

RESTATED
ARTICLES OF INCORPORATION
OF
MOUNTAIN FARMS HOMEOWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

I, the undersigned, who is over the age of nineteen years, desiring to restate the Articles of Incorporation of a non-profit corporation under the provisions of the Alabama Non-Profit Corporation Act (Code of Alabama, 1975, Section 10-3A-1 et seq.), hereby sign, verify and file these Articles of Incorporation and certify as follows:

1. NAME: The name of the corporation is:

Mountain Farms Homeowners Association, Inc.

2. DURATION: The period of duration of the corporation shall be perpetual.

3. PURPOSE: The terms used herein shall have the meaning attributed to them in the Amended Declaration of Restrictive Covenants for Mountain Farms (the "Covenants"). The specific purposes for which the corporation is organized are to provide for the ownership, maintenance, operation, management and repair of the Road and the Promenade (as said terms are defined in the Covenants) within that development known as Mountain Farms and to implement and carry out the provisions of the Covenants.

Notwithstanding any other provision of the Articles, the corporation is not organized for private pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings, if any, shall inure to the benefit of any member, director, or individual. The corporation shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit.

In connection with the purpose of the corporation described above, the corporation may:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of an association of Lot owners as set forth in the Covenants, recorded in the Office of the Judge of Probate of Shelby County, Alabama in Instrument #1996-20274, as the same may be amended from time to time as therein provided, said Covenants being incorporated herein as if herein set forth at large and at length.

(b) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the

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Covenants; pay all expenses in connection therewith and all office or other expenses incident to the conduct of the business of the corporation, and to collect, hold, invest and expend all funds paid to the corporation as agent of and for the Lot Owners.

(c) Maintain the roadway and all improvements located thereon, make payments of taxes, insurance, repairs, and any other expenses necessary to the maintenance of said property, and pay operating expenses of every kind and character whatsoever, and any other desirable improvements from time to time as this corporation shall deem best.

(d) Enforce the covenants and restrictions contained in the Covenants, and make, establish and enforce reasonable rules and regulations governing the administration, management and use of the common areas and facilities.

(e) Purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(f) Apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any non-profit corporation may make or grant.

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

(h) Solicit and receive funds and other property, real, personal, and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend and apply such funds and property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest.

(i) Exercise all of the powers vested in non-profit corporations by the Constitution and laws of the State of Alabama, including, without limitation, the Alabama Non-Profit Corporation Act, Code of Alabama, 1975, Section 10-3A-1, et seq.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on any business

for profit.

4. MEMBERS: The corporation shall have one class of members. Every person or entity who is a record owner of a fee simple title to any Lot in Mountain Farms, as defined in the Covenants, shall be a member. The voting rights of each such member shall be as set forth in the By-Laws of the Association.

5. BOARD OF DIRECTORS:

(a) Control and Management of the Corporation: The control and management of the corporation and its property and affairs shall be vested in the Board of Directors.

(b) Initial Director: The Board of Directors shall initially be composed of one (1) Director. The name and address of the person who is to serve as the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael H. Strong	2000 Southbridge Parkway Suite 200 Birmingham, Alabama 35209

(c) Election: Directors shall be elected at the annual meeting of the members of the Association or by a special meeting called for that purpose by vote of the members casting a majority vote.

(d) Action by Consent: Any action required or permitted to be taken at any meeting of the Board of Directors of the corporation or of any committee thereof may be taken without a meeting, if a consent in writing setting forth the action so taken is signed by all members of the Board of Directors or members of such committee. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or such committee.

(e) By-Laws: The provisions for the internal regulation and management of the affairs of the corporation shall be set forth in the By-Laws. The Board of Directors shall have the power to alter, amend or repeal the By-Laws, or adopt new By-Laws, in any manner not inconsistent with these Articles of Incorporation or applicable laws of the State of Alabama.

6. INITIAL REGISTERED AGENT AND OFFICE: The address of the initial registered office of the corporation is 5550 Double Oak Lane, Birmingham, Alabama 35242. The name of the registered agent at such address is Randall H. Goggans.

7. OFFICERS: The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom

shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the By-Laws.

8. NON-STOCK AND NON-PROFIT STATUS:

(a) This corporation shall have no capital stock, is not organized for profit, and does not contemplate pecuniary gain or profit to the members, individuals, officers or directors thereof. No part of the earnings of the corporation shall inure to the benefit of any member, individual, officer, or director. The corporation does not contemplate the distribution of gains, profits, or dividends to any member, individual, officer or director thereof, and is organized solely for non-profit purposes.

(b) Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes, any activities proscribed by the Alabama Non-Profit Corporation Act (Code of Alabama, 1975, Section 10-3A-1 et seq.).

9. DISSOLUTION OF CORPORATION: Should the corporation be dissolved at any time by voluntary or involuntary action, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation shall be distributed to such members or persons as may be specified in a plan of distribution adopted in accordance with Code of Alabama, 1975, Section 10-3A-142.

10. NO PERSONAL LIABILITY: No individual, member, director or officer of the corporation shall be personally liable for the debts or obligations of the corporation.

11. INCORPORATOR: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael H. Strong	2000 Southbridge Parkway Suite 200 Birmingham, Alabama 35209

12. These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as theretofore amended, they have been duly adopted as required by law and they supersede the original Articles of Incorporation as recorded in Instrument #1996-09182 in the Office of the Judge of Probate of Shelby County, Alabama and all amendments thereto other than these Restated Articles.

IN WITNESS WHEREOF, the undersigned incorporator, member of the Association, sole director and officer has hereunto subscribed his name to these Restated Articles of Incorporation this 20th day of June, 1996.


Michael H. Strong

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that MICHAEL H. STRONG, whose name as incorporator, sole officer and director of MOUNTAIN FARMS HOMEOWNERS ASSOCIATION, INC., a corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such incorporator and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and seal this 20th day of June, 1996.


Notary Public

My Commission Expires: 3.1.98

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