


**ARTICLES OF INCORPORATION
OF
SHELBY FARMS HOMEOWNERS
ASSOCIATION, INC.**


20121221000489410 1/7 \$156.00
Shelby Cnty Judge of Probate, AL
12/21/2012 03:48:48 PM FILED/CERT

The undersigned desiring to organize a not-for-profit corporation does hereby make, sign and file these Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of this corporation is **Shelby Farms Homeowners Association, Inc.**

**ARTICLE II
PERIOD**

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

**ARTICLE III
PURPOSES**

The corporation is not organized for profit and the purpose for which the corporation is organized is to provide an entity for the operation, management, maintenance, control and administration of Shelby Farms Homeowners, a Residential Subdivision located in Shelby County, Alabama (the "Subdivision"). The terms used herein shall have the same meaning attributed to them in the Declaration of Protective Covenants for Shelby Farms, A Residential Subdivision.

**ARTICLE IV
POWERS**

In furtherance of the aforesaid purposes, the Association shall have and exercise all of the powers of a not-for-profit corporation organized and existing under the laws of the State of Alabama, and all the powers now or hereafter granted to homeowner associations under the Act, as the same may be hereafter amended or supplemented, and all the powers reasonably necessary to implement the purposes of the Association, which powers shall include, but are not limited to, the power:

- a. To enforce the covenants and restrictions contained in the Declaration, and to make, establish, and enforce reasonable Rules and Regulations

governing the administration, management and use of the Residential Property;

- b. To establish a budget for the operation of the Residential Property; to designate those expenses which shall constitute the Common Expenses of the Residential Property; to make, levy and collect Assessments against Homeowners to provide the funds to pay for Common Expenses of the Residential Property as provided for in the Homeowners Documents and in the Act; and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association;
- c. To maintain, repair, replace and operate those portions of the Residential Property that the Association has the duty or right to maintain, repair, replace and operate under the Homeowners Documents;
- d. To have access to each Home or any part thereof from time to time during reasonable hours as may be necessary for the maintenance, repair or replacement of any Common Elements therein or accessible therefrom, or, to have immediate access at any time may be necessary for making emergency repairs necessary to prevent damage to any other Home or Homes;
- e. To contract for the management of the Residential Property and to delegate to such agent(s) all or some of the powers, duties and responsibilities of the Association;
- f. To employ personnel to perform the services required for proper operation of the Residential Property;
- g. To purchase and maintain all forms of insurance upon the Residential Property for the protection of the Association and its members;
- h. To reconstruct the Residential Property after casualty or other loss;
- i. To make additional improvements on and to the Residential Property;
- j. To approve or disapprove the transfer, mortgage, ownership or possession of Homes to the extent such power is granted to it under the Homeowner Documents;
- k. To retain legal counsel at the expense of the Association and to enforce by legal action the provisions of the Homeowner Documents and the Rules and Regulations of the Association;
- l. To acquire by purchase or otherwise, Homes in the Residential Property, and to hold, lease, mortgage and convey the same;



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- m. To lease or license the use of Common Elements in a manner not inconsistent with the rights of Homeowners; and
- n. To make such distribution of any Common Surplus of the Association to the members of the members of the Association at such times and in such manner, and to such other acts, as may be required to comply with all applicable provisions of the Federal Internal Revenue Code, Revenue Rulings, and other Federal and State statutes providing for an exemption from Federal and State income taxes for nonprofit organizations.

All funds and the title to all property acquired by the Association and the proceeds thereof shall be held in trust for the members of the Association in accordance with the provisions of the Declaration, these Articles and By-Laws.

ARTICLE V
MEMBERS

The members of the corporation shall consist of all of the record owners of the Homes in the Residential Property. Membership and change of membership in the corporation shall be established in the manner provided for in the By-Laws. The share of a member in the funds or assets of the corporation cannot be assigned, hypothecated, or transferred in manner except as an appurtenance to the Home. The exact number of votes to be cast by Owners of a Home and the manner of exercising voting rights shall be determined by the Declaration and By-Laws of the corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation shall be 225 Stonegate Dr., Birmingham, AL 35242, and its initial registered agent at such address shall be Ken Underwood.

