

**ARTICLES OF INCORPORATION
OF
CHELSEA PROMENADE ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

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

We, the undersigned, each of whom is over the age of nineteen years, desiring to organize 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:

Chelsea Promenade 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 Declaration of Protective Covenants for Chelsea Promenade that are recorded as Instrument #20070919000440290 in the Office of the Judge of Probate of Shelby County, Alabama, as amended from time to time (the "Covenants"). The specific purposes for which the corporation is organized are to provide for the maintenance, operation, management and repair of the Common Facilities within that development known as Chelsea Promenade 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 Parcel Owners as set forth in the Covenants, 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 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 Parcel Owners.

(c) Maintain the Common Facilities and all improvements located thereon and therein, 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 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 for the common benefit of the Parcel Owners.

(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 for the common benefit of the Parcel Owners.

(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 for the common benefit of the Parcel Owners.

(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 Parcel in Chelsea Promenade, as defined in the Covenants, shall be a member.

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 Directors:** The Board of Director shall initially be composed of three (3) Directors, and thereafter shall be composed of the number of Directors as set forth in the By-Laws of the Association. The name and address of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steve Issis	2858 Highway 31 South Pelham, AL 35124
John Issis	^^
Mark Dinan	2473 Valleydale Road Suite B Birmingham, AL 35244

(c) **Election:** Unless the Developer elects to turn over control of the Association at an earlier time, the Directors shall be appointed by the Developer (as defined in the Covenants), until the Developer sells all of its Property within the Chelsea Promenade subdivision to third parties. Thereafter, Directors shall be elected at the annual meeting of the members of the Association by majority vote of the members, exception as limited by the Covenants.

(d) **Directors Shall Act as Architectural Control Committee:** Until the Developer sells all of its Property within the Chelsea Promenade subdivision to third parties, Steve Issis shall be the only member of the Committee (as defined in the Covenants). Thereafter, the Directors shall also serve as the Committee.

(e) **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.

(f) **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 2858 Highway 31 South, Pelham, AL 35124. The name of the registered agent at such address is Steve Issis.

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:

NAME

Steve Issis

ADDRESS

2858 Highway 31 South
Pelham, AL 35124


IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation this 30th day of July, 2008.


Steve Issis

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Steve Issis, whose name as incorporator of Chelsea Promenade 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 30th day of July, 2008


Notary Public
My Commissions Expires: 3/12/2011

State of Alabama Shelby County

Certificate of Incorporation

Of CHELSEA PROMENADE ASSOCIATION, INC.

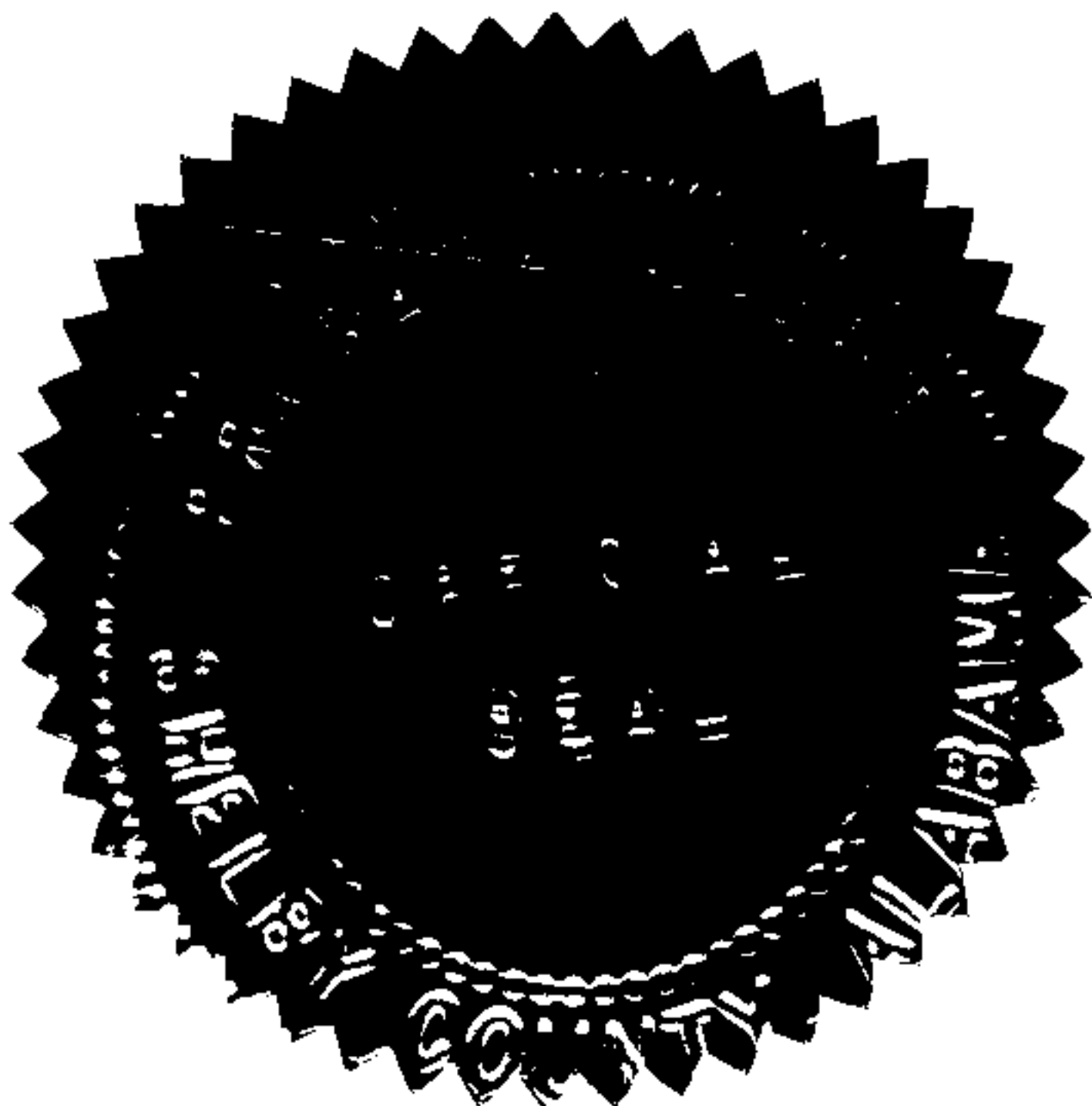
The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of CHELSEA PROMENADE ASSOCIATION, INC., provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found 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 CHELSEA PROMENADE ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 8TH day of AUGUST 2008.


CWB

James W. Fuhrmeister
Judge of Probate



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Shelby Cnty Judge of Probate, AL
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