the Association or successor thereof may be the owner thereof.

2.3 Baneberry Lake Subdivision: The Property subjected to the Declaration.

2.4 Board: The Board of Directors of the Association.

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

2.6 Declaration: The Declaration of Protective Covenants of Baneberry Lake Subdivision which shall be recorded in the Probate Records of Shelby County, Alabama, as the same may from time to time be supplemented or amended in the manner described therein.

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

HARBERT INTERNATIONAL, INC.
ONE RIVERCHASE PARKWAY SOUTH
POST OFFICE BOX 1297
ALABAMA 36601

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2.8 Developer: The Harbert-Equitable Joint Venture, an Alabama General Partnership, its successors and assigns.

2.9 Member: A person or other entity who is a record owner of a Lot.

2.10 Member's Property: All Lots in the Property which are platted of record.

2.11 Owner: The owner of a Lot.

2.12 Property : That certain real property subjected to the Declaration.

2.13 Resident: Any person or persons occupying or leasing Member's Property.

ARTICLE III

PRINCIPAL OFFICE AND AGENT

The initial registered office of the Association shall be Chase Park South, Building 500 - Suite 130, Birmingham, Alabama 35244. The registered agent of the Corporation shall be Mr. Joseph E. McKay, P.O. Box 1297, Birmingham, Alabama 35201. / or Chase Park South, Building 500 Suite 130 Birmingham, Alabama 35244.

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 establish, maintain, operate and provide all community services of every kind and nature required or desired by the owners of the Property which shall be made subject to the jurisdiction of the Association by the Declaration or any supplemental declaration thereto, or other declaration, deed or instrument.

4.2.2 To own, acquire, build, operate, and maintain the lake within the Property and the dam therefor, recreation parks, playgrounds, common drives and footways, including buildings, structures, and personal properties incident thereto, which property shall be held as "Association Land"; maintain unkept

lands and trees; maintain other areas and structures beneficial or useful to Member's Property; supplement municipal and other governmental services; fix assessments to be levied against the Member's Property and the owners of such Member's Property; enforce any and all covenants, restrictions and agreements applicable to the Association Land or to Member's Property; and pay taxes, if any, on the Association Land; and, insofar as permitted by law, to do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of the Members.

4.2.3 To present a unified effort to the members in protecting the value of the property of Members;

4.2.4 To own, operate and manage the Association Land; to perform and carry out the acts and duties incident to the administration, operation and management of said Association Land in accordance with the terms, provisions, and conditions contained in these Articles of Incorporation; to borrow funds on such terms as the Association deems appropriate to carry out the rights, powers and obligations hereof; and to own, operate, lease, sell, mortgage, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient.

4.2.5 To provide for any or all projects, services, facilities, studies, programs, systems and properties relating to: lakes, dams, parks, recreational facilities or services; streets, roads, highways, walkways, curbing, gutters, sidewalks, trees, flowers and landscaping, fountains, benches, shelters, directional and informational signs, walkways and bridges, and street, road and highway lighting facilities; traffic engineering programs and parking facilities; parks, playgrounds and other related or unrelated recreational facilities; and any and all other improvements, utilities, facilities and services that the Board shall find to be necessary, desirable or beneficial to the interest of the Property, Members and Residents of Baneberry Lake Subdivision.

4.2.6 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 Baneberry Lake Subdivision or areas thereof intended for and available for the common use and enjoyment or need of the Members.

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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 make, levy and collect assessments and annual, monthly or quarterly maintenance charges 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 Association Land.

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 and for the protection of the Association Land, the Board of Directors and the Officers of the Association.

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 Land.

4.3.11 To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to marinas, lakes and other recreational facilities, whether or not contiguous.

43.12 To borrow funds on such terms as the Association deems appropriate to carry out the rights, powers and obligations hereof, and to own, operate, lease, sell, mortgage, trade and otherwise deal with the Association Land.

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

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. No person other than the Developer of Baneberry Lake Subdivision or designees of such Developer, who does not own real property in Baneberry Lake Subdivision may be a Member of the Association. Fees, dues, assessments and charges required of Members shall be set in the manner prescribed by the By-Laws of the Association and in the Declaration.

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 voting membership: Class A and Class B.