ARTICLE VII
INCORPORATION

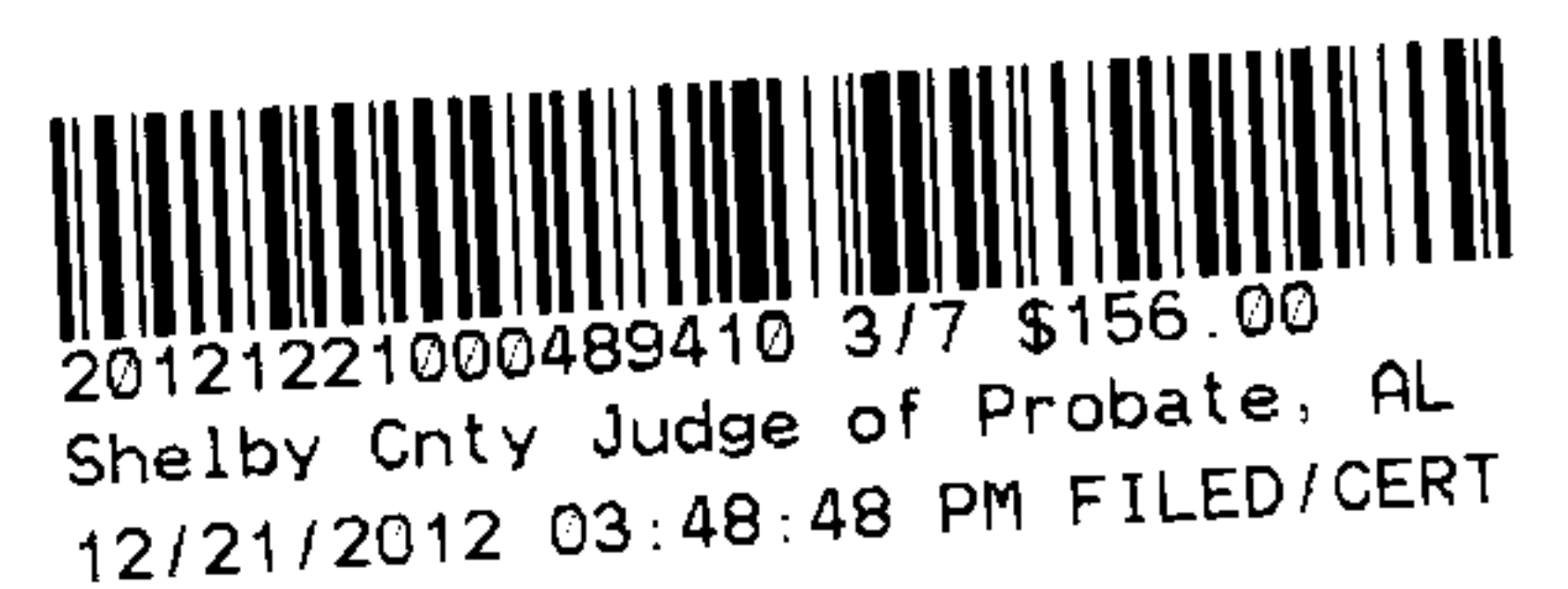
The name and address of the incorporator is as follows:

NAME

ADDRESS

Ken Underwood

225 Stonegate Dr.
Birmingham, AL 35242



ARTICLE VIII

DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors. The directors shall be elected or appointed in the manner and for the terms provided in the By-Laws. The initial Board of Directors shall consist of three directors whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ken Underwood	225 Stonegate Dr. Birmingham, AL 35242
John Mayhall	225 Stonegate Dr. Birmingham, AL 35242
Valerie Moose	225 Stonegate Dr. Birmingham, AL 35242

The directors constituting the initial Board of Directors shall hold office until successors shall have been elected in the manner provided by the By-Laws. A director may be removed from office in the manner provided in the By-Laws.

