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Shelby Cnty Judge of Probate, AL  
11/12/2009 09:57:28 AM FILED/CERT

This Instrument was prepared by:  
Wm. Randall May  
Allison, May & Kimbrough, LLC  
1300 Corporate Drive, Suite 200  
Birmingham, Alabama 35242

**ARTICLES OF INCORPORATION**  
**OF**  
**WINDSTONE RESIDENTIAL ASSOCIATION, INC.**

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

The undersigned, desiring to organize a body corporate pursuant to Section 10-3A-1, et seq. *Code of Alabama 1975*, as amended, entitled The Non-Profit Corporation Act, and each of whom being natural persons over the age of nineteen (19) years, do hereby certify as follows:

- 1) The name of the Corporation shall be:

**WINDSTONE RESIDENTIAL ASSOCIATION, INC.**

- 2) The period of duration of the corporation shall be perpetual.
- 3) The objects and purposes for which the Corporation is organized shall include but is not limited to the purposes established and stated in the "Alabama Non-Profit Corporation Act", Section 10-3A-20 of the Code of Alabama. Additional and/or specific objects or purposes shall be:
- a. To own, manage, and develop for recreational use certain areas of green space and common areas located in the residential housing development commonly known as Windstone in Shelby County, Alabama.
  - b. To collect periodic dues and/or assessments from owners of property located within Windstone.
  - c. To pay expenses in connection with said green space, common areas and easements.
  - d. To maintain insurance on said green space, common areas and easements.
  - e. To enforce the restrictive covenants for all phases of Windstone, as amended and/or restated, which have been, or will be, filed and recorded in the Office of the Judge of Probate of Shelby County, Alabama.
  - f. To perform such other and further acts as are necessary and appropriate to accomplish the foregoing purposes.

4) The corporation shall have the power, either directly or indirectly, either alone or in conjunction or corporation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the objects or purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or any other corresponding provision of any future United States Internal Revenue Law.

5) The general welfare of the Corporation, not individual profit, is the object for which this charter is granted and no dividend or profit shall be divided among any persons or persons. The Corporation shall not operate any listing service, or take steps which will serve to facilitate the transaction of specific business by an individual or firm, or promote the private interest of any individual or firm, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

6) The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no person or firm shall be entitled to any distribution or division of its remaining property or its proceeds, and after the payment, satisfaction and discharge of all liabilities and obligations, all of the Corporation's residual or remaining assets and property of every nature and description, whatsoever, not held upon a condition requiring return, transfer or conveyance, shall be applied and distributed pursuant to Section 10-3A-140 et seq. of the Code of Alabama, 1975, and within the intendment of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as same now exists or may be hereafter amended from time to time.

7) The location of the Corporation shall be in the Town of Chelsea, County of Shelby, State of Alabama.

8) The names and addresses of the incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rodney E. Davis	100 Windstone Parkway Chelsea, Alabama 35043
A. Neal Shirley	100 Windstone Parkway Chelsea, Alabama 35043

9) The number of directors of the Corporation shall be established by its Bylaws, but in no event shall such number be less than two (2) nor more than five (5).

10) The names and addresses of the directors who shall hold office until the first annual meeting of the members or until their successors have been elected and qualified are as follows:



<u>NAME</u>	<u>ADDRESS</u>
Rodney E. Davis	100 Windstone Parkway Chelsea, Alabama 35043
A. Neal Shirley	100 Windstone Parkway Chelsea, Alabama 35043
Wanda Davis	100 Windstone Parkway Chelsea, Alabama 35043

11) The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address, is as follows:

A. Neal Shirley  
1460 Highway 36  
Chelsea, Alabama 35043

12) The Corporation shall be a non-stock, non-profit corporation and no dividends or pecuniary profits will be declared or paid to the members of the Corporation.

13) The corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by these Articles of Incorporation. The Board of Directors shall be elected as established in the Bylaws.

In furtherance and not in limitation of powers conferred by law, the Board of Directors of the Corporation is hereby expressly authorized:

- A. To adopt, alter, amend and repeal the Bylaws of the Corporation;
- B. To appoint such subordinate offices and agents in addition to the President, Vice President, Secretary and Treasurer, as the purposes of the Corporation may require and to designate the name of such office and the compensation of such office.

The Corporation may, in its Bylaws, confer upon its Board of Directors, in addition to the foregoing and in addition to the powers and authority expressly conferred upon directors by statute, such additional powers as are deemed appropriate or desirable.


