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ARTICLES OF INCORPORATION

OF

WILLOW BROOK HOMEOWNERS ASSOCIATION, INC.
(a corporation not for profit)

In compliance with the requirements of the provisions of the Code of Alabama, 1975, Section 10-3A-1, et seq., the undersigned, 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 WILLOW BROOK HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE

The initial Principal office of the Association is 2563 Willow Brook Circle, Birmingham, Alabama 35242.

ARTICLE III

REGISTERED AGENT

✓ A. Grey Till, Jr., whose address is 2563 Willow Brook Circle, Birmingham, Alabama 35242, is hereby appointed the initial registered agent of this Association.

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450 Riverchase Pkwy East
B'ham, AL 35298

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and no part of its net earnings shall inure to the benefit of any member thereof. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Subdivision area within that certain tract of property described as:

WILLOW BROOK SUBDIVISION, First Phase, as per plat thereof recorded in the office of the Judge of Probate of Shelby County, Alabama in Book 11, page 48;

to provide or arrange for the provision of road maintenance, traffic control, entranceway landscaping and maintenance, street lighting, garbage and waste collection and disposal, enforcement of restrictive covenants applicable to Willow Brook Subdivision, to present a unified effort on behalf of the members in protecting the value of the property of members of the Association in Willow Brook Subdivision, 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 these purposes, 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 Protective Covenants, hereinafter called the "Declaration", applicable to the property and recorded in the Office of the Judge of Probate of Shelby County, Alabama, at Book 148, Page 366, et. seq. as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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 any real or personal property it may acquire as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of any 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 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.

ARTICLE VI

VOTING RIGHTS

Each Lot Owner shall be entitled to one (1) vote per lot, which vote is not divisible. The vote shall be cast by the Lot Owner, in the manner provided in the Bylaws of the Association.

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:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|--|
| Nona Davis | 2547 Willow Brook Circle, Birmingham, AL 35242 |
| Scott Brock | 2551 Willow Brook Circle, Birmingham, AL 35242 |
| Steve Owen | 2571 Willow Brook Circle, Birmingham, AL 35242 |
| Steve Pasky | 2579 Willow Brook Circle, Birmingham, AL 35242 |
| Phillip Pope | 2583 Willow Brook Circle, Birmingham, AL 35242 |

At the first annual meeting the members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the members shall elect one or two directors (as necessary to maintain a five member board) for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Lot Owners. 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 a majority 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 24th day of June, 1991.

[Signature] (SEAL)
[Signature] (SEAL)
[Signature] (SEAL)

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STATE OF ALABAMA :
COUNTY OF SHELBY :

Before me, the undersigned Notary Public in and for said County in said State, personally appeared A. Grey Till, 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 Willowbrook Homeowners Association, Inc., that he is authorized to make this verification on behalf of the initial subscribers of the Association and that the facts contained in the above and foregoing Articles of Incorporation are true and correct.

Ann D. Higgins

Subscribed and Sworn to before me this 24th day of June, 1991.

STATE OF ALABAMA :
COUNTY OF SHELBY :

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

[Signature]

Subscribed and Sworn to before me on this 21st day of June, 1991.

STATE OF ALABAMA :
COUNTY OF SHELBY :

Before me, the undersigned Notary Public, in and for said County in said State, personally appeared John Freeman, 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 Willowbrook Homeowners Association, Inc., 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.

[Signature]

Subscribed and Sworn to before me this 21st day of June, 1991.

This document Prepared by

A. Grey Till, Jr.
Attorney-At-Law
450 Riverchase Parkway East
Birmingham, Alabama 35298

STATE OF ALABAMA

SHELBY COUNTY

CERTIFICATE OF INCORPORATION

WILLOW BROOK HOMEOWNERS ASSOCIATION, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of WILLOW BROOK HOMEOWNERS ASSOCIATION, INC. signed and verified pursuant to the provisions of the Alabama Non-Profit 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 WILLOW BROOK HOMEOWNERS ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

Given Under my Hand and Official Seal on this the 10th day of JULY, 1991.

Thomas A. Snowden, Jr.

Judge of Probate of
Shelby County Alabama

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

91 JUL 10 PM 1:47

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 25.00
Jud 3.00
28.00

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