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CERTIFICATE OF INCORPORATION
OF
SOUTH POINTE SWIM & RACQUET CLUB, INC.

The Alabama Non-Profit Corporation Act

Article 1. Name. The name of the corporation is South Pointe Swim & Racquet Club.

Article 2. Principal Office. The principal office of the Corporation shall be located at 1634 Southpointe, Bessemer, Al. 35023.

Article 3. Purposes. To maintain and operate a Swim and Racquet Club in the South Pointe area thereby making South Pointe a premier residential community, while increasing the quality of life of the families that live here, and belong to the Swim and Racquet Club.

Article 4. Powers. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out it's purposes consistent with the provision of the {applicable state not-for-profit or other act} and Section 501 (c) (4) of the Internal Revenue Code.

Article 5. Service of Notice and Registered Office. The post office address to which the Secretary of State shall mail any notice required by law shall be 1634 Southpointe Drive, Bessemer, Alabama 35023. The initial Registered Agent at such address shall be Andy Griggs.

Article 6. Duration. The period of the duration of the corporation shall be perpetual.

Article 7. Directors. The names and addresses of the six initial directors of the corporation are set forth as follows:

Name	Address
Andy Griggs	1634 Southpointe Drive Bessemer, Al. 35023
Tom Weideman	1728 Monteagle Drive Bessemer, Al. 35023
Randy Freel	1990 Lakemont Drive Bessemer, Al. 35023
Don Greer	1816 Southpointe Circle Bessemer, Al. 35023
Debra Ward	1697 Monteagle Drive Bessemer, Al. 35023
Bill Early	1738 Monteagle Drive Bessemer, Al. 35023

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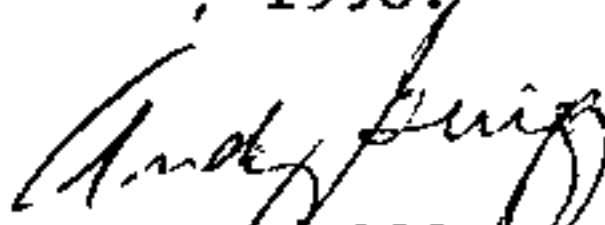
Article 8. Incorporators. The names and addresses of the incorporators of the corporation are set forth as follows:

Name	Address
Andy Griggs	1634 Southpointe Drive Bessemer, Al. 35023
Randy Freel	1990 Lakemont Drive Bessemer, Al. 35023

Article 9. Amendments. All provisions of this Certificate of Incorporation shall be subject to amendment, consistent with the provisions of the {applicable state not-for-profit or other act} and Section 501 (c) (3) of the Internal Revenue Code of 1954, by the affirmative vote of all of the members entitled to vote in respect thereof, given at the annual meeting or at any special meeting, provided that notice of the proposed amendment is included in the notice of such meeting.

Article 10. Dissolution. Upon the dissolution of the Corporation, any assets remaining thereafter shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of two-thirds of the members entitled to vote in respect thereof, provided, however, that such organization or organizations shall be exempt under Section 501 (c) of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto signed our names this
30th day of July, 1990.


ANDY GRIGGS


TOM WEIDEMAN


RANDY FREEL


DON GREER


DEBRA WARD


BILL EARLY

State of Alabama

Shelby

County

CERTIFICATE OF Non Profit Corporation OF

South Pointe Swim & Racquet Club, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Non Profit Corporation of South Pointe Swim & Racquet Club, Inc., 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 Non Profit Corporation of South Pointe Swim & Racquet Club, Inc., and attaches hereto a duplicate original of the Articles of Non Profit Corporation.

GIVEN Under My Hand and Official Seal on this the 7th day of August, 19 90.

Thomas A. Snowling
Judge of Probate

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

90 AUG -7 AM 11:01

Thomas A. Snowling
JUDGE OF PROBATE

Rec 25.00
Jud 3.00
28.00

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