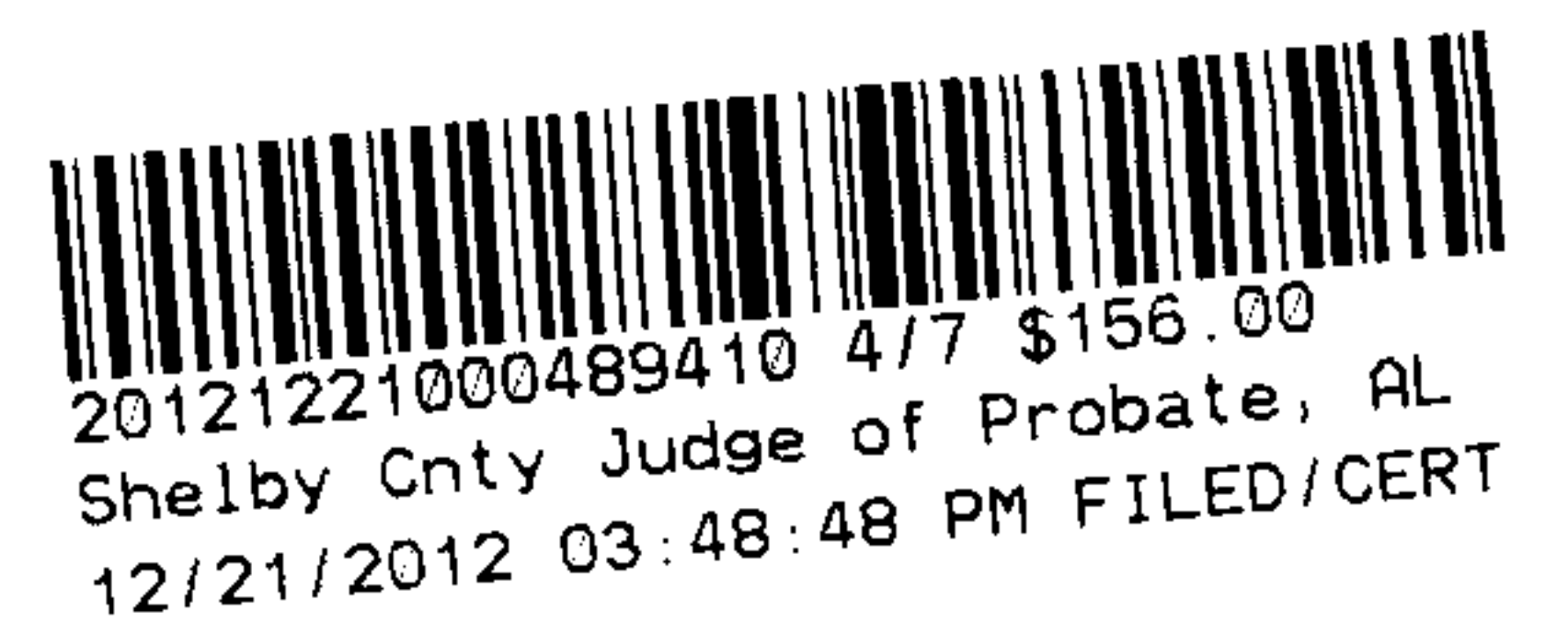
ARTICLE IX
BY-LAWS

The initial By-Laws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the member and shall be exercised in such manner as shall be set forth in the By-Laws.

ARTICLE X
INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation and Homeowners against all expenses and liabilities, which they may incur by reason of being or having been an officer or director to the extent and in the manner provided for in the By-Laws.

