

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
WEATHERLY RESIDENTIAL ASSOCIATION, INC.**

STATE OF ALABAMA           §  
  §  
COUNTY OF JEFFERSON    §

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

The members of Weatherly Residential Association, Inc. (the “Corporation”), pursuant to Article 12 of the Articles of Incorporation of the Corporation and ALA. CODE §§ 10-3A-81 and 10-3A-82 (1999 Repl.), hereby adopt these Articles of Amendment, which amend the Corporation’s existing Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is **Weatherly Residential Association, Inc.**

**ARTICLE II**

The Articles of Incorporation of the Corporation were originally filed on February 20, 1995, in the office of the Judge of Probate of Shelby County, Alabama.

**ARTICLE III**

The Articles of Incorporation of the Corporation shall be amended as follows:

(a) Subparagraph (a) of Paragraph 3 of the Articles of Incorporation is hereby deleted and the following substituted in lieu thereof:

“(a) To provide for the efficient preservation of the appearance, value and amenities of the “Development”, as herein defined. As used herein, the term “Development” shall mean and refer to any portion of the real property described in Exhibit A attached hereto and incorporated herein by reference which is developed for “Residential Lots”, as hereinafter defined. As used herein, the term “Residential Lot” or “Residential Lots”, whether used in the singular or plural tense, shall mean and refer to any real property within the Development which has

been or will be developed for single-family residential purposes, including, without limitation, attached or detached residential dwellings, townhouses, condominiums, cooperatives, duplexes, garden homes, patio homes, zero-lot-line homes, cluster homes or any other types of single-family dwellings. As of the date hereof, a portion of the Development is subject to the Declaration of Protective Covenants for Weatherly, Glen Abbey Sector 12, dated August 18, 1994 and recorded as Instrument No. 1994-25694 in the Office of the Judge of Probate of Shelby County, Alabama (which, together with all amendments thereto and all subsequent protective covenants which refer to this Association as the entity which will collect assessments and maintain the Common Area of the Development and otherwise exercise the rights and remedies of the owner's association described in such protective covenants and all amendments thereto, are hereinafter collectively referred to as the "Protective Covenants"). Capitalized terms not otherwise expressly defined herein shall have the same meanings given to them in the Protective Covenants.";

(b) Paragraph 6 of the Articles of Incorporation is hereby deleted and the following substituted in lieu thereof:

"6. **MEMBERS.** The members of the Association shall consist of the owners of all Residential Lots within the Development. Membership in the Association shall be appurtenant to, and may not be separated from, ownership of a Residential Lot. The voting rights of any member may be limited and suspended in accordance with the provisions of the Bylaws."

(c) Subparagraphs (a) and (b) of Paragraph 7 of the Articles of Incorporation are hereby deleted and the following substituted in lieu thereof:

"(a) **Number of Directors.** The affairs of the Association shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be five (5). Thereafter, the number of Directors shall be fixed in the manner provided in the Bylaws and may thereafter be increased or decreased from time to time by amendment to or in the manner provided in the Bylaws; provided, however, that (i) the number of Directors shall in no event consist of less than three (3) Directors, and (ii) no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Directors need not be owners of any portion of the Development or residents of the State of Alabama. The names and addresses of each person who is to serve as an initial Director of the Association until their successors are elected and qualified or until such Directors are removed as provided in Paragraph 7(b) of these Articles are as follows:

Jack H. Harrison  
100 Glen Abbey Lane  
Alabaster, Alabama 35007



Thomas J. Thornton  
100 Glen Abbey Lane  
Alabaster, Alabama 35007

Patrick A. Thornton  
100 Glen Abbey Lane  
Alabaster, Alabama 35007

B. Lynn McGaughy  
100 Glen Abbey Lane  
Alabaster, Alabama 35007

Greg Gilbert  
100 Glen Abbey Lane  
Alabaster, Alabama 35007

(b) **Removal.** The members of the Association shall have the right at any time and from time to time to remove any Director, either with or without cause, and may appoint a successor to such removed Director. Any vacancies which may arise on the Board shall be filled as provided in the Bylaws.”

