

ARTICLES OF INCORPORATION
OF
WATERFORD HOMEOWNER'S ASSOCIATION, INC.
AN ALABAMA NOT FOR PROFIT CORPORATION

By these Articles, the undersigned hereby associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Alabama, and certify as follows:

ARTICLE ONE

Name

The name of the corporation is Waterford Homeowner's Association, Inc.

ARTICLE TWO

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 4880 Valleydale Road, Birmingham, AL 35242. The initial registered agent at that address is John G. Reamer, Jr.

ARTICLE THREE

Purposes and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence Lots and Common Area within that certain subdivision known as Waterford Subdivision as enlarged from time to time in accordance with the Declaration of Covenants filed in the Office of the Judge of Probate of Jefferson County, Alabama, and 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 for this purpose 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 Covenants, Conditions, and Restrictions hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Judge of Probate of Shelby County, Alabama and 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, 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 each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for

Inst # 2001-12817
04/05/2001-12817
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money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2 /3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2 /3) of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under the Alabama Non-Profit Corporation Act of the State of Alabama by law may now or hereafter have or exercise.

ARTICLE FOUR

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the property legally described in Article Three of these Articles of Incorporation shall be members of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot.

ARTICLE FIVE

Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners (with the exception of the Declarant and any Owner of a vacant lot for the first four months following the original conveyance from the Declarant), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration) and any Owner of a vacant lot for the first four months following the original conveyance from the Declarant, and shall be entitled to three (3) votes for each Lot owned.

ARTICLE SIX

Board of Directors

The number of directors constituting the initial board of directors shall be the same number as the number of persons listed below in this article. The names and addresses of the persons constituting the initial board of directors, who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualify, are as follows:

Name	Address
John G. Reamer, Jr.	4880 Valleydale Road Birmingham, AL 35242

Jerry Davis

4880 Valleydale Road
Birmingham, AL 35242

David Leonard

4880 Valleydale Road
Birmingham, AL 35242

ARTICLE SEVEN

Change in Number of Directors

A change in the number of Directors of the Corporation shall be made either by amendment to these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE EIGHT

Incorporators

The name and address of each incorporator of the Corporation is:

Name

Address

John G. Reamer, Jr.

4880 Valleydale Road
Birmingham, AL 35242

ARTICLE NINE

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 TEN

Duration

The corporation shall exist perpetually.

ARTICLE ELEVEN

Amendments

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE TWELVE

FHA/VA Approval

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

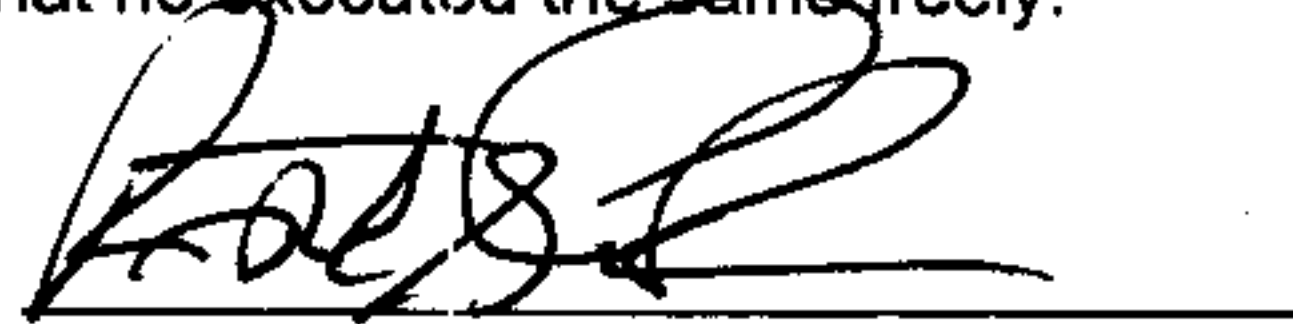
IN WITNESS WHEREOF, I, John G. Reamer, Jr. have subscribed my name this 5TH day of APRIL, 2001.


JOHN G. REAMER, JR.

State of Alabama

SHELBY County

On April 5, 2001 [date], before me, a Notary Public in the aforesaid State and County, personally appeared John G. Reamer, Jr., who is known to me to be the persons named in and who executed the foregoing instrument and who acknowledged that he executed the same freely.