ARTICLE XI
DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION

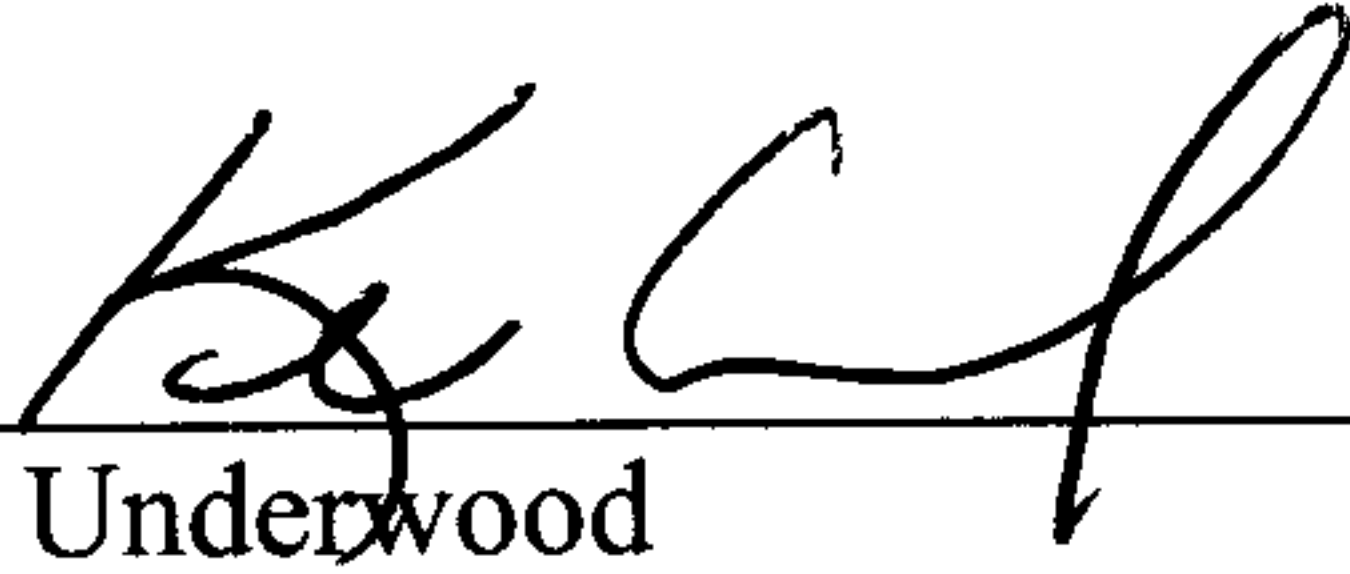


Upon dissolution of the corporation, the assets of the corporation shall be distributed to the members in the same manner as provided in the Declaration for the distribution of the property subject thereto upon termination of the Residential Property to the extent that such distribution is not inconsistent with the provisions of the Alabama Non-Profit Corporation Act.

ARTICLE XII
AMENDMENT

These articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association.

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



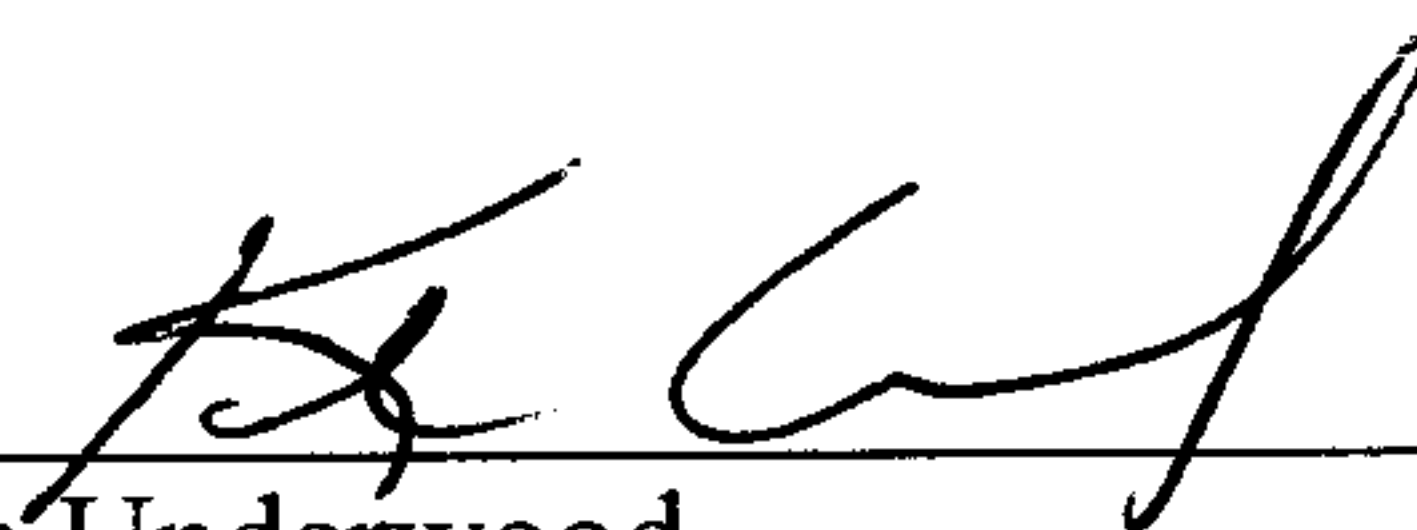
Ken Underwood

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ARTICLE XII
AMENDMENT

These articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this 19th day of December, 2012.



Ken Underwood


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Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Shelby Farms Homeowners Association, Inc.

This domestic nonprofit corporation is proposed to be formed in Alabama and is for the exclusive use of Clayton T. Sweeney, Attorney At Law, 2700 Hwy 280 East Suite 160, Birmingham, AL 35223 for a period of one hundred twenty days beginning December 14, 2012 and expiring April 14, 2013.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

December 14, 2012

Date

Beth Chapman

616-711

Beth Chapman

Secretary of State

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