

**ARTICLES OF INCORPORATION
OF
CAMDEN COVE RESIDENTIAL ASSOCIATION, INC.**

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of the Alabama Nonprofit Corporation Act, Section 10-3a-1, et.seq., Code of Alabama (1975), the undersigned does hereby make and file the following Articles of Incorporation.

ARTICLE ONE- NAME

The name of the corporation shall be "Camden Cove Residential Association, Inc." The corporation is sometimes referred to herein as "the Corporation" or "the Association."

ARTICLE TWO- TERM

This corporation shall exist perpetually.

ARTICLE THREE- OBJECTS, PURPOSES AND POWERS

3.1 General. Capitalized terms not otherwise defined herein shall have been meaning given to them in the Declarations of Protective Covenants for Camden Cove, LLC recorded in the Office of the Judge of Probate of Shelby County, Alabama, concurrently with filing and recording of these Articles of Incorporation. As used herein, the phrase "Termination of Developer Voting Rights" shall mean the date which is the earlier of (a) the expiration of one (1) year during which Developer does not own any portion of the Subject Property or (b) the time when Developer notifies the Association in writing that Developer relinquishes and terminates Developer's control over the Association.

3.2 Not for Profit. This Association shall be a corporation not for profit organized for Non-profitable purpose and activities, and no part of its net earnings shall inure to the benefit of any profit shareholder or member of the Association.

3.3 Objects and Purposes. The objects and purposes for which this corporation is organized are as follows:

3.3.1 To establish, maintain, operate and provide community services as the Association shall deem appropriate with respect to the Subject Property and any other property which shall be made subject to the jurisdiction of the Association by the Declaration or any amendment thereof, supplemental declaration thereto, or other declaration, deed or instrument.

3.3.2 To own, acquire, build, operate, and maintain the "Common Areas," maintain roadways within the Subject Property and other areas and structures beneficial or useful to the Subject Property; supplement municipal and other governmental services; fix assessments to be levied against the Parcels and the Parcel owners; enforce all covenants, restrictions and agreements applicable to the Subject Property or any portion thereof, perform the duties of the Architectural Review Committee at the time as those duties are delegated to the Association as set forth in the Declaration; pay taxes, if any, on the Common Areas; and insofar as permitted by law, do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of the Members.

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3.3.3 To regulate parking within road areas.

3.3.4 To own, operate and manage the Common Areas located within the Subject Property, to perform and carry out the acts and duties incident to the administration, operation and management of the Common Areas in accordance with the terms, provisions, and conditions contained in the Declaration of these Articles of Incorporation, and to own, operate, lease, sell, mortgage, trade and otherwise deal with the Common Areas, whether real or personal, as may be necessary or convenient to the objectives and purposes of the Association.

3.3.5 To perform and carry out the functions and obligations of the Association as described in the Declaration.

3.3.6 To do all other acts as may be necessary and proper for the carrying out and accomplishment of the above objects and purposes and of any other object 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 the Subject Property or areas thereof intended for and available for the common use and enjoyment or need of the members.

3.4 Powers. 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, including but not limited to the following:

3.4.1 To make, levy and collect assessments and annual, monthly or quarterly maintenance charges from its Members and to expend the proceeds of the assessments and charges for the benefit of its Members.

3.4.2 To contract with others to provide the services, benefits, and advantages deemed appropriate by the Association. Contracts or other transactions between the Association and one or more of its directors and any other entity in which one or more of its directors are directors or officers or are financially interested shall not be either void or voidable because of that relationship or interest. However, this type of financial interest shall be disclosed to the Board at any meeting, which considers approval of the contract or transaction.

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

3.4.4 To make, establish and enforce reasonable rules and regulations governing the use of the Common Areas.

3.4.5 To maintain, repair, replace and operate those portions of the Common Areas that the Association has the duty or right to maintain, repair, replace and operate under the Declaration, these articles, and the Bylaws of the Association.

3.4.6 To contract for the management of the Common Areas and the other portions of the Subject Property to be maintained by the Association and to delegate to contractors all or a part of the powers and duties of the Association.

3.4.7 To employ personnel to perform the services required or authorized by these Articles, the Declaration, or the Bylaws of the Association.

3.4.8 To purchase insurance upon the Common Area for the protection of the Association and its Members.

3.4.9 To reconstruct improvements to be maintained by the Association after casualty, deterioration or other loss.

3.4.10 To make additional improvements on and to the Common Areas or other portions of the Subject Property to be maintained by the Association.

