

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
THE VILLAGES OF WESTOVER RESIDENTIAL ASSOCIATION, INC.

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

The undersigned, desiring to organize a body corporate pursuant to Title 10-3A-1 et seq. Code of Alabama 1975, as amended, entitled The Alabama NonProfit Corporation Act, and each of whom is over the age of nineteen (19) years, do make, sign and file these Articles of Incorporation as follows:

1. The name of the corporation shall be THE VILLAGES OF WESTOVER RESIDENTIAL ASSOCIATION, INC.
2. The objects and purposes for which the corporation is formed are:
 - (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, The Villages of Westover in the City of Westover, Shelby County, Alabama.
 - (b) To collect periodic homeowners' association dues.
 - (c) To pay expenses in connection with said green space, common areas, lighting, and drainage easements.
 - (d) To maintain insurance on said green space, common areas and drainage easements.
 - (e) To enforce the restrictive covenants filed in the Office of the Judge of Probate of Shelby County, Alabama, on January 9, 2008, in Instrument Number 20080109000013350 and any subsequent amendments thereto.
 - (f) To perform such other and further acts as are necessary and appropriate to accomplish the foregoing purposes.
3. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation 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 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.


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4. The general welfare of the association, not individual profit, is the object for which this charter is granted and non dividend or profit shall be divided among any person or persons. The corporation shall not operate any listing service, or take steps which will serve to facilitate the transaction of specific business by any 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.

5. 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 corporations'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 amended from time to time, or corresponding section of any prior or future Internal Revenue Code, as the same now exists or may be hereafter amended from time to time.

6. The location of the corporation shall be in the City of Westover, County of Shelby, State of Alabama.

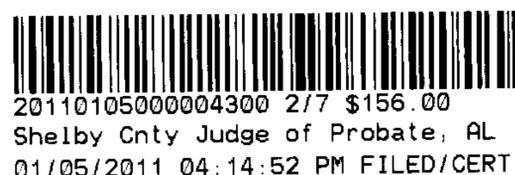
7. The names and address of the incorporators are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| John B. Davis, Jr. | 119 Deerwood Lake Drive Harpersville, Alabama 35078 |
| Lynal Chappell | 4310 Westover Rd Sterrett, Alabama 35147 |
| John D. Baird | 1776 Independence Court Suite 203 Homewood, Alabama 35209 |

8. The number of directors shall be established by bylaws, but in no event shall such number be less than three (3) nor more than five (5).

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

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| John B. Davis, Jr. | 119 Deerwood Lake Drive Harpersville, Alabama 35078 |
| John D. Baird | 1776 Independence Court Suite 203 Homewood, Alabama 35209 |
| Lynal Chappell | 4310 Westover Rd Sterrett, Alabama 35147 |



10. The location and mailing address of the initial registered office of the corporation is 119 Deerwood Lake Drive, Harpersville, Alabama 35078 and the name of its initial registered agent at such address is John B. Davis, Jr..

11. The period for the duration of the corporation shall be perpetual.

12. The corporation shall be a non-member, nonprofit Corporation.

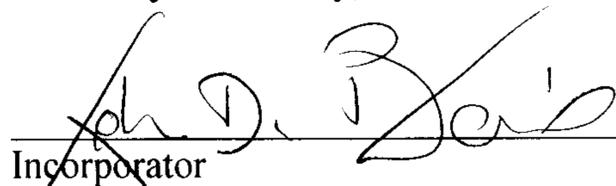
13. The corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by these Articles of Incorporation. The Board of Directors shall be elected as established in the bylaws.

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

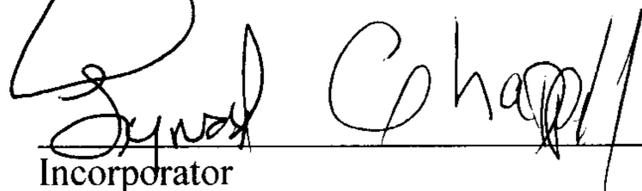
- A. To adopt, alter, amend and repeal the bylaws of the corporation.
- B. To appoint such subordinate offices and agents in addition to the President, Vice President, Secretary and Treasurer, as the purposes of corporation may require and to designate the name of such office and the compensation of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

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their names to these Articles of Incorporation on this the 4th day of January, 2011.



