

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF INCORPORATION
OF
THORNBERRY HOMEOWNERS' ASSOCIATION**

The undersigned incorporator hereby forms a corporation (the "Corporation") under the Alabama Nonprofit Corporation Act, and declares:

**ARTICLE I
NAME**

The name of the Corporation shall be "Thornberry Homeowners' Association".

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is organized are:

(a) To help preserve property values through architectural controls, design guidelines and deed restrictions and to provide for the maintenance of common areas and community facilities in the Thornberry Subdivision, which consists of homes as set forth in the Declaration of Restrictions, Easements and Covenants recorded in Shelby County, Alabama, which are constructed upon the real property described as follows: Survey of Thornberry, a plat of which is recorded in Map Book 25, Page 129 in the Probate Office of Shelby County, Alabama.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation ("Director"), officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Alabama Code § 10-3A-4 (1999 Replacement Volume) as it now exists or as it may hereafter be amended.

(d) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in ARTICLE IV.

**ARTICLE III
POWERS**

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(a) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board of Directors of the Corporation (the "Board") shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift.

(e) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(f) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the non-profit purposes of the Corporation.

ARTICLE IV DURATION

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V MEMBERS

The Corporation shall have members as set forth in the Bylaws of the Corporation (the "Bylaws").

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board shall be five (5), and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Bryars	110 Thornberry Drive Birmingham, Alabama 35242
Gerald Johnson	185 Thornberry Drive Birmingham, Alabama 35242
John Lee Taylor	532 Thornberry Drive Birmingham, Alabama 35242
Stephon Robinson	600 Thornberry Cove Birmingham, Alabama 35242
Lynn Graves	161 Thornberry Drive Birmingham, Alabama 35242

ARTICLE VII
DIRECTORS

(a) The corporate powers shall be exercised by the Board, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. Any member of the Board may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the members, if any, or by the affirmative vote of a majority of the remaining Directors, as provided in the Bylaws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board.

(b) In furtherance, and not in limitation, of the powers conferred by statute, the Board is expressly authorized to make and alter the Bylaws.

(c) Any action required or permitted to be taken at any meeting of the Board or of any committee ("Committee") thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such a Committee.

(d) The Corporation may, in its Bylaws, confer powers upon its Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Campbell, Waller & Poer, L.L.C.	2100-A Southbridge Parkway Suite 450 Birmingham, Alabama 35209

ARTICLE IX
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, which shall also constitute its principal office, is 2311 Highland Avenue South, Birmingham, Alabama 35205. The initial registered agent of the Corporation at such address shall be Jennifer Galligan.

ARTICLE X
RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Act; provided, however, that the sole power to amend these Articles of Incorporation shall rest in the Board.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Act, has executed the foregoing Articles of Incorporation on this 16th day of ~~January~~ ^{February}, 2005.

CAMPBELL, WALLER & POER, L.L.C.

By: 

Name: Andrew P. Campbell

Its: Managing Partner

(INCORPORATOR)

✓ THIS INSTRUMENT WAS PREPARED BY:

Timothy D. Davis
Sirote & Permutt, P.C.
2311 Highland Avenue South
Birmingham, Alabama 35205

State of Alabama Shelby County

Certificate of Incorporation

Of

THORNBERRY HOMEOWNERS ASSOCIATION

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Thornberry Homeowners 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 her by law, hereby issues this Certificate of Incorporation of Thornberry Homeowners Association, is hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the **28th day** of February, 2005.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