Notary Public

My commission expires: 7/11/02

This instrument was prepared by R. Shan Paden, Attorney at Law, whose address is 5 Riverchase Ridge, Suite 100, Birmingham, AL 35244.

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

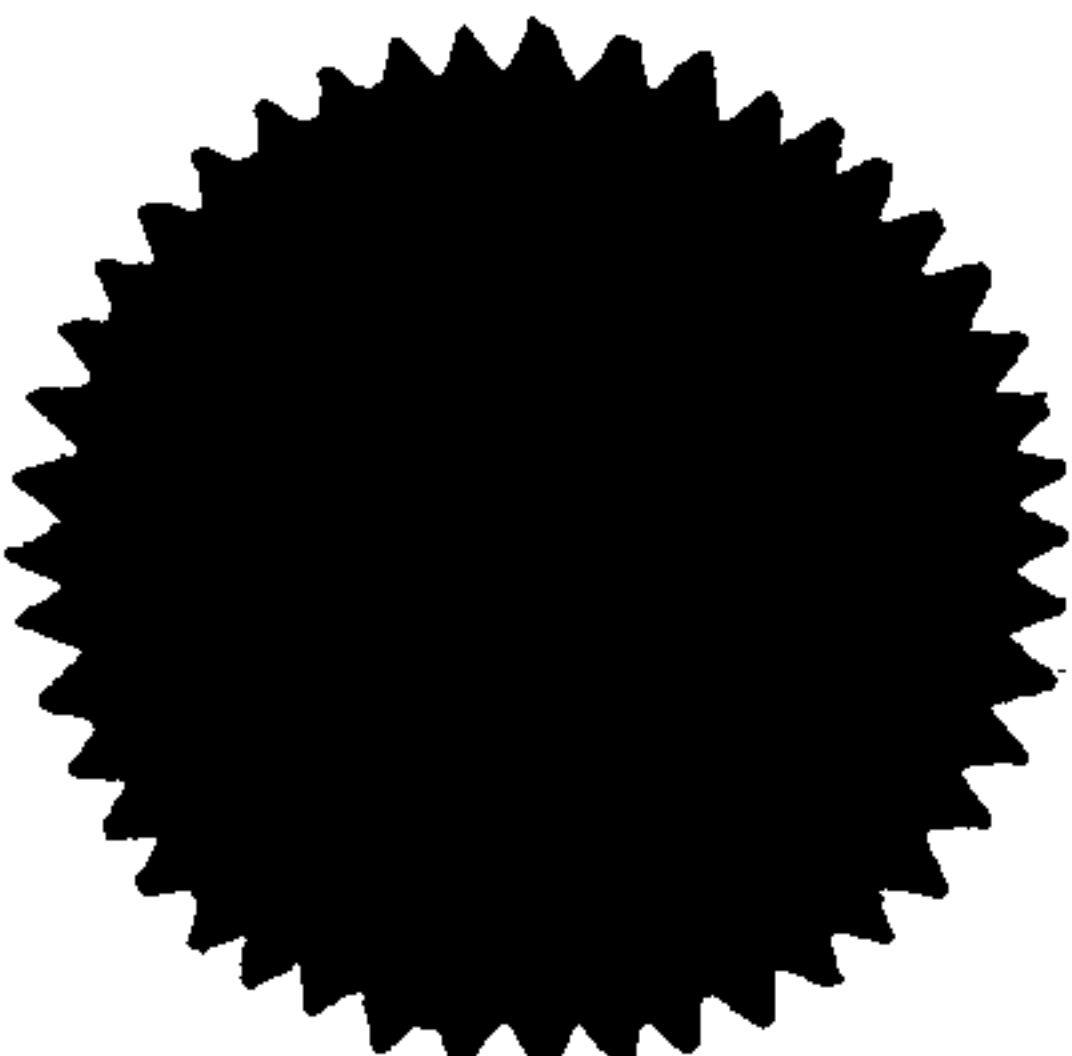
OF

Waterford Homeowner's Association, Inc

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of Waterford Homeowner's 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 Waterford Homeowner's Association, Inc., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 5TH day of April, 20 01.



Christina Lopez Schmitt

Judge of Probate

Inst # 2001-12817

04/05/2001-12817
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