

ARTICLES OF INCORPORATION

OF

INVERNESS MASTER HOMEOWNERS ASSOCIATION, INC.

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 Non-Profit Corporation Act" [Code of Alabama, § 10-3A-1 et seq. (1975)], the undersigned do hereby make and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

"Inverness Master Homeowners Association, Inc."

The corporation is referred to herein as the "Association".

ARTICLE II

DEFINITIONS

SECTION 2.1 Articles of Incorporation. The Articles of Incorporation for the Association, 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.

2.2 Associate. A person or other entity who is a record owner of one or more parcels of real property constituting Associate's Property.

2.3 Associate's Property. Any lot, unit, or parcel of residential, real property in Inverness which is not subject to a lien for assessments in favor of the Association.

2.4 Association. The Association, its assigns, and successors, which shall be a master homeowners association for Inverness.

2.5 Association Property. That property which may at any time hereafter be owned by the Association for so long as the Association, or any successor thereof, may be the owner thereof.

Ed. Hogan 5444 Woodford Dr.  
Inverness, AL

2.6 Board. The Board of Directors of the Association.

2.7 By-Laws. The duly enacted By-Laws of the Association.

2.8 Declarations. The Declarations of Protective Covenants or Restrictive Covenants or the Declarations of Condominium for the following Inverness Subdivisions recorded in the Probate Office of Shelby County, Alabama at the following books, and pages, and for other Inverness Subdivisions or other Subdivisions, SO LONG AS SUCH DECLARATIONS SUBJECT PROPERTY TO A LIEN FOR ASSESSMENTS IN FAVOR OF THE ASSOCIATION:

<u>Subdivision</u>	<u>Recording Information</u>
(a) Applecross	(a) Book 10, Page 515 (1975) as amended in Book 13, Page 154 (1975).
(b) Kerry Downs	(b) Book 5, Page 86 (1973); Book 5, Page 268 (1973); Book 5, Page 625 (1973).
Kerry Downs II, also known as First Addition to Kerry Downs	Book 25, Page 705 (1978)
Heather Point, also known as Second Addition to Kerry Downs	Book 92, Page 191 (1986).
(c) Selkirk	(c) Book 21, Page 10 (1977).
Selkirk II	Book 31, Page 185 (1978).
(d) Kirkwall	(d) Book 20, Page 159 (1977).
(e) Woodford	(f) Book 38, Page 380 (1980).
First Addition to Woodford	Book 92, Page 175 (1986).
Second Addition to Woodford.	Book 192, Page 723 (1988).
(f) Adam Brown	(g) Book 17, Page 865 (1976).

2.9 Developer. The developers of the Subdivisions named in the Declarations.

2.10 Inverness or Inverness Property. That part of the 1,650 acre Metropolitan Life Insurance Company development located in north Shelby County which is bounded on the north by U.S. Highway 280, on the east by Valleydale Road, on the south by Interstate 65, and on the west by Interstate 459, more or less.

2.11 Lot or Lots. Every lot or unit in the Subdivisions subject by the Declarations to a lien for assessments in favor of the Association.

2.12 Member. A person or other entity who is a record owner of one or more Lots constituting Member's Property.

2.13 Member's Property. Any Lot constituting part of the Property which shall have been subjected to the Declarations for the purpose of creating a lien for assessments in favor of the Association.

2.14 Open Spaces or Common Areas. Any recreation parks, playgrounds, facilities, lakes, common drives, footways, and Association Property, owned, acquired, built, operated, and maintained by the Association, including buildings, structures, and personal properties incident thereto.

2.15 Property. That real property subjected to the Declarations.

2.16 Resident. Any person or persons occupying Member's Property.

2.17 Subdivisions. The following Inverness Subdivisions: Applecross; Kerry Downs (including the First and Second Additions); Selkirk (including Selkirk II); Kirkwall; Woodford (including the First and Second Additions); Adam Brown; and any additional Subdivisions or additions to Subdivision, SO LONG AS THE DECLARATIONS OF SUCH SUBDIVISIONS SUBJECT PROPERTY TO A LIEN FOR ASSESSMENTS IN FAVOR OF THE ASSOCIATION.

### ARTICLE III

#### REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be 5444 Woodford Drive, Birmingham, Alabama 35242. The registered agent of the Association shall be Colonel Edward O. Logan, U.S. Army Retired, at the same address.

