

ARTICLES OF INCORPORATION
OF
EMERALD RIDGE HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a nonprofit corporation under the Alabama Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation:

First: The name of the nonprofit corporation shall be **Emerald Ridge Homeowners Association, Inc.**, hereinafter referred to as the "Association."

Second: The period duration for the Association is perpetual.

Third: This association is not organized for profit and is incorporated under the provisions of Section 501-C of the Internal Revenue Code and the purpose for which the Association is organized is to provide an entity for the operation, management, maintenance, control and administration of **Emerald Ridge**, a planned residential community, located in the City of **Calera**, **Shelby County**, Alabama, (the "Subdivision").

Fourth: The powers of the Association shall include and be governed by the following provisions:

A. The association shall have all the common law and statutory powers of a nonprofit corporation (but it is not a corporation) and the powers designated under the Code of Alabama which are not in conflict with the terms of these Articles or the Declaration of Covenants, Conditions and Restrictions of **Emerald Ridge**, (the "Declaration"), as they may be amended from time to time, the following, including but not limited to the following (capitalized terms shall have the meaning as set forth in the Declaration):

1. To acquire, hold, lease, manage, mortgage or convey real, personal or mixed property wherever situated, including without limitation, common areas within the development.

2. To make and collect assessments against the members as provided in the Declaration to defray the costs, expenses and losses of the Subdivision or any other business enterprise, venture or property interest of the Association, and to use the proceeds of the assessments in the exercise of the powers and duties herein provided.

3. To borrow funds to pay for such expenditures as may be authorized by the provisions of the Declaration.

4. To maintain, repair, replace, clean, sanitize and operate the property of the Association including detention ponds, storm drains, lights, sewer lift stations, common areas or any other property of the Association.

5. To purchase insurance for the protection of the common areas or property of the Association, the Association, its members, officers and directors.

6. To make and amend reasonable Rules and Regulations respecting the use of the common areas.

7. To lease or grant easements or licenses for use of the Common Elements of the subdivision in a manner not inconsistent with the rights of Owners of Lots in the Development.

8. To enforce by legal means the provisions of the Declaration and the Articles and By-Laws of the Association, and the Rules and Regulations of the Association.

9. To contract for the management of the Homeowners Association and to delegate to such contractor all powers and duties of the Association except such as are specifically required to be performed by the Association.

10. The objects and purposes set forth in Article Third of these Articles shall be construed as powers as well as objects and purposes, and the Association shall have and may exercise such powers as if such powers were set forth in full herein.

11. The Association shall have and may exercise all powers as shall enable it to do each and every thing necessary, suitable, convenient, expedient or proper for the accomplishment for any or all purposes and the attainment of any or all objects set forth in Article Third.

12. The Association shall have and may exercise all powers set forth in any other Article of these Articles of Incorporation.

13. To carry on any other business in connection with the foregoing, to transact any and 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 reflect the purpose of the Association in accordance with and subject to the terms and provisions of the Declarations.

B. All funds and title of properties acquired by the Association and the proceeds therefrom shall be held in trust for the members in accordance with the provisions of the members in accordance with the provisions of the Declaration and the By-Laws of the Association.

THIS ASSOCIATION DOES NOT CONTEMPLATE PECUNIARY GAINS 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.

FIFTH: The members of the Association shall consist of all of the record Owners of Lots in **Emerald Ridge** Subdivision and their heirs, successors and assigns. Membership in the Association shall be evidenced by a deed or other instrument establishing a record title to a Lot in the

Development recorded in the Probate Office of Shelby County, Alabama. Upon such recordation, the Owner of the Lot designated by such instrument shall become a member of the Association and the membership of the prior Owner shall be terminated. The share of a member in the funds or assets of the Association cannot be assigned, hypothecated, transferred in any manner except as in appurtenance to the Lot. The exact number of votes to be cast by Owner(s) of a Lot and the manner of exercising voting rights shall be determined by the Declaration and the By-Laws of the Association.

SIXTH: The affairs of the Association shall be managed by the Board of Directors . consisting of the number of directors as shall be determined by the By-Laws. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Vacancies on the Board of Directors consisting of the number of directors as shall be determined by the By-Laws. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. **The developer shall control the Association by appointment of the directors until the time specified in the restrictive covenants and conditions for the Emerald Ridge Subdivision.**

The initial Board of Directors shall have three (3) Directors, The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until such Directors are removed, are as follows:

NAME	ADDRESS
Karen B. Scott	1974 Chandalar Drive Pelham, Alabama 35124
William E. Scott	1974 Chandalar Drive Pelham, Alabama 35124
Erica Neel	1974 Chandalar Drive Pelham, Alabama 35124

Any director may be removed, either with or without cause, at any time, by a two-thirds vote of all persons present in person and entitled to vote at a meeting of the Lot Owners at which a quorum is present, other than a director appointed by Developer, the vacancy in the Board caused by any such removal may be filled by the members at such meeting or at any subsequent meeting in the manner prescribed in the By-Laws for the filling of vacancies on the Board.

