

1428

ARTICLES OF INCORPORATION
OF
BRAELINN VILLAGE HOME OWNERS ASSOCIATION, INC.,
A NON-PROFIT CORPORATION

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

This is to certify that for the purpose of forming a not-for-profit corporation pursuant to provisions of the "Alabama Non-Profit Corporation Act", Title 10-3A-1, et. seq., the undersigned do hereby make and file these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

BRAELINN VILLAGE HOME OWNERS ASSOCIATION, INC.

The corporation is hereinafter referred to either as the "Corporation" or the "Association."

ARTICLE II

The initial registered office of the Association shall be located at 3002 O'Conner Court, Helena, Alabama 35080. The registered agent of the corporation shall be Todd Smith of 3002 O'Conner Court, Helena, Alabama 35080.

ARTICLE III

SECTION 3.1 This Association shall be a corporation 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.

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

3.2.1 To own, acquire, operate and maintain certain common areas, hereinafter referred to as the "Common Area" of the corporation.

3.2.2 To do such other things as may be necessary and proper as the same are deemed necessary and proper by its Directors.

3.3 In furtherance of the aforesaid objects, purposes and powers, the Association shall have and exercise

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all of the powers of a non-profit corporation 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:

3.3.1 To seek voluntary contributions from its Members and to expend the proceeds of such assessments and charges for the benefit of its Members.

3.3.2 To make, establish and enforce reasonable rules and regulations governing the use of the Common Area.

3.3.3 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.

3.3.4 To purchase liability insurance for the protection of the Association and its Members.

ARTICLE IV

SECTION 4.1 The Members of this Association shall consist of all fee simple owners of record, as shown in the Probate Records of Shelby County, Alabama, of Member's Property, excluding any mortgagees or other holders of a security interest therein.

4.2 The Association shall have two classes of Membership: Class A and Class B.

4.2.1 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.

4.2.2 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.

4.3 When entitled to vote, each Class A Member shall have one (1) vote for each Parcel owned by such Member.

4.4 The two (2) classes of Membership shall be published annually and furnished to the Members of the Association.

ARTICLE V

The Corporation shall exist perpetually.

ARTICLE VI

The names and residences of the three (3) incorporators of the Corporation are as follows:

Todd Smith	3002 O'Conner Court, Helena, Alabama
Gina Barnett	2801 St. Patrick Place, Helena, Alabama
Scott Humphrey	2811 St. Patrick Place, Helena, Alabama

ARTICLE VII

SECTION 7.1 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 five (5) Directors. The first Board of Directors shall consist of three (3) members. A 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 address of the first Board of Directors who shall hold office until the first meeting of the Association are as follows:

Todd Smith	3002 O'Conner Court, Helena, Alabama
Gina Barnett	2801 St. Patrick Place, Helena, Alabama
Scott Humphrey	2811 St. Patrick Place, Helena, Alabama

7.2 The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

7.3 Among other things, the Board of Directors shall have the authority to make and alter the By-Laws and have 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 by the Articles of Incorporation, or by the By-Laws of this Association.

ARTICLE VIII

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 Members of the Association entitled to vote, as set forth herein. Any two or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE IX

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 or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Association or any settlement thereof, whether or not he or she 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 or her 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 X

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's 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/or assigned to the 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 which is/are devoted to purposes as nearly as practicable as those to which 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 or her under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

ARTICLE XI

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

ARTICLE XII

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 23rd day of January, 1991.

[Signature] (SEAL)

[Signature] (SEAL)

Gina A. Barnett (SEAL)

STATE OF ALABAMA)

SHELBY COUNTY)

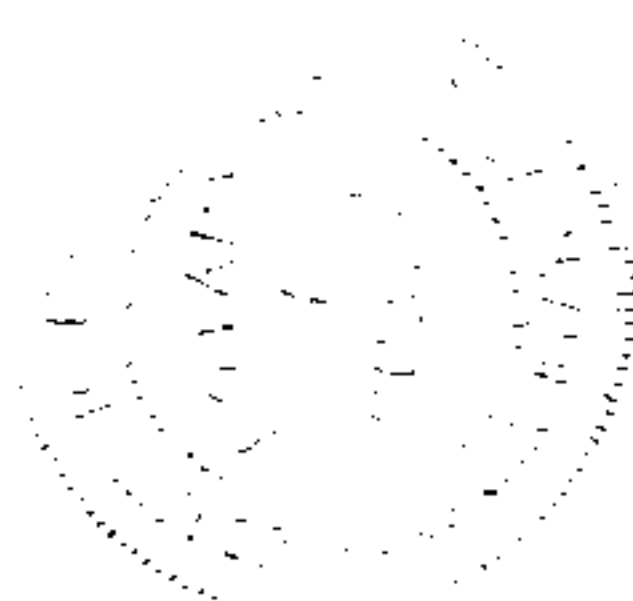
Before me, the undersigned Notary Public in and for said County and State, personally appeared Scott Humphrey
Todd Smith, and Gina Barnett,

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 23rd day of January, 1991.

Daniel M. Martell
Notary Public

My commission expires:
My Commission Expires May 7, 1991



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State of Alabama

Shelby

County

CERTIFICATE OF Incorporation

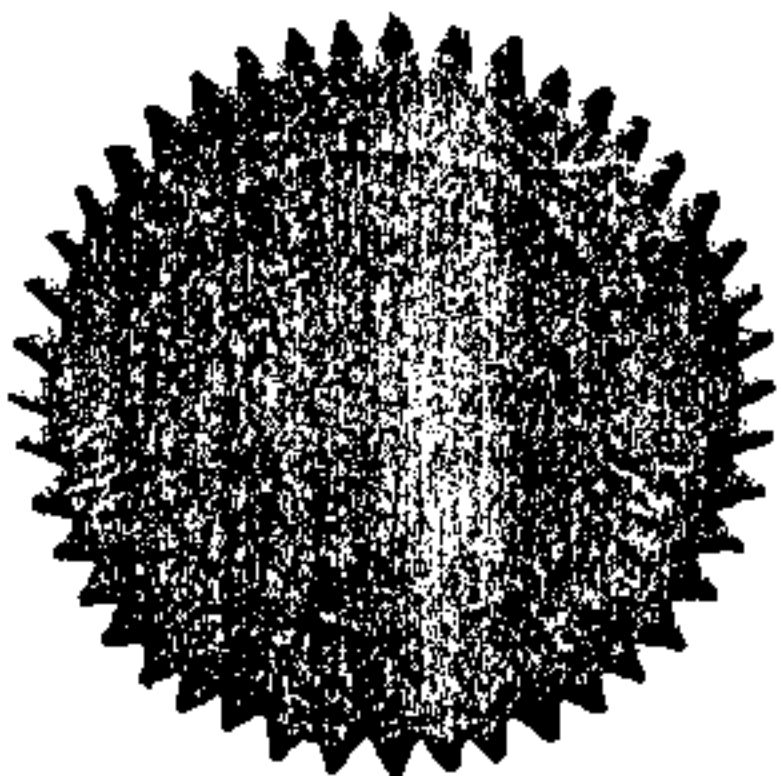
OF

Braelinn Village Home 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 Braelinn Village Home Owners Association, 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 Incorporation of Braelinn Village Home Owners Association, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of January, 19 91.



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

91 JAN 25 AM 10:29

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Recd 25.00
Jud 3.00
28.00