

**ARTICLES OF INCORPORATION
OF
MEADOW LAKE HOMEOWNERS ASSOCIATION, INC.
(a corporation not for profit)**

**TO THE JUDGE OF PROBATE OF JEFFERSON COUNTY,
ALABAMA, (BESSEMER DIVISION):**

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of the "Alabama Non-Profit Corporation Act" the undersigned do hereby make the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

"MEADOW LAKE HOMEOWNERS ASSOCIATION, INC."

The corporation is sometimes referred to herein as the "Corporation" or the "Association".

**ARTICLE II
DEFINITIONS**

SECTION 2.1 Association Land: That part of MEADOW LAKE which may at any time hereafter be owned by the Association for so long as the Association or successor thereof may be the owner thereof.

2.2 Board: The Board of Directors of the Association.

2.3 By-Laws: The duly enacted By-Laws of the Association.

2.4 Declaration: The Declaration of Protective Covenants, Agreements, Easements, Charges and Liens (Residential) applicable to Member's Property which shall be recorded in the Probate records of Jefferson County, Alabama, as the same may from time to time be supplemented or amended in the manner described therein.

2.5 Deed: Any deed, assignment, lease, or other instrument conveying fee title or a leasehold interest in any part of MEADOW LAKE property subjected to the Declaration.

2.6 Developer: The developer of MEADOW LAKE.

2.7 Member: A person or other entity who is a record owner of Member's Property.

2.8 Member's Property: That portion of MEADOW LAKE Property which shall have been submitted to the Declaration for the purpose of creating a lien for assessments in favor of the Association. See also, Section 2.11.

2.9 Open Spaces or Common Areas: MEADOW LAKE Property which is conveyed to the Association by the owners or Developers of MEADOW LAKE or a part thereof.

2.10 Parcel: Includes residential parcels.

2.11 Property or Subject Property or Member's Property: That part of MEADOW LAKE Property subjected to the Declaration.

2.12 Resident: Any person or persons occupying Member's Property.

2.13 Residential Parcel: Any unit, lot part or parcel of the Property designed for a single family residence.

2.14 Association: The MEADOW LAKE HOMEOWNERS ASSOCIATION, Inc., its successors and assigns.

2.15 MEADOW LAKE or MEADOW LAKE Property: The property described as MEADOW LAKE in the Declaration and other property which may be acquired by Developer and developed as a part of MEADOW LAKE. That part of MEADOW LAKE subjected to the Declaration is referred to as "Property", "Subject Property", or "Member's Property".

ARTICLE III

PRINCIPAL OFFICE AND AGENT

The initial registered office of the Association shall be 196 Chase Drive, Pelham, Alabama 35124. The registered agent of the Corporation shall be Robert Snider.

ARTICLE IV

OBJECTS, PURPOSES AND POWERS

SECTION 4.1 This Association shall be a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of the Association.

4.2 The objects and purposes for which this Corporation is organized are as follows:

4.2.1 To establish, maintain, operate and provide community services of every kind and nature for the benefit of the Members.

4.2.2 To own, acquire, build, operate, and maintain recreation parks, playgrounds, common drives and footways, including buildings, structures, and personal properties incident thereto on Association Land; maintain unkept lands and trees; maintain lakes and roadways within the Association Land, the water and drainage systems, and other areas and



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structures beneficial or useful to Member's Property; supplement municipal and other governmental services; fix assessments to be levied against the Member; enforce any and all covenants, restrictions and agreements applicable to the Association Land or to Member's Property; and pay taxes, if any, on the Association Land; and, insofar as permitted by law, to do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of the Members.

4.2.3 To represent the interests of the Members to municipalities, governmental authorities or other providers of services related to the security of its Members, the property of its Members, road maintenance, parking within roadway areas, and traffic control; garbage and waste collection and disposal and other similar matters affecting the use and value of the property of Members.

4.2.4 To own, operate and manage the Association Land; to perform and carry out the acts and duties incident to the administration, operation and management of said Association Land in accordance with the terms, provisions, and conditions contained in these Articles of Incorporation and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient.

4.2.5 To study, assess, and represent the interest of the Members in connection with any or all projects, services, facilities, studies, programs, systems and properties relating to: parks, recreational facilities or services; drainage systems; streets, roads, walkways, curbing, gutters, sidewalks, trees, flowers and landscaping, fountains, benches, shelters, directional and informational signs, walkways, and bridges, and street, road and highway lighting

facilities; facilities or arrangement for facilities for collection and treatment of sewage and other facilities deemed necessary or desirable by the Board in connection with the administration, management, control and operation of the Association and any and all other improvements, utilities, facilities and services that the Board shall find to be necessary, desirable or beneficial to the interest of the Property, Members and Residents.