Class A members shall be all persons owning one or more Lots constituting Member's Property, excepting those persons (or other entities) who are Class B members.

Class B members shall be The Harbert-Equitable Joint Venture, an Alabama general Partnership, and any successor in ownership to all or part of the Developer's interest in Baneberry Lake Subdivision.

The Class B membership shall terminate and the then Class B members shall become Class A members at such time as (a) all the then Class B members so designate in a writing delivered to the Association, or (b) on December 31, 1995, whichever shall first occur; provided, that notwithstanding the foregoing, the Class B membership shall not terminate so long as the Developer shall own any undeveloped Lot.

When entitled to vote, each Class A and Class B Member shall have one vote for each Lot owned by such Member. With respect to any Lot owned by more than one person or entity, the owners of such Lot shall have but one (1) vote among themselves to cast for such Lot.

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Until December 31, 1993, or such earlier time as the Class B membership shall terminate as provided herein, the Class B members shall be vested with the sole voting rights in the Association, except on such matters as to which the Declaration, these Articles of Incorporation, or the By-Laws specifically require a vote of each and every class of membership, or except as required by law.

ARTICLE VI

TERM

This Association shall exist perpetually.

ARTICLE VII

SUBSCRIBERS

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

- | | | |
|-----|-----------------|--|
| (1) | Robert Thrower | 5775 E. Peachtree-Dunwoody Rd. N.E.
Suite 500
Atlanta, Georgia 30343 |
| (2) | James O. Rein | P. O. Box 1297
Birmingham, Alabama 35201 |
| (3) | Joseph E. McKay | P. O. Box 1297
Birmingham, Alabama 35201 |

ARTICLE VIII

BOARD OF DIRECTORS

The business and 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 three (3) Directors. All Directors shall be Members of the Association; provided, that the first Board of Directors named in these Articles of Incorporation, and other Directors selected by Class B Members, shall not be required to own real property in Baneberry Lake Subdivision, or otherwise be Members of the Association. 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 Members of the

Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until December 31, 1995, or until all the then Class B members so designate in a writing delivered to the Association whichever shall first occur, and thereafter until their successors are elected and have qualified, are as follows:

Class I.	Robert Thrower	5775 Peachtree-Dunwoody Rd. N.E. Suite 500 Atlanta, Georgia 30342
Class II.	James O. Rein	P. O. Box 1297 Birmingham, Alabama 35201
Class II.	Joseph E. McKay	P. O. Box 1297 Birmingham, Alabama 35201

Provided however, that at a time no later than December 31, 1993, the number of Directors shall be increased to five (5), two (2) of whom shall be new Class II Directors elected by Class A Members, and the other three (3) of whom shall be the initial Directors elected by Class B Members. After December 31, 1995, and for so long as there are Class B Members, the Class B Members shall be allowed to elect one (1) Director.

Subsequent to December 31, 1995, or when all of the then Class B members so designate in a writing delivered to the Association, whichever shall first occur, Class I Directors shall be elected for terms of two (2) years and Class II Directors shall be elected for a term of three (3) years.

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 or malfeasance 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.

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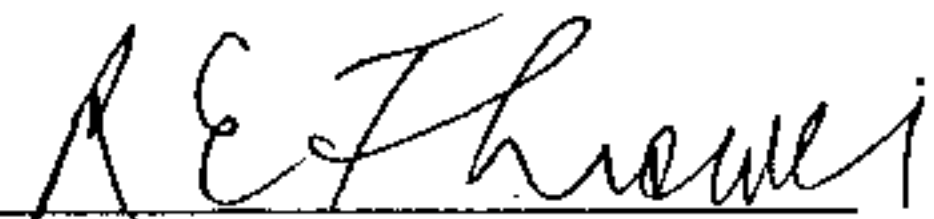
ARTICLE XII
AMENDMENT OF ARTICLES

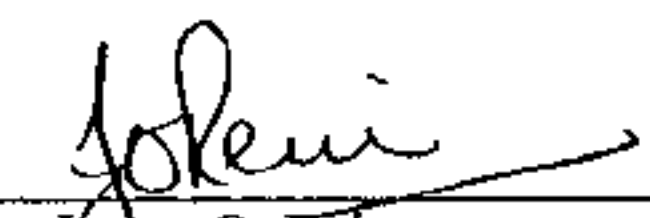
These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association entitled to vote.