(d) Subparagraph (a) of Paragraph 9 of the Articles of Incorporation is hereby deleted and the following substituted in lieu thereof:

“(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed, unless otherwise agreed to the contrary in the plan of distribution, among the members of the Association, as tenants in common, with each member’s share of the assets to be determined in accordance with its voting rights.”

(e) Paragraph 12 of the Articles of Incorporation is hereby deleted and the following substituted in lieu thereof:

“12. **AMENDMENT.** These Articles of Incorporation may be amended, subject to the terms and provisions of the Protective Covenants, by the affirmative vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting at which a quorum is present.”

#### ARTICLE IV

These Articles of Amendment to the Articles of Incorporation of the Corporation were adopted by the affirmative vote of fifty-nine and 9/10 percent (59.9%) of the total votes in the Corporation at a special meeting called for such purpose on May 22, 2007, which percentage was at least two-thirds of the votes entitled to be cast by members present or represented by proxy

and constituting a quorum at such meeting, after written notice of such meeting setting forth the proposed amendments was provided to all members within the time and in the manner provided in the Articles of Incorporation and Bylaws of the Corporation and ALA. CODE § 10-3A-1, et seq. (1999 Repl.).

Dated the 1<sup>st</sup> day of July, 2009.

ATTESTED:

**WEATHERLY RESIDENTIAL  
ASSOCIATION, INC.**

Karen Rogers  
Its Secretary

By: Johnny Kimbrell  
Its President

STATE OF ALABAMA           )  
  :  
COUNTY OF Shelby        )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Johnny Kimbrell, whose name as President of Weatherly Residential Association, Inc., an Alabama 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 such instrument, he/she as such officer, 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 official seal this 1<sup>st</sup> day of July, 2009.

Wiley Epps  
Notary Public  
My Commission Expires: \_\_\_\_\_

**My commission expires 11-19-2011**

[SEAL]

This Instrument Prepared by:  
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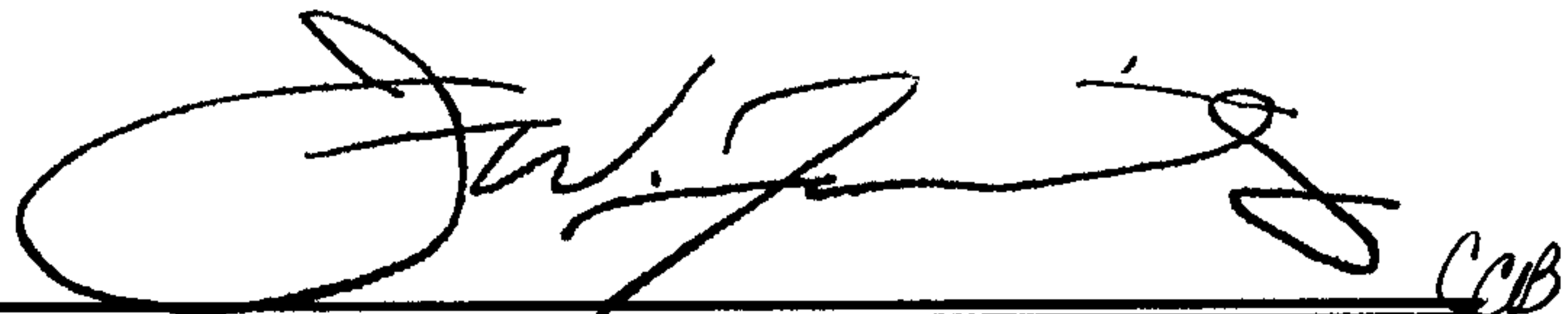
# State of Alabama Shelby County