4.2.6 To do such other things as may be necessary and proper for the carrying out and accomplishment of the above objects and purposes and of such other objects and purposes as are deemed necessary and proper by its Directors. The objects and purposes expressed herein relate to services, benefits and expenditures pertaining to, derived from, or in connection with the Member's Property or areas thereof intended for and available for the common use and enjoyment or need of the Members.

4.3 In furtherance of the aforesaid objects, purposes and powers, the Association shall have and exercise all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Alabama and all the powers reasonably necessary to implement the powers of the Association, which powers shall include but are not limited to, the power:

4.3.1 To make, levy and collect assessments and annual, monthly or quarterly maintenance charges from its Members and to expend the proceeds of such assessments and charges for the benefit of its Members.

4.3.2 To contract with others to provide the services, benefits and advantages desired.

4.3.3 To enforce by legal action suits on behalf of the Association.

4.3.4 To make, establish and enforce reasonable rules and regulations governing the use of the Association Land.

4.3.5 To maintain, repair, replace and operate the Association Land.

4.3.6 To contract for the management of the Association Land and to delegate to such contractors all or a part of the powers and duties of the Association.

4.3.7 To employ personnel to perform the services required or authorized by these Articles, the Declaration and by the By-Laws of the Association.

4.3.8 To purchase insurance upon the Association Land for the protection of the Association and its Members.

4.3.9 To reconstruct improvements constructed on the Association Land after casualty or other loss.


4.3.10 To make additional improvements on and to the Association Land.

4.3.11 To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interest in lands or facilities including but not limited to marinas, lakes and other recreational facilities, whether or not contiguous.

4.3.12 To enforce by legal action the provisions of these Articles, the By-Laws and the Declaration.

ARTICLE V

MEMBERS


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SECTION 5.1 The Members of this Association shall consist of all record owners of Member's Property, but shall not include mortgagees or other holders of security interests only. No person other than the Developer of MEADOW LAKE or designees of such Developer, who does not own real property in MEADOW LAKE may be a Member of the Association. The first Board of Directors named in these Articles of Incorporation and other Directors selected by Members, regardless of such ownership of real property in MEADOW LAKE, shall also be Members of the Association until December 31, 2015 or until all the then Members so designate in a writing delivered to the Association, whichever shall first occur. Fees, dues, assessments and charges required of Members shall be set in the manner prescribed by the By-Laws of the Association and in the Declaration.

5.2 Membership in this Association cannot be assigned, hypothecated or transferred in any manner except as may be provided in the By-Laws.

ARTICLE VI

TERM

This Corporation shall exist perpetually.

ARTICLE VII

SUBSCRIBERS

The name and residence of the incorporator of the Corporation is as follows:

Robert Snider	196 Chase Drive
	Pelham, Alabama 35124

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than eight (8) Directors. The first Board of Directors shall consist of four (4) members. Change in the maximum number of Directors shall be permitted by amendment to the By-Laws of the Association or by amendment to the Articles of Incorporation. The Board of Directors shall be elected by the Members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until December 31, 2015, are as follows:

Robert Snider	196 Chase Drive Pelham, Alabama 35124
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Vicky Snider	196 Chase Drive Pelham, Alabama 35124
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Stephanie Creel	196 Chase Drive Pelham, Alabama 35124
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The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

Among other things, the Board of Directors shall have authority to make and alter By-Laws and the further authority to exercise all such other powers and to do all such other lawful acts and things which this Association, or its Members might do, unless prohibited from doing so by applicable laws, or the Articles of Incorporation, or by the By-Laws of this Association.

ARTICLE IX

OFFICERS


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The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE X

INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

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ARTICLE XI

DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or officer of the Association or other private individual shall be entitled to share in the distribution or any of the Association assets upon dissolution of the Association.

Unless agreed to the contrary by seventy-five percent (75%) of each and every member, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

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ARTICLE XIII
AMENDMENT OF ARTICLES

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The Association shall adopt By-Laws governing the conduct of the affairs of the Association.

