

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging Cheshire Homeowners Association, Inc. into Weatherly Homeowners Association, Inc., both Alabama not-for-profit corporations, duly signed and verified pursuant to the provisions of Section 10-3A-103, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Cheshire Homeowners Association, Inc. into Weatherly Homeowners Association, Inc. and attaches hereto a duplicate original of the Articles of Merger. ✓

Inst # 1993-39210

12/08/1993-39210
03:25 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 MJS 30.00

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 6, 1993

Date

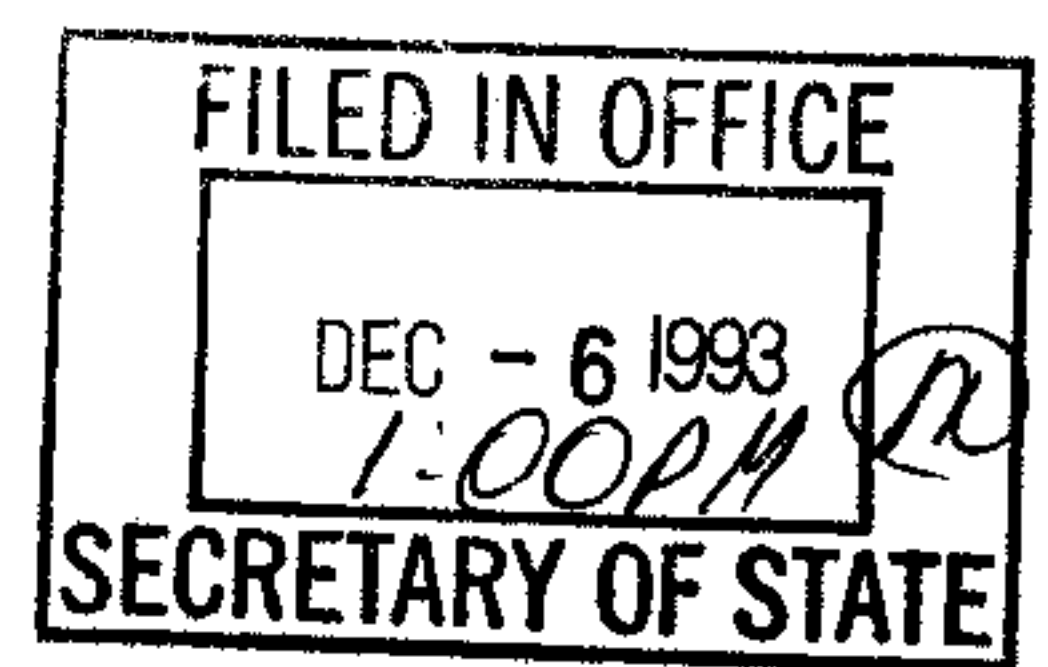
Jim Bennett

Jim Bennett

Secretary of State



Greg Gilbert
Weatherly Dev. Co. Inc.
490 S. Sanders Rd.
Birmingham, AL 35226



**ARTICLES OF MERGER
OF
CHESHIRE HOMEOWNERS ASSOCIATION, INC.,
AN ALABAMA NON-PROFIT CORPORATION
INTO
WEATHERLY HOMEOWNERS ASSOCIATION, INC.,
AN ALABAMA NON-PROFIT CORPORATION**

Pursuant to Section 10-3A-103 of the Alabama Code, the undersigned non-profit corporations, Weatherly Homeowners Association, Inc., an Alabama non-profit corporation, and Cheshire Homeowners Association, Inc., an Alabama non-profit corporation, adopt the following Articles of Merger for the purpose of merging Cheshire Homeowners Association, Inc. into Weatherly Homeowners Association, Inc.

Inst # 1993-37551

Plan of Merger

1. The Agreement of Merger setting forth the terms and conditions of the merger of Cheshire Homeowners Association, Inc. into Weatherly Homeowners Association, Inc. is attached to these Articles as an exhibit.
2. Weatherly Homeowners Association, Inc. does not have any members entitled to vote on the Plan of Merger other than the Board of Directors. The Plan of Merger was adopted by the unanimous written consent of the directors.
3. Cheshire Homeowners Association, Inc. does not have any members entitled to vote on the Plan of Merger other than the Board of Directors. The Plan of Merger was adopted by the unanimous written consent of the directors.
4. The Plan of Merger shall be effective on the issuance of the Certificate of Merger by the Secretary of State.

County Where Articles are Filed

5. The Articles of Incorporation of Weatherly Homeowners Association, Inc. are filed in the office of the probate judge in Shelby County, Alabama.
6. The Articles of Incorporation of Cheshire Homeowners Association, Inc. are filed in the office of the probate judge of Shelby County, Alabama.

Inst # 1993-37551

11/24/1993-37551
10:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.50

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of January 25, 1993.

WEATHERLY HOMEOWNERS
ASSOCIATION, INC.

By: 

Steven E. Chambers, President

By: 

Rose Mary Chambers, Secretary

ATTEST:



CHESHIRE HOMEOWNERS
ASSOCIATION, INC.