Incorporator



Incorporator



Incorporator


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**BYLAWS
OF
THE VILLAGES OF WESTOVER RESIDENTIAL ASSOCIATION, INC.**

ARTICLE I
Membership

Section 1. The corporation shall not have members.

ARTICLE II
Board of Directors

Section 1. The property and business of the corporation shall be managed by its Board of Directors, consisting of at least three (3) and not more than five (5) individuals to be elected by the current Board of Directors. The original Board shall be divided into three equal groups for the purpose of determining their terms so that one-third may be chosen annually, the terms of the groups to be for one, two and three years, respectively, and thereafter the terms of office of the members shall be for three years; but all directors shall hold office until their successors have been elected and qualified, except in case of directors elected to fill vacancies.

Section 2. Annual Meetings. The annual meeting of the Board of Directors shall be held on the first Monday in June in each year for the purpose of electing directors, electing officers, and conducting such other business as may come before the meeting. If for any reason the annual meeting of the Board of Directors shall not be held at the time and place herein provided, the same may be held at any time thereafter, or the business to be transacted at such annual meeting may be transacted at any special meeting called for that purpose.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be called by the Chairman of the Board of Directors, or by the Secretary, at the request of three directors. The purpose of a special meeting need not be stated in the call for or notice of the meeting unless required by law; and, unless otherwise indicated in the notice, any and all business may be transacted at a special meeting.

Section 4. Notice of Meetings. Notice of the time and place of holding all meetings of the Board of Directors shall be given as the Board shall from time to time determine. One-half of the directors holding office shall constitute a quorum for the transaction of business, and the act of a majority of the board present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specifically be provided by law or by the Articles of Incorporation or by these bylaws.

Section 5. Vacancies. Vacancies in the Board of Directors, occurring other than by the expiration of such Director's term may be filled by the remaining directors, the director or directors to hold office for the remaining term of his predecessor.

Section 6. Executive Committee. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate an Executive Committee from the membership of the board to consist of not less than three nor more than six members who shall serve at the

pleasure of the board and who shall exercise all power and authority of the board except filling vacancies in the Board of Directors and except as the Board of Directors may from time to time limit the exercise of such powers by the Executive Committee. Meetings of the Executive Committee shall be held at such place and upon such notice as the Executive Committee shall prescribe and a majority of the committee present at any such meetings shall constitute a quorum for the transaction of business. Special meetings may be held at any time on call of the Chairman, or a majority of the Executive Committee.

ARTICLE III Officers

Section 1. Various Officers. The officers of the corporation shall be chosen by the Board of Directors from its membership at its annual meeting each year and shall consist of a President, one or more Vice Presidents, a Treasurer and a Secretary. Any two or more offices may be held by one person except that the President shall not also be the Secretary or an Assistant Secretary of the corporation.

Section 2. Appointment of Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Term of Office. The officers of the corporation shall hold office until their respective successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 4. President. The President shall be the chief executive officer of the corporation and Chairman of the Board of Directors and of the Executive Committee. The President shall have general management of the activities of the corporation, shall sign all necessary documents in the name and on behalf of the corporation, shall perform all duties incident to the office of President, and shall perform such other duties and exercise such other powers as may be prescribed by the Board of Directors or the Executive Committee.

Section 5. Vice President. The Vice President(s) of the corporation shall be assigned such duties, power and responsibility as may be designated and prescribed from time to time by the President, by the Board of Directors or by the Executive Committee. In the event of the death or inability of the President to act, a Vice President, in the order designated by the Board of Directors, shall assume the authority of the President, pending the election of a President by the Board of Directors.

Section 6. Secretary. The Secretary shall be custodian of the records of the corporation and the keeper of its seal. The Secretary shall keep a record of the minutes of the meetings of the Board of Directors and of the Executive Committee; shall attest all corporate documents and shall be responsible for the correspondence of the corporation not otherwise provided for. The Secretary shall give notice of all meetings as required by these bylaws, and perform such other duties as the Board of Directors or the Executive Committee may prescribe.