The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 2 day of November, 2009.J

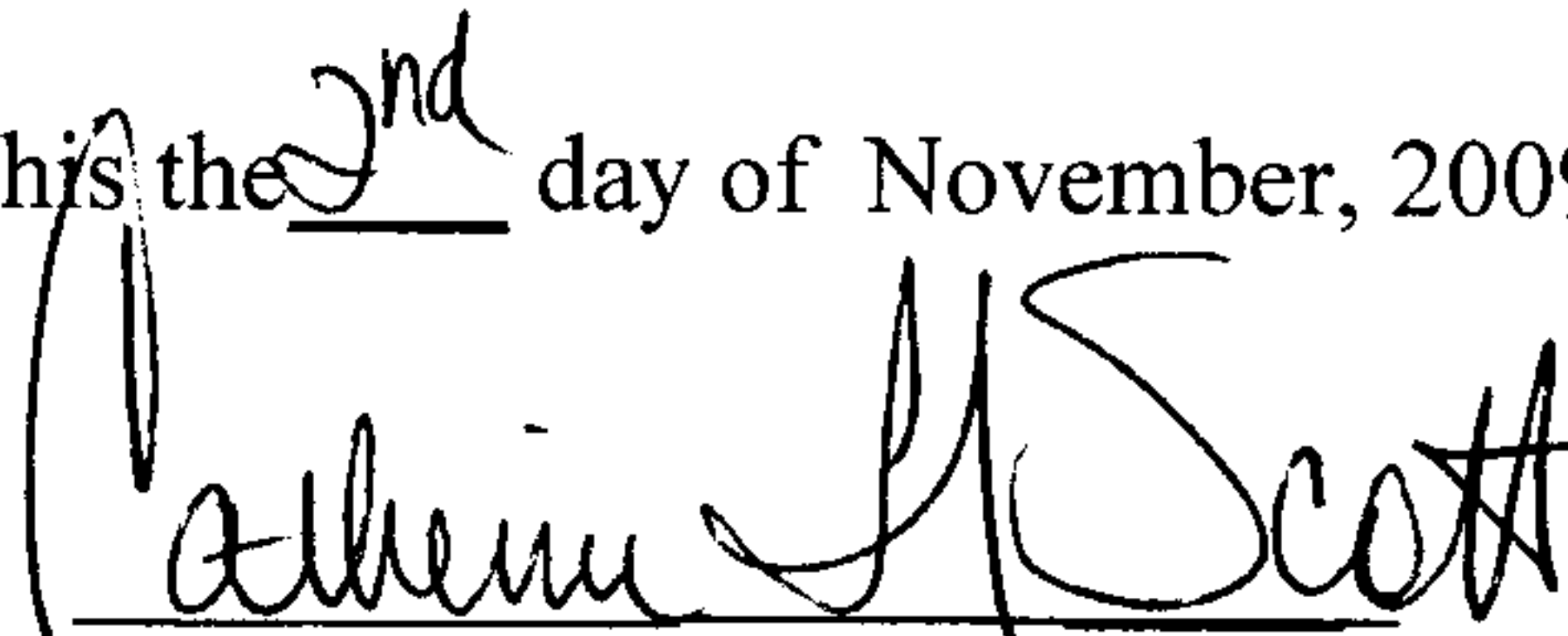

ROBERT SNIDER

STATE OF ALABAMA*

JEFFERSON COUNTY*

Before me, the undersigned Notary Public, in and for said County and State, personally appeared , Robert Snider, who is known to me and who, after first being duly sworn, deposes under oath and said that the foregoing Articles of Incorporation were prepared under his direction and that he had knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this the 2nd day of November, 2009.


Notary Public

My Commission Expires: 7-28-10

This instrument was prepared by:
J. Wilson Dinsmore
Attorney At Law
2107 5th Avenue North
Suite 100, Age Herald Building
Birmingham, AL 35203

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State of Alabama Shelby County