14) Every person (and their heirs, executors and administrators of such person) who is or was an officer, director or employee of the Corporation, or any other corporation which such person served as such at the request of the Corporation, may be indemnified by the Corporation against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of the Corporation or such other company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which such person may become involved, as a party or otherwise, by reason of such person being or having been an officer, director or employee of the Corporation or such other corporation, or by reason of any action taken or not taken by such person in such capacity, whether such person continues to be an officer, director or employee at the time such liability or expense shall be incurred, provided such person acted in good faith in what such person reasonably believed to be in the best interests of the Corporation or such other corporation, as the case may be, and, in

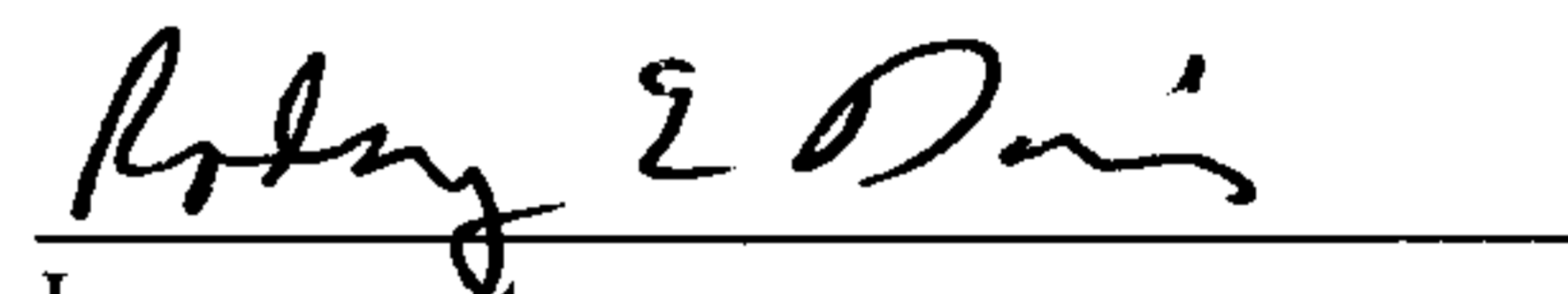
addition, in any criminal actions or proceeding, had no reasonable cause to believe that such conduct was unlawful. As used herein, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of settlements by or for such person. The termination of any claim, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

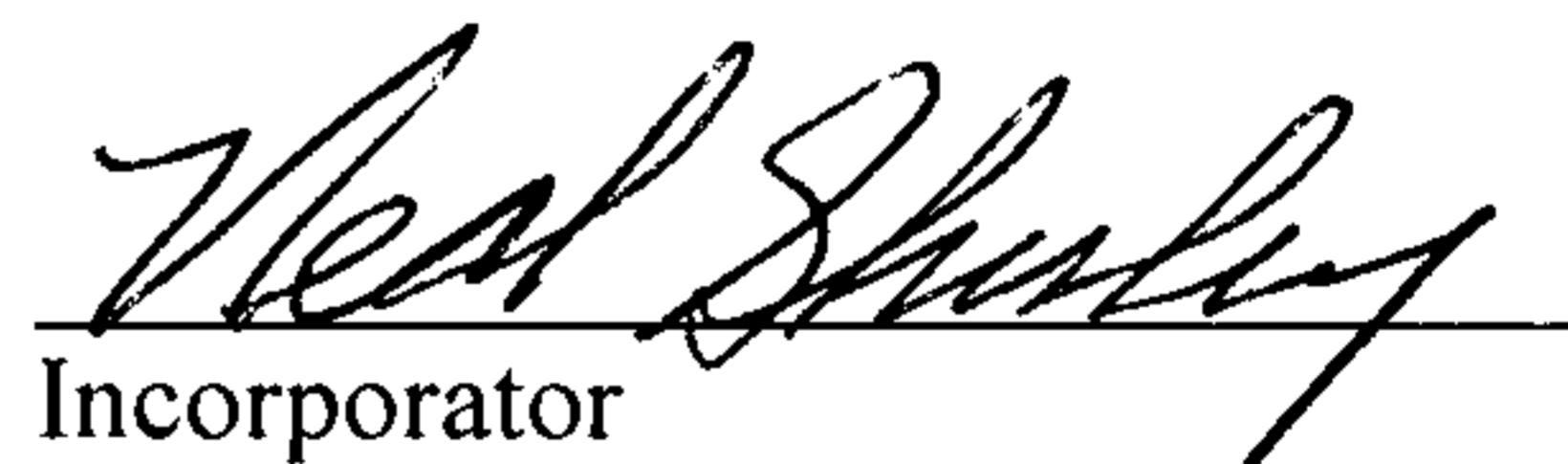
Any indemnification hereunder shall be made at the discretion of the Corporation, but only if the Board of Directors shall find that such person has met the standards of conduct set forth in the preceding paragraph.

