

**ARTICLES OF INCORPORATION**  
**OF**  
**SHELBY MEDICAL CONDOMINIUM OWNER ASSOCIATION, INC.**  
**A NON PROFIT CORPORATION**  
**TO THE HONORABLE JUDGE OF PROBATE**  
**OF SHELBY COUNTY, ALABAMA:**

The undersigned, desiring to organize a nonprofit corporation under the provisions of the Alabama Nonprofit Corporation Act (Code of Alabama § 10-3A-1, et. seq.), does hereby sign, verify and file these Articles of Incorporation and certify as follows:

1. **NAME.** The name of the "Corporation" is:  
  
SHELBY MEDICAL CONDOMINIUM OWNER ASSOCIATION, INC.
2. **DURATION.** The period of duration of the Corporation shall be perpetual.
3. **PURPOSE.** The terms used herein shall have the same meaning attributed to them in the Declaration of Condominium of Shelby Medical Office Development, LLC, a Medical Office Condominium. The specific purposes for which the Corporation is organized are to provide for the maintenance, operation, management and repair of the common areas and facilities within that certain development known as The Shelby Medical Office Building Condominium on certain real estate located at 408 1st Street North, Alabaster, Alabama 35007.

Notwithstanding any other provisions of these Articles, the Corporation is not organized for private pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings, if any, shall inure to the benefit of any member, director, or individual. The Corporation shall not enter into any transaction, carry on any activity, or engage in any business for pecuniary profit.

In connection with the purposes of the Corporation described above, the Corporation may:

- (a) Exercise all of the powers and privileges and perform all of the duties and obligations of an association of owners as set forth in that certain Declaration of Condominium of Shelby Medical Office Development, LLC, a Medical Office Building Condominium (the "Declaration"), recorded at Instrument No. 20130328000128140 in the Office of the Judge of Probate of Shelby County, Alabama, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;
- (b) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office or other expenses incident to the conduct of the business of the association, and to collect, hold, invest and expend all funds paid to the Corporation as agent of and for the Owners;



- (c) Maintain the common areas and facilities of the Condominium, as defined in the Declaration, and all improvements located thereon, make payments of taxes, insurance, repairs, and any other expenses necessary to the maintenance of said property, and pay operating expenses of every kind and character whatsoever, and any other expenses necessary therefor, or beautify and make other desirable improvements from time to time as this Corporation shall deem best;
- (d) 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 Condominium Property and the common areas and facilities;
- (e) Purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character;
- (f) Apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any nonprofit corporation may make or grant;
- (g) Enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or political body;
- (h) Solicit and receive funds and other property, real, personal, and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend and apply such funds and property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest; and
- (i) Exercise all of the powers vested in nonprofit corporations by the Constitution and laws of the State of Alabama, including, without limitation, the Alabama Nonprofit Corporation Act, Code of Alabama (1975), § 10-3A-1, et. seq.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on any business for profit.

4. **MEMBERS.** The Corporation shall have one (1) or more classes of members. Every person or entity who is a record owner of fee simple title to any Unit in the Condominium, as defined in the Declaration, shall be a member.

## 5. **BOARD OF DIRECTORS.**

(a) **Control and Management of the Corporation.** The control and management of the Corporation and its property and affairs shall be vested in "Board of Directors".



- (b) **Initial Directors.** The Board of Directors shall initially be composed of the following three (3) Directors who shall hold office until the first annual meeting of the Board of Directors or until their successors are duly elected and qualified. The names and addresses of the persons who are to serve as the “Initial Directors” are as follows:

<u>Name</u>	<u>Address</u>
<u>Patrick L. Mills, Jr.</u>	<u>1010 1<sup>st</sup> Street North Suite 200</u> <u>Alabaster, Al 35007</u>
<u>James L. Head</u>	<u>1010 1<sup>st</sup> Street North Suite 100</u> <u>Alabaster, Al 35007</u>
<u>Ashley Gooding</u>	<u>1010 1<sup>st</sup> Street North Suite 100</u> <u>Alabaster, AL 35007</u>

- (c) **Successor Directors.** Upon the expiration of the terms of office of the Initial Directors as set forth above, their successors shall be elected or appointed in the manner and for the terms provided in the Corporation's Bylaws. The qualifications, rights, powers and privileges of Directors shall be as set forth in the Corporation's Bylaws.
- (d) **Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors of the Corporation, or of any committee thereof, may be taken without a meeting, if a consent, in writing and setting forth the action so taken, is signed by all members of the Board of Directors or members of such committee. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or such committee.
- (e) **Bylaws.** The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors shall have the power to alter, amend or repeal the Bylaws, or adopt new Bylaws, in any manner not inconsistent with these Articles of Incorporation or applicable laws of the State of Alabama.

6. **INITIAL REGISTERED AGENT AND OFFICE.** The address of the initial registered office of the Corporation is 408 1st Street North, Alabaster, Shelby County, Alabama 35007. The name of the registered agent at such address is Dr. James L. Head.

7. **OFFICERS.** The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the Bylaws.

8. **NONSTOCK AND NONPROFIT STATUS.**

- (a) This Corporation shall have no capital stock, is not organized for profit, and does not contemplate pecuniary gain or profit to the members, individuals, officers or Board of Directors thereof. No part of the earnings of the Corporation shall inure to the benefit of any member, individual, officer, or Director. The Corporation does not contemplate the distribution of gains, profits, or dividends to any member, individual, officer or Director thereof, and is organized solely for nonprofit purposes.
- (b) Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any activities proscribed or prohibited by the Alabama Nonprofit Corporation Act (Code of Alabama (1975), § 10-3A-1, et. seq.).