Certificate of Corporation

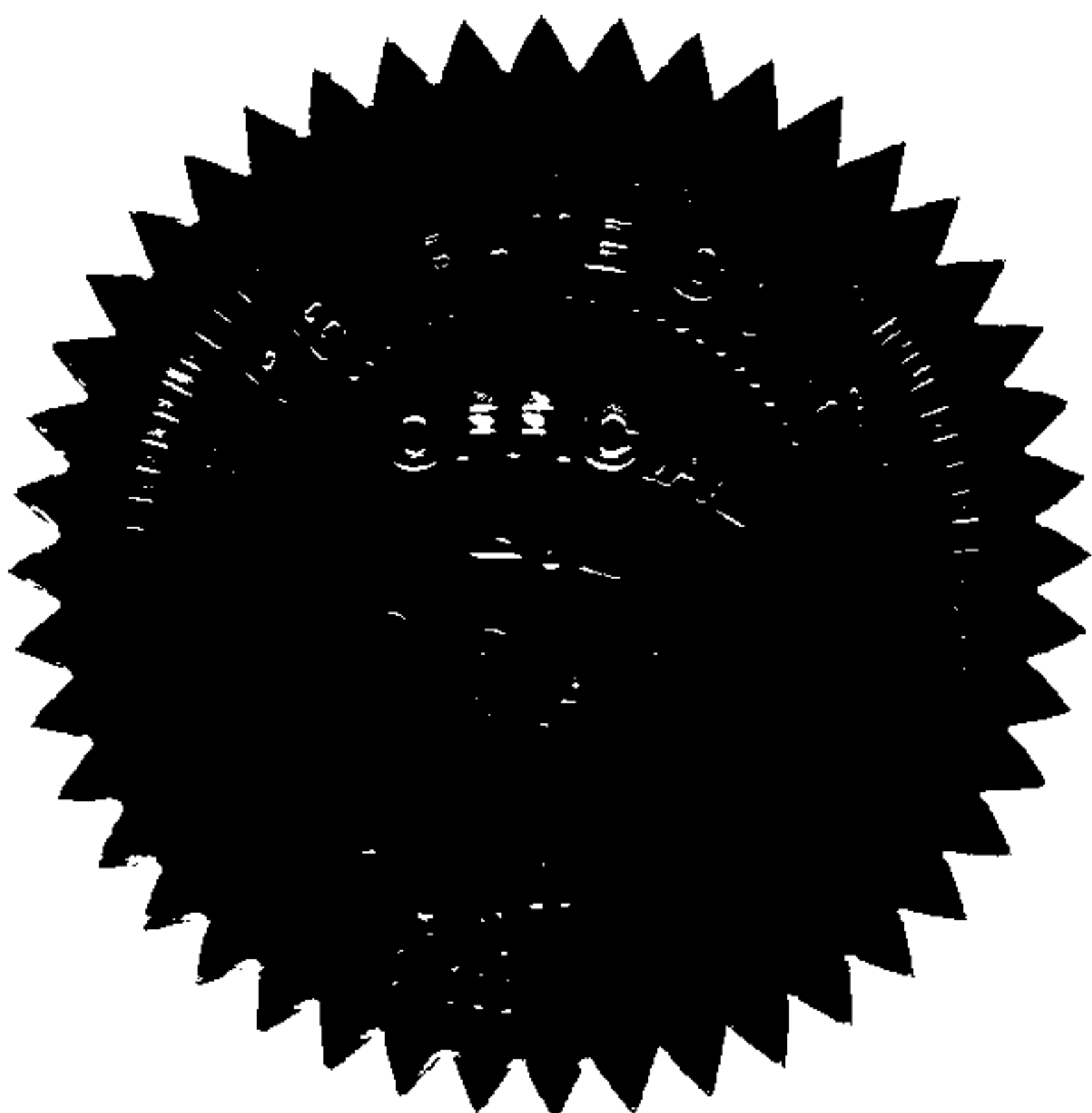
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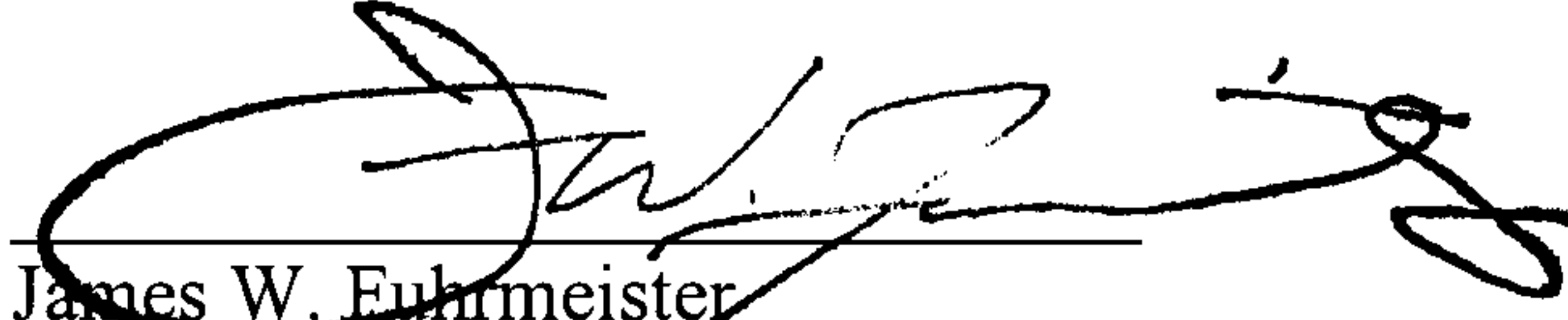
MEADOW LAKE HOMEOWNERS ASSOCIATION INC

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of MEADOW LAKE 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 him by law, hereby issues this Certificate of Incorporation of MEADOW LAKE HOMEOWNERS ASSOCIATION INC and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 2nd day of November, 2009




James W. Fuhrmeister
Judge of Probate