3.4.11 To acquire and enter into agreements whereby it acquires leaseholders, memberships or possessory or use interests in the lands or facilities, whether or not contiguous.

3.4.12 To enforce by legal action the provisions of these Articles, the Bylaws and Declaration of the Association.

ARTICLE FOUR- MEMBERS

4.1 Members. The Members of this Association shall consist of all record owners of Parcels, but shall not include mortgagees or other holders of security interests only. The members of the first Board of Directors named in these Articles of Incorporation and other directors selected by the Developer, regardless of whether they are owners of Parcels, also shall be Members of the Association until there is a Termination of Developer Voting Rights. Fees, dues, assessments and charges required of Members shall be set in the manner prescribed by the Bylaws of the Association and in the Declaration.

4.2 No Assignment of Membership. Membership in this Association cannot be assigned, hypothecated or transferred in any manner except as may provided in the Bylaws.

4.3 Classes of Membership. The Association shall have one class of voting membership. When entitled to vote, each Member shall have one vote for each Parcel owned by the Member. In no event shall there be more than one vote per Parcel. Until the occurrence of a Termination of Developer Voting Rights, Developer shall be vested with the sole voting rights in the Association, except on matters as to which the Declaration, these Articles of Incorporation, or the Bylaws specifically require a vote of each Member, or except as required by law.

ARTICLE FIVE- INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be 100 Hinds Street, Pelham, Alabama 35124. The registered agent of the Association shall be Donnie Tucker, whose address is 100 Hinds Street, Pelham, Alabama 35124.

ARTICLE SIX- BOARD OF DIRECTORS

A Board of Directors consisting of not less than two (2) nor more than five (5) directors shall manage the business and affairs of the Association. The first Board of Directors shall consist of two (2) Members. Change in the maximum number of directors shall be permitted by amendment to the Bylaws of the Association or by amendment to the Articles of Incorporation. The Board of Directors shall be elected by each of the Members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until there is a Termination of Developer Voting Rights, and thereafter until their successors are elected and have qualified, are as follows:

Donnie Tucker

2086 Valleydale Terrace
Birmingham, AL 35244

Thomas A. Davis

100 Hinds Street
Pelham, AL 35124

The directors of the Association shall be elected at the time and in the manner provided for in the Bylaws.

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

ARTICLE SEVEN- INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Donnie Tucker

2086 Valleydale Terrace
Birmingham, AL 35244

Thomas A. Davis

100 Hinds Street
Pelham, AL 35124

ARTICLE EIGHT- INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expense and liabilities, including counsel fees reasonably incurred by or imposed upon the director or officer in connection with any proceeding to which the director or officer may be a party, or in which the director or officer may become involved, by reason of the director or officer being or having been a director or officer of the Association, or any settlement thereof, whether or not that person as a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of that person's duties, provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled under Alabama law.

ARTICLE NINE- DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, director 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 agrees to the contrary by fifty-five percent (55%) 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 corporation, 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 on any Member vested in that Member under any recorded

covenants and restrictions applicable to those assets unless made in accordance with the provisions of the covenants and restrictions.

ARTICLE TEN- AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association entitled to vote; provided, however, that no amendment shall be made that would in any way result in the operation of the corporation for the private advantage or pecuniary profit of any director of Member thereof.

Notwithstanding any provision to the contrary, but subject to the next sentence, at all times prior to the occurrence of Termination of Developer Voting Rights, Developer, at Developer's discretion, may amend any provision of these Articles of Incorporation, the Bylaws and the Declaration without consent or vote of any Member or other person or entity including, without limitation, amendments intended to satisfy requirements of any governmental agency or mortgage lender to make and accept mortgages on any Parcel. The Developer may not amend any provision of these Articles of Incorporation, the Declaration, or the Bylaws (a) in a manner which would adversely affect the rights specifically given in the Declaration to holders of mortgages upon any Parcel without the mortgagee's prior written consent; (b) to except a Parcel from the fees, charges and assessments provided in the Declaration; (c) to lessen or extend the voting and the membership rights of Parcel Owners without prior written consent of the percentage of Parcel Owners required by the Declaration; or (d) in a manner which would materially and adversely alter a Parcel Owner's right to use the Parcel for residential purposes. Until the occurrence of Termination of Developer Voting Rights, none of these Articles of Incorporation, the Declaration or the Bylaws may be amended without the prior written consent of the Developer. Amendments by the Developer may apply to all of the Subject Property or to any portion thereof.