## ARTICLE IV

### OBJECTIVES, PURPOSES, AND POWERS

SECTION 4.1. The Association shall be a corporation not-for-profit organized for non-profitable purposes and activities within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986, as amended, 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 the Association is organized are as follows:

4.2.1 To maintain and improve upon all factors affecting the quality of life of Members, Associates, if any, and Residents of Inverness, and the value of the Member's Property and Associate's Property, if any; to establish, maintain, operate, and provide all community services of every kind and nature required or desired by the owners of Property within Inverness which shall be made subject to the jurisdiction of the Association by the declarations or any supplemental Declarations thereto, or other declarations, deeds or instruments.

4.2.2 To fix assessments to be levied against the Member's Property and Associates, if any; to enforce rules, regulations, By-Laws, and Declarations; to represent the Members, Associates, if any, and Residents in all activities affecting the quality of life and the value of Member's Property, Associate's Property, if any, and Association Property in Inverness; and to present a unified effort to the Members and Associates, if any, in protecting the value of the Member's Property, and Associate's Property, if any, or any part thereof.

4.2.3 To provide for maintenance of roadways, parking within roadway areas, traffic control, maintenance of water and drainage systems and other areas and structures within Inverness beneficial or useful to Member's Property, Associate's Property, if any, or Association Property, SUPPLEMENTAL TO MUNICIPAL AND OTHER GOVERNMENTAL SERVICES.

4.2.4 To own, acquire, build, maintain, operate, and manage the Common Areas or Open Spaces located in Inverness; to maintain unkept land and trees; to perform and carry out the acts and duties incident to the administration, operation, and management of said Open Spaces in accordance with the terms, provisions, and conditions contained in these Articles of Incorporation; to own, operate, lease, sell, trade, and otherwise deal with the Common Areas, whether real or personal, as may be necessary or convenient; to enforce any and all covenants, restrictions, and agreements applicable to the Open Spaces or to

Member's Property or Associate's Property, if any; and to pay taxes, if any, on the Open Spaces; 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 and Associates, if any.

4.2.5 To provide for any or all projects, services, facilities, studies, programs, systems, and properties relating to: parks, recreational facilities or services; sewer systems, drainage systems; streets, roads, highways, walkways, curbing, gutters, sidewalks; trees, flowers, and landscaping; fountains, benches, shelters, directional and informational signs, bridges and street, road and highway lighting facilities; storage and maintenance yards, garages and other buildings; and facilities deemed necessary or desirable by the Board in connection with the administration, management, control, and operation of the Association; 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 mutually beneficial to the interest of the Association Property, Member's Property, Associate's Property, if any, Members, Associates, if any, and Residents; ALL SUCH PROJECTS, SERVICES, FACILITIES, STUDIES, PROGRAMS, SYSTEMS AND PROPERTIES BEING SUPPLEMENTAL TO MUNICIPAL AND OTHER GOVERNMENTAL SERVICES.

4.2.6 To perform the functions of an architectural control committee as provided in the Declarations; to control the specifications, architecture, design, appearance, elevation, and landscaping of all improvements and structures of any kind, including without limitation, buildings, fences, walls, signs, lighting systems, site paving, grading, screen enclosures, sewers, drains, landscaping, landscape devices or objects, and/or other structures constructed, placed, or permitted to remain on the Property, as well as any alteration, improvement, addition, and/or change therein, thereto, or thereof, all in accordance with the Declarations.

4.2.7 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 the Board. The objects and purposes expressed herein relate to services, benefits, and expenditures pertaining to, derived from, or in connection with Inverness or areas thereof intended for and available for the common use and enjoyment or need of the Members and Associates, if any. THE ASSOCIATION DOES NOT GUARANTEE OR WARRANT THAT ANY SERVICES, FACILITIES, OR BENEFITS WILL BE PROVIDED AND NOTHING HEREIN SHALL BE CONSTRUED AS AN OBLIGATION TO PROVIDE ANY SUCH SERVICES.

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, collect, and enforce payment of all assessments or charges to be levied against the Lots, Members who own the Lots, and Associates, if any, and to defray all costs and expenses in connection therewith, as well as the costs and expenses of effectuating the objects and purposes of the Association, to create reasonable reserves for such costs and expenses, and to expend the proceeds of such assessments and charges for the benefit of the Members and Associates, if any.