Section 7. Treasurer. The Treasurer shall be responsible for the receipt, investment, safeguarding and disbursement of the funds of the corporation and shall perform such duties as

usually pertain to such office subject to the general direction of the President and subject to direction from time to time by the Board of Directors or by the Executive Committee.

ARTICLE IV
Corporate Seal

Section 1. The seal of the corporation shall be circular in form and shall have inscribed thereon the name of the corporation and the word "SEAL" inscribed in the center thereof.

ARTICLE V
Loans to Directors and Officers

Section 1. No loan shall be made by the corporation to its directors, officers or employees.

ARTICLE VI
Notes and Checks

Section 1. All checks, drafts or orders for the payment of money and all notes shall be signed by those persons so authorized and designated by the Board of Directors.

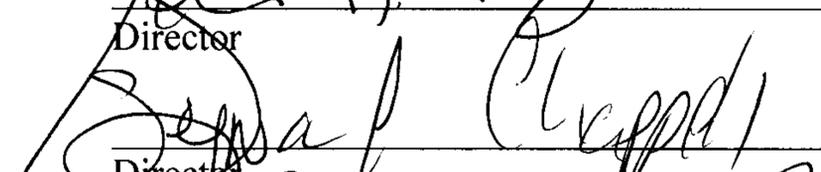
ARTICLE VII
Amendment to By-Laws

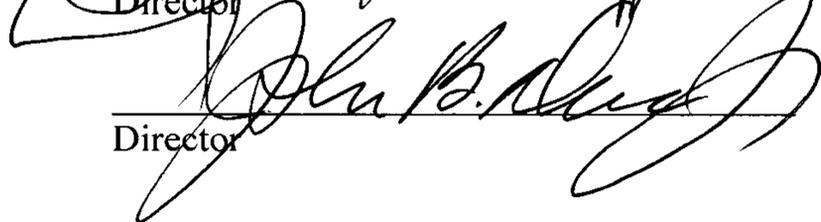
Section 1. These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board of Directors of the corporation provided the proposed amendment is included in the notice of the meeting. The amendment shall be adopted upon the affirmative vote of two-thirds of the Directors holding office.

ADOPTED this ___ day of _____, 2010.


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Director


Director


Director

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State of Alabama
Shelby County

Certificate of Corporation

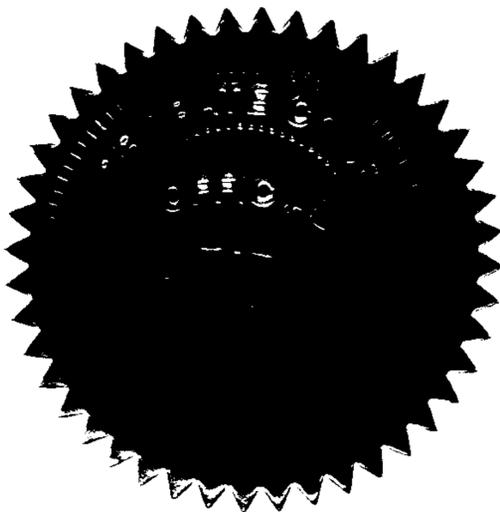
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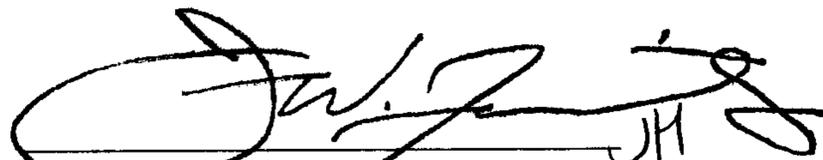
THE VILLAGES OF WESTOVER RESIDENTIAL ASSOCIATION INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **THE VILLAGES OF WESTOVER 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 **THE VILLAGES OF WESTOVER RESIDENTIAL ASSOCIATION INC** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 5th day of January, 2011




James W. Fuhrmeister
Judge of Probate