ARTICLE ELEVEN- BYLAWS

The Association shall adopt Bylaws governing the conduct of the affairs of the Association. The Bylaws shall be altered, amended, or rescinded as provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, acting as incorporator of the Corporation named herein in accordance with the Alabama Nonprofit Corporation Act, hereby executes these Articles of Incorporation this the 15th day of OCTOBER, 1999.


DONNIE TUCKER, Incorporator


THOMAS A. DAVIS, Incorporator

**STATE OF ALABAMA
COUNTY OF SHELBY**

I, the undersigned, a notary public in and for said county in said state, hereby certify that **Donnie Tucker and Thomas A. Davis**, whose names are signed to the foregoing Articles of Incorporation and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 1st day of OCTOBER, 1999.



NOTARY PUBLIC

Commission Expires: 11/15/00

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

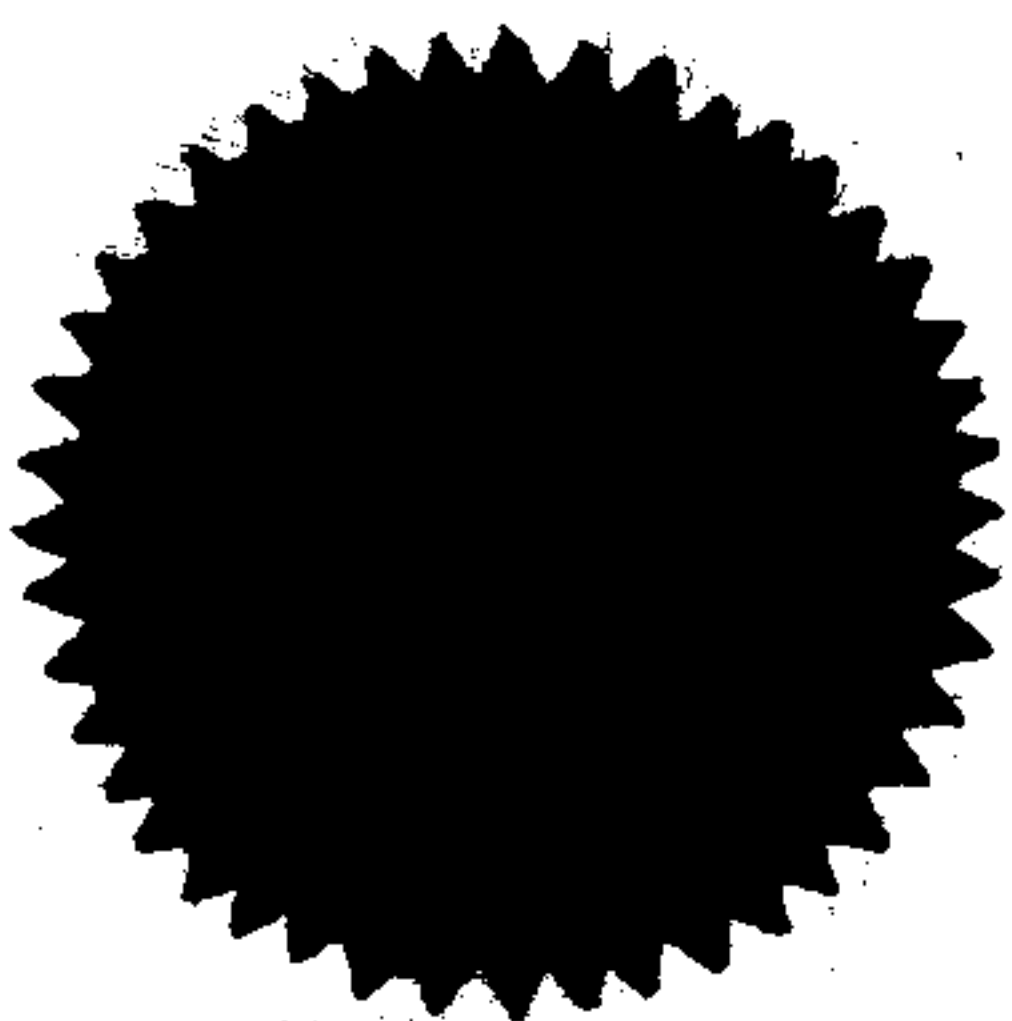
OF

CAMDEN COVE RESIDENTIAL 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 CAMDEN COVE RESIDENTIAL ASSOCIATION INC., 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 CAMDEN COVE RESIDENTIAL ASSOCIATION INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 27TH day of OCTOBER, 19 99



Patricia Lynn Zuhmiller

Judge of Probate

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