

ARTICLES OF INCORPORATION
OF
BRIDLEWOOD PARC HOMEOWNER'S ASSOCIATION

The undersigned, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Act (Code of Alabama (1975), Sections 10-3A-1, et seq.) hereby adopts the following Articles of Incorporation and certifies as follows:

Article 1. NAME. The name of the corporation is "Bridlewood Parc Homeowner's Association, Inc." (hereinafter referred to as the "Association").

Article 2. DURATION. The period of duration of the Association shall be perpetual.

Article 3. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Association, and the name of its initial registered agent at such address are as follows:

Scott Simpson
2839 Bridlewood Terrace
Helena, Alabama 35080

Article 4. PURPOSES. The purposes for which the Association is organized are:

(a.) To provide for the efficient preservation of the appearance, value and amenities of the Development which is subject to the Bridlewood Parc Declaration of Protective Covenants (the "Declaration") recorded in the Probate Office of Shelby County, Alabama. Capitalized terms not otherwise defined herein shall have the same meanings given to them in the Declaration.

(b.) To own, operate, maintain, manage, repair and replace Common Areas of the Development.

(c.) To the extent provided in the Declaration, to control the specifications, architecture, design, appearance, siting and landscaping of all improvements to be constructed, placed or permitted to remain on any lot or dwelling in the development and all alterations, changes and additions thereto.

(d.) To perform and carry out the acts, duties, responsibilities and conditions delegated to the Association in the Declaration, these Articles of Incorporation, the Bylaws of this Association and all amendments thereto.

(e.) To enforce all of the terms and provisions of the Declaration and to make, establish and enforce reasonable rules and regulations governing the administration, operation and management of the Development.

(f.) To make, levy collect and enforce Assessments, as defined in the Declaration, and to use and expend such Assessments in the manner set

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forth in the Declaration.

(g.) To employ personnel and contract for services, material and labor, including contracting for the management of the Common Areas and all other portions of the Development.

(h.) To purchase and maintain insurance for such coverages, with such insurance carriers, in such amounts, at such rates and with such deductibles as may be necessary for the protection of the Association, its officers, directors and members or as may be otherwise required in the Declaration.

(i.) To enforce any of the provisions of the Declaration by legal and equitable actions as may from time to time be necessary.

(j.) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(k.) To operate without profit for the sole and exclusive benefit of its members.

(l.) To carry on any other business in connection with the foregoing, to transact any or all lawful business for which corporations may be incorporated under the Alabama Nonprofit Corporation Act, as amended, and to have and exercise all powers necessary or convenient to effect the purpose of the Association in accordance with and subject to the terms and provisions of the Declaration.

THIS ASSOCIATION DOES NOT CONTEMPLATE PECUNIARY GAIN OR PROFIT FOR THE MEMBERS THEREOF AND THE FUNDS OF THE ASSOCIATION, WHETHER RECEIVED BY GIFT OR OTHERWISE, REGARDLESS OF THE SOURCE THEREOF, SHALL BE EXCLUSIVELY USED IN THE PROMOTION OF THE BUSINESS OF THE ASSOCIATION, AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE.

Article 5. NONSTOCK AND NONPROFIT STATUS. The Association shall have no capital stock, is not organized for profit, and does not contemplate pecuniary gain or profit to the members thereof. No part of the earnings of the Association shall inure to the benefit of any member, individual, officer, or director. The Association does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes.

Article 6. MEMBERS. The members of the Association shall consist of all Owners. Membership in the Association shall be appurtenant to, and may not be separated from, ownership of a Lot or Dwelling. The members shall have the sole and exclusive right to vote on all of the following matters subject to any restrictions set forth in the Declaration: (a.) elect the Board of Directors of the Association and the members of the Architectural Control Committee, (b.) appoint the officers of the Association, (c.) remove and replace any members of the Board of Directors of the Association and the officers of the Association, (d.) amend these Articles of Incorporation

and the Bylaws and (e.) amend the Declaration (subject to the limitations set forth in the Declaration). The voting rights of any member who has violated the Declaration or who is in default in the payment of Assessments (as defined in the declaration) may be limited and suspended in accordance with the provisions of the declaration or any rules and regulations adopted by the Association.

Article 7. DIRECTORS.

(a.) Number of Directors. The affairs of the Association shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be five (5). Thereafter, the number of Directors shall be fixed in the manner provided in the Bylaws and may thereafter be increased or decreased from time to time by amendment to or in the manner provided in the Bylaws; provided, however, that (i.) the number of Directors shall in no event consist of less than five (5) Directors, (ii.) no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director, (iii.) the number of Directors shall remain a "non-even" number so as to facilitate proper voting results/decisions. The names and addresses of each person who is to serve as an initial Director of the Association until their successors are elected and qualified are as follows:

✓ Scott Simpson
2839 Bridlewood Terrace
Helena, Alabama 35080

Dana Somerville
2825 Bridlewood Terrace
Helena, Alabama 35080

Hugh Parish
2844 Bridlewood Terrace
Helena, Alabama 35080

Trevon Pyles
2820 Bridlewood Terrace
Helena, Alabama 35080

Colleen Shuman
2837 Bridlewood Terrace
Helena, Alabama 35080

(b.) Removal. The members of the Association shall have the right at any time and from time to time to remove any Director, with cause, and to appoint a successor to such removed Director. Any vacancies which may thereafter arise on the Board shall be filled as provided in the Bylaws.

(c.) Powers. Except as may be otherwise provided to the contrary in the Declaration, these Articles of Incorporation or the Bylaws of the Association, all powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors.

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

Scott Simpson
2839 Bridlewood Terrace
Helena, Alabama 35080

Trevon Pyles
2820 Bridlewood Terrace
Helena, Alabama 35080

Dana Somerville
2825 Bridlewood Terrace
Helena, Alabama 35080

Hugh Parish
2844 Bridlewood Terrace
Helena, Alabama 35080

Colleen Shuman
2837 Bridlewood Terrace
Helena, Alabama 35080

Article 9. 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 dissolution shall be accomplished as set forth in the Alabama Nonprofit Corporation Act.

Article 10. POWER OF THE PRESIDENT AND VICE PRESIDENTS TO EXECUTE DOCUMENTS. The President and each Vice President of the Association shall each have authority to execute all instruments, documents and contracts on behalf of the Association.

Article 11. AMENDMENTS. All provisions of these Articles of Incorporation shall be subject to amendment, subject to the terms and provisions of the Declaration and the (applicable state not-for-profit act) and Section 501(c) (3) of the Internal Revenue Code of 1954, by the affirmative vote of at least two-thirds (2/3) 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 12. INCORPORATION BY REFERENCE. All of the terms, provisions, definitions, covenants and conditions set forth in the Declaration are hereby expressly incorporated herein by reference as if fully set forth herein. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants and conditions set forth herein in these Articles of Incorporation and the Declaration, then the provisions of the Declaration shall at all times control.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names to these Articles of Incorporation as of this, the 15TH day of MARCH, 1995.

H. Scott Shipman, Incorporator
Dana Somerville, Incorporator
James J. Ogilby, Incorporator
H. S. R. Ogilby, Incorporator
Colleen Shuman, Incorporator

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

BRIDLEWOOD PARC HOMEOWNER'S ASSOCIATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPROATION of BRIDLEWOOD PARC HOMEOWNER'S ASSOCIATION, 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 BRIDLEWOOD PARC HOMEOWNER'S ASSOCIATION, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 10 day of

APRIL, 19 95.

Judge of Probate

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SHELBY COUNTY JUDGE OF PROBATE
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