The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any Bylaw, agreement, or otherwise.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their names to these Articles of Incorporation on this the 3<sup>rd</sup> day of November, 2009.

  
20091112000421610 4/5 \$50.00  
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Incorporator

  
Incorporator



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# State of Alabama Shelby County

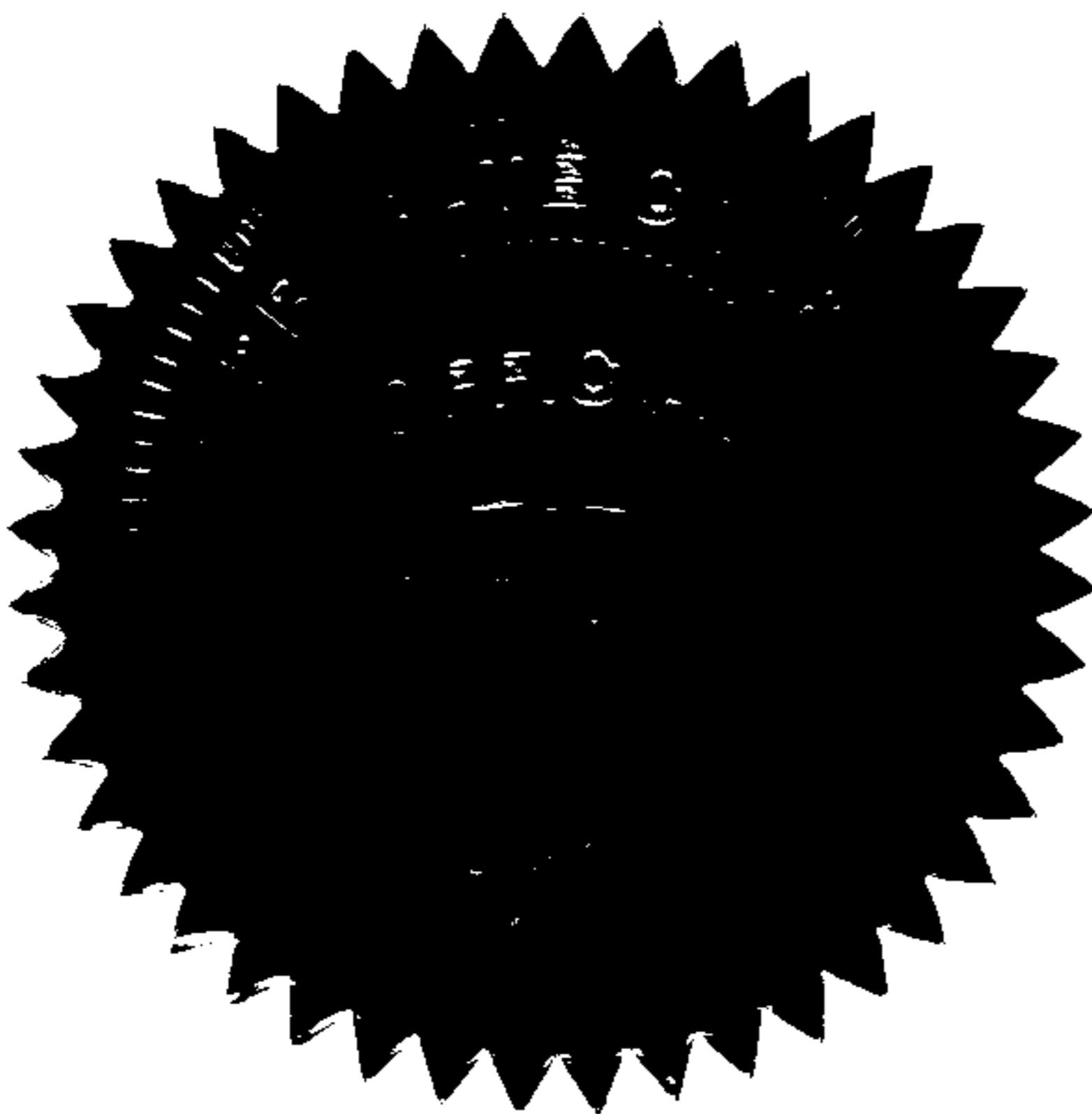
## Certificate of Incorporation

Of

WINDSTONE 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 WINDSTONE RESIDENTIAL 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 WINDSTONE RESIDENTIAL ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on  
this the 12TH day of NOVEMBER, 2009.

James W. Fuhrmeister  
Judge of Probate