4.3.2 To promulgate, amend, and enforce rules, regulations, By-Laws, covenants, restrictions, and agreements in connection with, and to effectuate the affairs and purposes of the Association; and to enforce by legal means the provisions of these Articles of Incorporation, the By-Laws, and the Declarations.

4.3.3 To contract with others or to execute instruments to provide the services, benefits, and advantages desired, including the power to acquire or dispose of interests in real or personal property and the power to borrow money and secure the repayment of any obligation of the Association.

4.3.4 To enforce suits on behalf of the Association by legal action.

4.3.5 To make, establish, and enforce reasonable rules and regulations governing the use of the Open Spaces and Association Property.

4.3.6 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 of Incorporation and the By-Laws.

4.3.7 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.

4.3.8 To employ personnel to perform the services required or authorized by these Articles of Incorporation, the Declarations, and the By-Laws.

4.3.9 To rebuild or reconstruct any improvements on Association Property after casualty or other loss and to make additional improvements on and to the Association Property.

4.3.10 To acquire and enter into agreements whereby the Association acquires leasehold memberships or other

possessory or use interests in lands or facilities whether or not contiguous.

4.3.11 To pay taxes and other charges, if any, on or against any Association Property.

4.3.12 To charge recipients for services rendered by the Association and to charge the user for use of Association Property when such is deemed appropriate by the Board.

4.3.13 To purchase insurance for the protection of the Association, its officers, directors, Members, or Associates, if any.

4.3.14 To delegate to homeowners associations of individual Subdivisions, all or any part of the powers and duties of the Association, including without limitation, the power to make, levy, and collect assessments and maintenance charges from the Members and Associates, if any, and the power to enforce by legal means any and all covenants, restrictions, and provisions of the Declarations.

4.3.15 To delegate any power or powers when such is deemed by the Board to be in the interest of the Association.

## ARTICLE V

### MEMBERS

SECTION 5.1 The Association shall have a class of members called Members, with full voting rights, and may have a class of members called Associates, with limited voting rights, as provided in the By-Laws. The Members of the Association shall consist of all record owners of Property, but shall not include mortgagees or other holders of security interests only. The Associates, if any, shall consist of all record owners of Associate's Property, but shall not include mortgagees or other holders of security interests only. Fees, dues, assessments, and charges required of Members and Associates, if any, shall be established in the manner prescribed by the By-Laws and the Declarations.

5.2 Membership of Members and Associates, if any, in the Association cannot be assigned, hypothecated, or transferred in any manner except as may be provided in the By-Laws.



ARTICLE VI

TERM

The Association shall exist perpetually.

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators of the Association are as follows:

- |                     |  |
|---------------------|--|
| (1) Edward O. Logan | 5444 Woodford Drive<br>Birmingham, Alabama 35242 |
| (2) Peggy Walter    | 3215 Glasgow Circle<br>Birmingham, Alabama 35242 |
| (3) Edward D. Hicks | 5544 Afton Drive<br>Birmingham, Alabama 35242    |

ARTICLE VIII

BOARD OF DIRECTORS

SECTION 8.1 The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) directors. There shall be a class of directors called "Directors", with full voting rights, and there may be a temporary class of directors called "Associate Directors", with no voting rights, as provided in the By-Laws. If there is an even number of Directors, there shall be one (1) Director-at-Large who shall be a Director with full voting rights. The initial Board shall include five (5) Directors, including one (1) Director-at-Large, and two (2) Associate Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>	<u>Subdivision</u>
(1) Michael W. Northington Associate Director	3409 Autumn Haze Lane Birmingham, AL 35242	Applecross
(2) Robert M. Mitchell Associate Director	3205 Rob Roy Lane Birmingham, AL 35242	Kerry Downs
(3) Charles L. Quinn Director	2921 Macalpine Circle Birmingham, AL 35242	Selkirk



(4) Frank D. Taylor Director	5160 Kirkwall Lane Birmingham, AL 35242	Kirkwall
(5) Edward O. Logan Director-at-Large	5444 Woodford Drive Birmingham, AL 35242	At-Large
(6) Edward D. Hicks Director	5544 Afton Drive Birmingham, AL 35242	Woodford
(7) Joyce Gordon Director	3033 Old Stone Drive Birmingham, AL 35242	Adam Brown

The number of Directors and Associate Directors, if any, constituting the Board of Directors of the Association thereafter shall be determined in the manner set forth in the By-Laws.