SEVENTH: The address of the association's initial registered office is **1974 Chandalar Drive, Pelham, Alabama 35124** and the name of its initial registered agent is **Karen B. Scott**, with the same address.

EIGHTH: The Association shall have the right to indemnify each person who shall serve as director, officer, employee, or agent of the Association, or shall serve at the request of the Association in a similar capacity with another association, joint venture, trust or other enterprise, to the extent to which this Association is granted the power to so indemnify such enterprise, to the extent to which this Association is granted the power to so indemnify such persons by any and every statute of the State of Alabama or act of the Legislature of the State of Alabama.

NINTH: No contract or other transaction between the Association and any person, firm, association or associations and no other act of the Association shall, in the absence of fraud be invalidated or in any way affected by the fact that any of the directors of the Association are directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm, association or associations. Any director of the Association individually, or any firm or association of which any director may be a member of, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Association, provided that the fact that he individually, or such firm or association, is so interested, shall be disclosed or known to the Board of Directors or a majority of the members thereof as shall be present at any meeting of the Board of Directors, or of any committee of directors having the powers of the full Board, at which action upon any such contract, transaction or other act is taken; and if such fact shall be so disclosed or known, any director of the Association so related or otherwise interested may be counted in determining the presence of a quorum any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote with respect to such action with like force and effect as if he were not so related or interested. Any director of the Association may vote upon any contract or other transaction between the Association and any affiliated association without regard to the fact that he is also a director of such affiliated association.

TENTH: The name of the Incorporators are **Karen B. Scott, William E. Scott, and Erica Neel** at **1974 Chandalar Drive, Pelham, Alabama 35124.**

ELEVENTH: Upon the dissolution of the Association, the assets of the Association, the assets of the Association shall be distributed to the Lot Owners in the manner as provided in the Declaration for the distribution of the property subject thereto upon termination of the Association.

TWELFTH: The Association reserves the right to amend, alter, change or repeal by a two thirds (2/3) affirmative vote in the Association any provision contained in these Articles in the manner now or hereafter provided by law, and all rights conferred upon officers and directors herein are granted subject to this reservation.

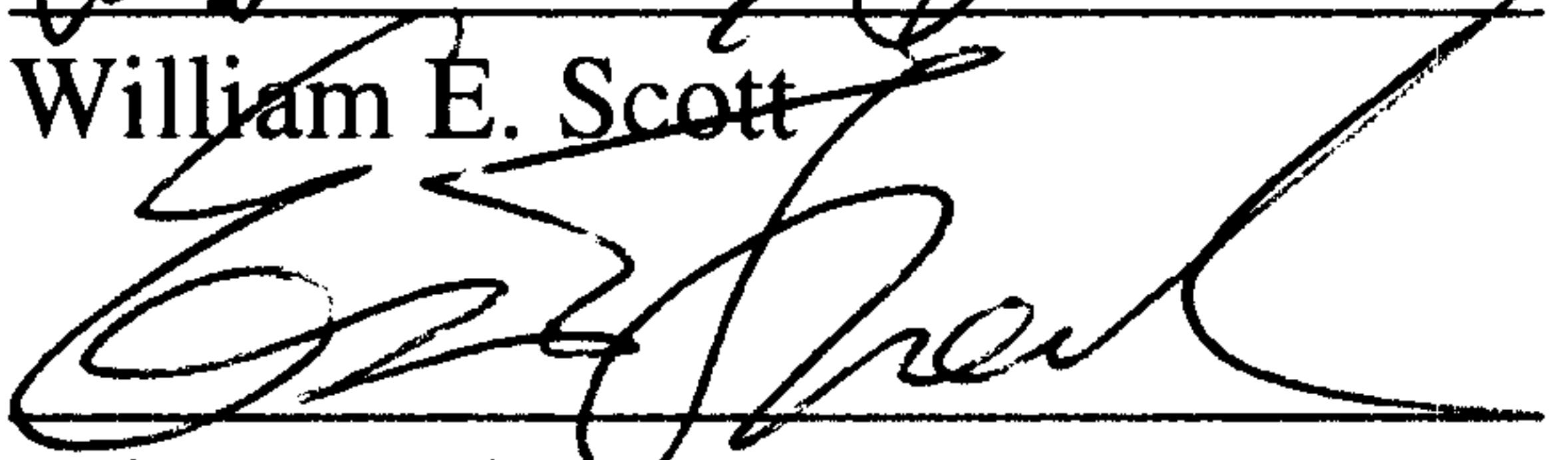
IN WITNESS WHEREOF, the undersigned Karen B. Scott, William E. Scott and Erica Neel
has hereunto subscribed their signatures to these Articles of Incorporation this 31st day of
January, 2006.



Karen B. Scott



William E. Scott



Erica Neel

State of Alabama Shelby County

Certificate of Incorporation Of **Emerald Ridge Homeowners Association, Inc.**

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

Given under my hand and Official Seal on
this the 1st **day** of February 2006.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