By: 

Betty S. Gilbert, President

By: 

Greg Gilbert, Secretary

ATTEST:



VERIFICATIONS

The undersigned officer of Weatherly Homeowners Association, Inc. does hereby certify and verify that the foregoing Articles of Merger were duly adopted by the corporation and that all statements contained in the Articles are true and correct.



Steven E. Chambers, President of
Weatherly Homeowners Association, Inc.

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

Sworn to and verified before me this 25th day of January, 1993

Freddie May Chambers
Notary Public

My Commission Expires: 7/13/94

The undersigned officer of Cheshire Homeowners Association, Inc. does hereby certify and verify that the foregoing Articles of Merger were duly adopted by the corporation and that all statements contained in the Articles are true and correct.

Betty S. Gilbert
Betty S. Gilbert, President of
Cheshire Homeowners Association, Inc.

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

Sworn to and verified before me this 25th day of January, 1993

Freddie May Chambers
Notary Public

My Commission Expires: 7/13/94

Inst # 1993-37551

mc\cheshire\articles.mer

3

11/24/1993-37551
10:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.50

AGREEMENT OF MERGER

THIS AGREEMENT is make this 25th day of January, 1993, by and between Weatherly Homeowners Association, Inc., an Alabama non-profit corporation, and Cheshire Homeowners Association, Inc., an Alabama non-profit corporation, said corporations being sometimes hereinafter collectively referred to as "constituent corporations."

WHEREAS, the respective Boards of Directors of the constituent corporations deem it advisable that Cheshire Homeowners Corporation, Inc. (the "disappearing corporation") be merged into Weatherly Homeowners Corporation, Inc. (the "surviving corporation") under the laws of the State of Alabama in the manner provided therefor pursuant to Section 10-2A-143, et seq., Code of Alabama (1975);

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

AGREEMENT TO MERGE

1. The constituent corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

NAME OF THE MERGED CORPORATION

2. The name of the surviving corporation shall be "Weatherly Homeowners Association, Inc.."

PLACE OF OFFICE OF SURVIVING CORPORATION

3. The principal office of the surviving corporation is to be located at 1100 Lakeridge Drive, Birmingham, Alabama 35244.

PURPOSES OF SURVIVING CORPORATION

4. The purposes of the surviving corporation are to be those set out in the Articles of Incorporation of Weatherly Homeowners Association, Inc..

FIRST DIRECTORS

5. The present directors of the surviving corporation shall continue as such until their successors are duly appointed or designated after the effective date of merger.

11/24/1993-37548
10:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.50

Inst # 1993-37548

NAME AND RESIDENCE OF AGENT OF CORPORATION

6. The address of the registered office of the surviving corporation is to be 1100 Lakeridge Drive, Birmingham, Alabama. The name of the registered agent of the surviving corporation is to be Steven E. Chambers.

MODE OF EFFECTING MERGER

7. The members of the disappearing corporation shall have all the rights, privileges, title and interest which those members of the surviving corporation have by virtue of their membership in said corporation. The members of the disappearing corporation and the members of the surviving corporation shall henceforth be members of one corporation and shall have identical rights, interests, privileges and responsibilities.

ARTICLES OF INCORPORATION

8. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of the surviving corporation, until amended as provided by law.

BYLAWS

9. The Bylaws of Weatherly Homeowners Corporation, Inc. shall be the Bylaws of the surviving corporation.

EFFECTIVE DATE OF AGREEMENT

10. This Agreement shall become effective on the date of filing of this agreement, or other appropriate certificate, in the manner provided by law.

EXECUTION

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective directors, thereunto duly authorized by the respective members of the constituent corporations.

Weatherly Homeowners Association, Inc.

By: 
Its: President

Attest:

Secretary

Cheshire Homeowners Association, Inc.

By:

Its: President

Attest:

Secretary

Inst # 1993-37548

3

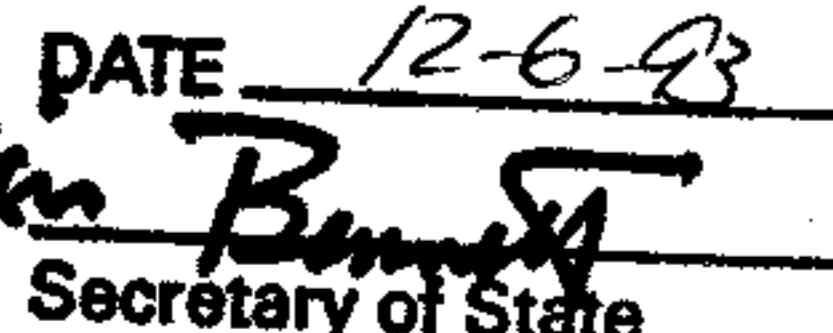
11/24/1993-37548
10:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 13.50

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on December 6, 1993

Inst # 1993-39210

12/08/1993-39210
03:25 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 MJS 30.00

DATE 12-6-93

Secretary of State