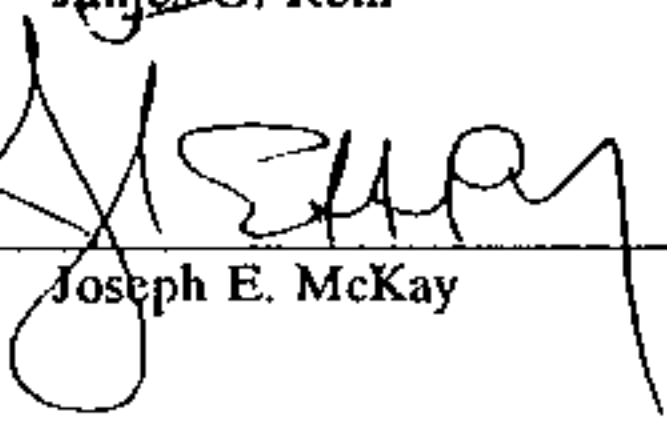
ARTICLE XIII
BY-LAWS

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 19th day of JULY, 1989.


Robert Thrower


James O. Rein


Joseph E. McKay

STATE OF ALABAMA

SHELBY COUNTY

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Robert Thrower, James O. Rein and Joseph E. McKay who are known to me and who, after first being duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of and were informed 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 19th day of July, 1989.

Jada K. [Signature]
Notary Public

My Commission expires: 10-8-89

THIS INSTRUMENT PREPARED BY:
Randolph H. Lanier
Balch & Bingham
P. O. Box 306
Birmingham, Alabama 35203

89 JUL 19 PM 1:54

RECORDING FEES

Recording Fee	\$25.00
Index Fee	3.00
TOTAL	28.00

State of Alabama

Shelby County

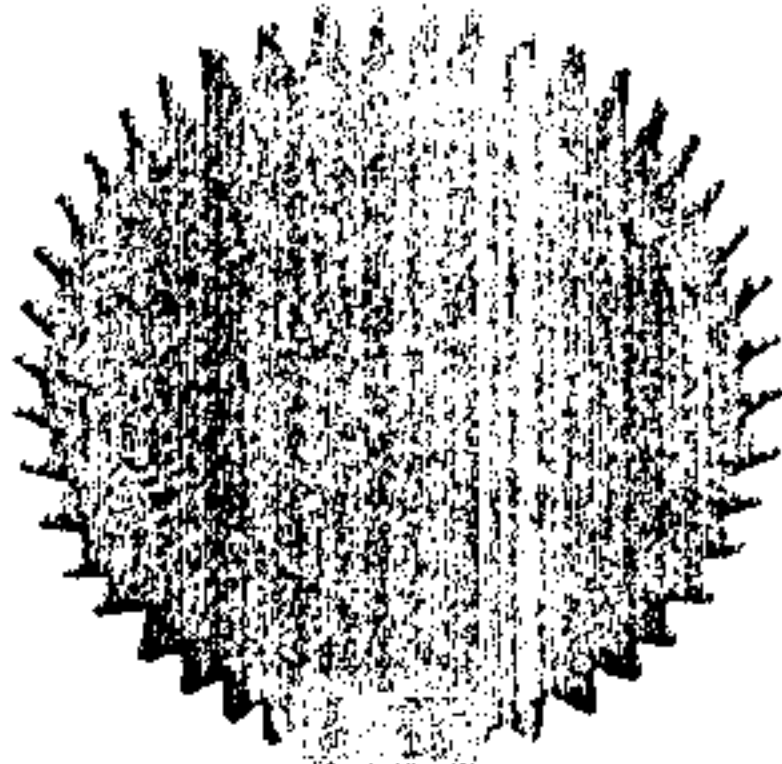
CERTIFICATE OF INCORPORATION OF

Baneberry Lake Subdivision Asociation, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Baneberry Lake Subdivision Asociation, Inc., duly signed pursuant to the provisions 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 Baneberry Lake Subdivision Asociation, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 19th day of July, 19 89



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

89 JUL 19 PM 1:54

Thomas A. Shandley, Jr.
JUDGE OF PROBATE

Thomas A. Shandley, Jr.
Judge of Probate

Rec 95.00
Jud 3.00
28.00