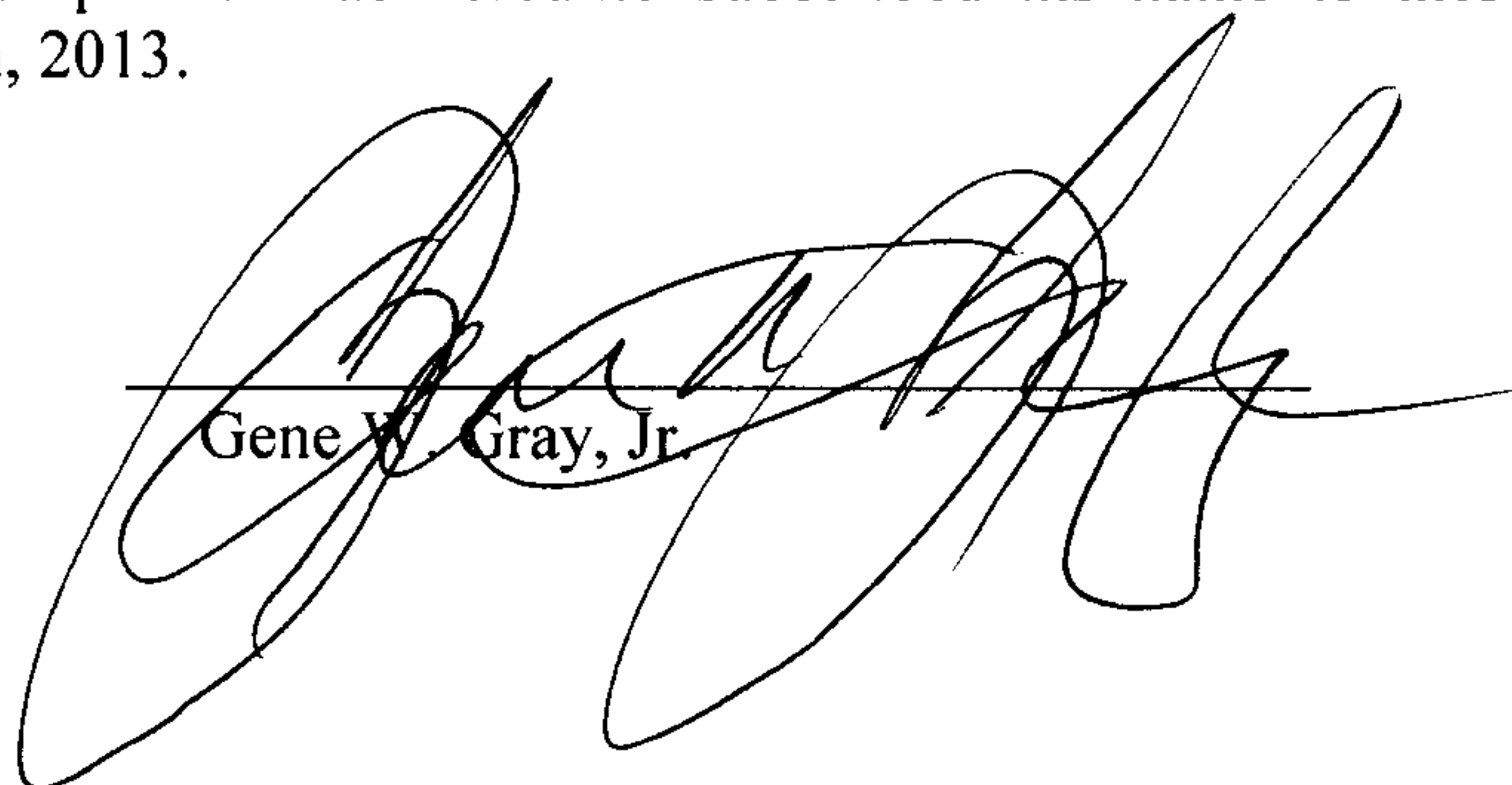
9. **DISSOLUTION OF CORPORATION.** Should the Corporation be dissolved at any time by voluntary or involuntary action, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed in accordance with the requirements of Code of Alabama (1975), § 10-3A-141.


10. **NO PERSONAL LIABILITY.** No individual, member, Director or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation. The Directors shall be indemnified by the Corporation in accordance with the Bylaws.

11. **INCORPORATOR.** The name and address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gene W. Gray, Jr.	2100 SouthBridge Parkway Suite 338 Birmingham, AL 35209

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation this 26 day of March, 2013.

  
Gene W. Gray, Jr.

  
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Shelby Cnty Judge of Probate, AL  
03/28/2013 08:15:55 AM FILED/CERT



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 MEDICAL CONDOMINIUM OWNER ASSOCIATION, INC.**

This domestic nonprofit corporation is proposed to be formed in Alabama and is  
for the exclusive use of GENE W. GRAY, JR., 2100 SOUTHBRIDGE  
PARKWAY, SUITE 338, BIRMINGHAM, AL 35209-1302 for a period of one  
hundred twenty days beginning March 26, 2013 and expiring July 25, 2013.



623-942

**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.**

March 26, 2013

Date

*Beth Chapman*

Beth Chapman

Secretary of State



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Shelby Cnty Judge of Probate, AL  
03/28/2013 08:15:55 AM FILED/CERT