## Certificate of Incorporation Amendment Of WEATHERLY RESIDENTIAL ASSOCIATION, INC.

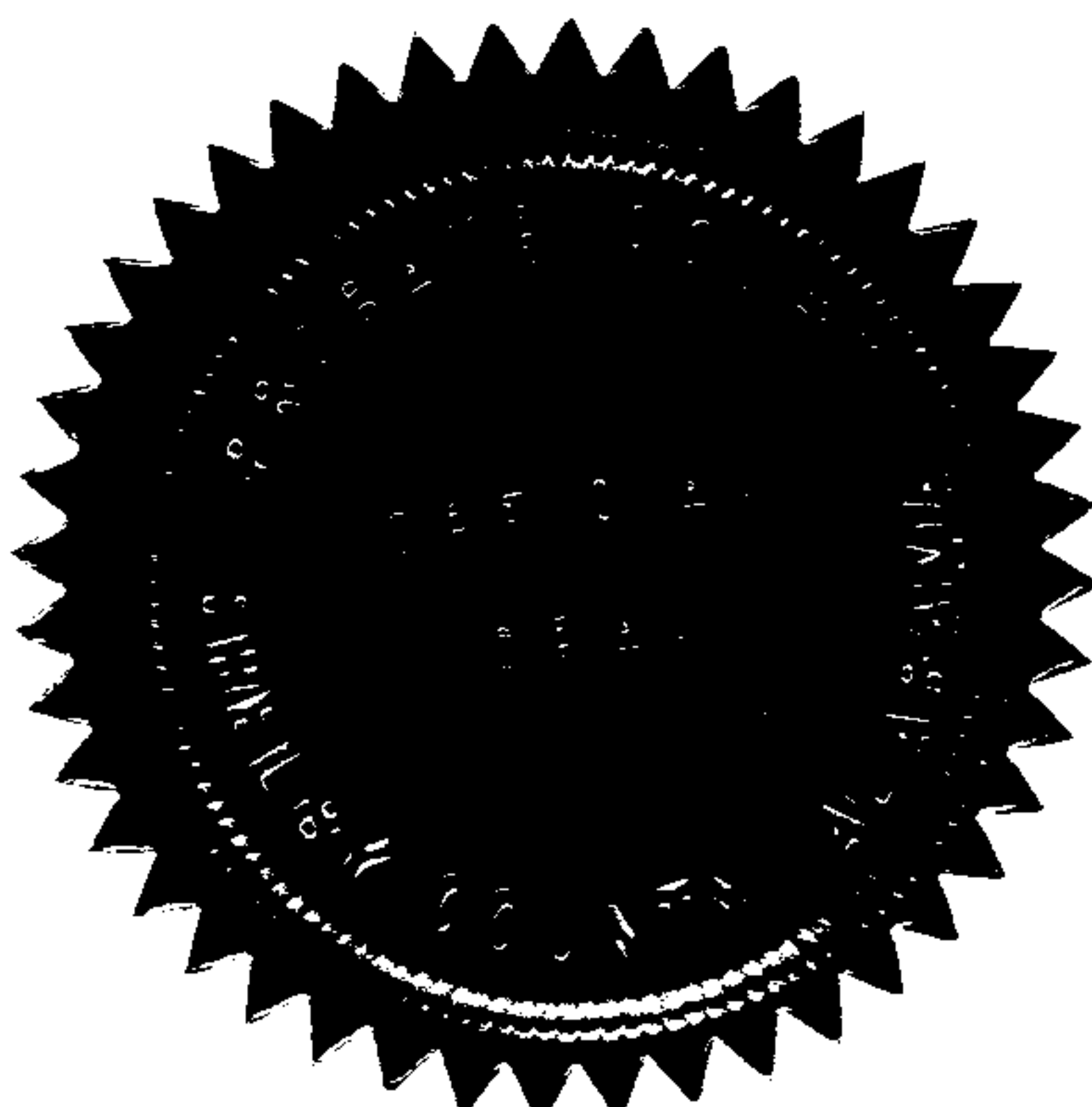
The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of WEATHERLY RESIDENTIAL ASSOCIATION, INC., duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, 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 WEATHERLY RESIDENTIAL ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 13TH day of AUGUST, 2009.



James W. Fuhrmeister  
Judge of Probate



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Shelby Cnty Judge of Probate, AL  
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