8.2 Any Director or Associate Director, if any, may be removed from office, with or without cause, as provided in the By-Laws. Vacancies on the Board shall be filled in the manner provided by the By-Laws.

8.3 The initial Directors and Associate Directors shall hold office until the first annual meeting of the Members and until their successors shall have been elected and qualified. Thereafter, the Directors and Associate Directors, if any, shall be elected in the manner and for the term specified in the By-Laws.

8.4 Among other things, the Board of Directors shall have authority to make and alter the By-Laws and the further authority to exercise all such other powers and to do all such other lawful acts and things which the Association, or its Members, or Associates, if any, might do, unless prohibited from doing so by applicable laws, the Articles of Incorporation, or By-Laws of this Association.

#### ARTICLE IX

##### NO PERSONAL LIABILITY

There shall be no personal or individual liability of any Member, Associate, if any, Director, Associate Director, if any, or officer for any debts, liabilities, or obligations of the Association of any kind whatsoever.

**ARTICLE X**

**DISPOSITION OF ASSETS UPON DISSOLUTION**

No Member, Associate, if any, Director, Associate Director, if any, 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 three-fourths (3/4) of the Members, 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 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**

**AMENDMENT OF ARTICLES**

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

**ARTICLE XII**

**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 26 day of April, 1991.

Edward O. Logan (SEAL)  
Edward O. Logan

Peggy Walter (SEAL)  
Peggy Walter

Edward D. Hicks (SEAL)  
Edward D. Hicks

' This instrument was prepared by:

M. Beth O'Neill  
Lange, Simpson, Robinson & Somerville  
1700 First Alabama Bank Building  
Birmingham, Alabama 35203

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# State of Alabama

Shelby

## County

CERTIFICATE OF Non-Profit

OF

Inverness Master Homeowners Association, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Non-Profit of Inverness Master Homeowners Association, Inc., duly signed and verified pursuant to the provisions of Section 10-3A-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 Non-Profit of Inverness Master Homeowners Association, Inc., and attaches hereto a duplicate original of the Articles of Non-Profit.

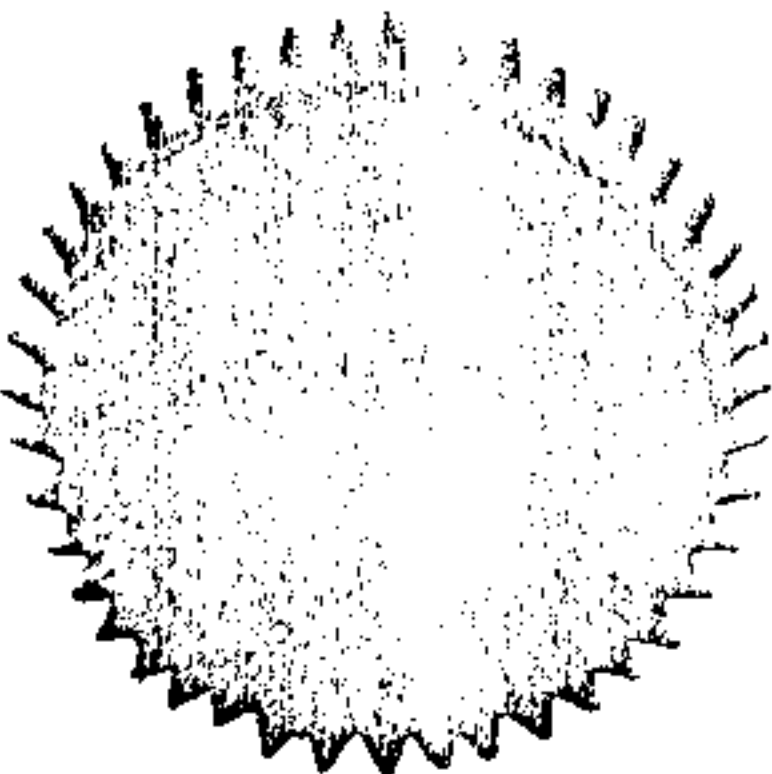
GIVEN Under My Hand and Official Seal on this the 26th day of April, 19 91.

RECEIVED  
JUDGE OF PROBATE  
INSTRUMENT WAS FILED

91 APR 26 AM 10:27

*Thomas A. Snowden, Jr.*

Judge of Probate



25.00  
3.00  
28.00