

**MINUTES OF THE BOARD OF DIRECTORS OF  
CALDWELL SANTUARY OWNERS' ASSOCIATION, INC.**

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A meeting of the Board of Directors of Caldwell Sanctuary Owners' Association, Inc., an Alabama nonprofit corporation (the "Association"), was held on August 19, 2016 at 2900 Highway 280, Suite 300, Birmingham, Alabama 35223. The following individuals each constituting the members of the Board of Directors of the Association, participated at the meeting:

LEE DYKES  
M.A. MILLER  
PAM CLEMONS

LEE DYKES presided as Chairman of the meeting and  
GUS MILLER acted as Secretary of the meeting.

The Chairman stated that a waiver of notice of the time, place and purpose of the meeting had been executed by all Directors and the Chairman instructed the Secretary to attach the waiver to the minutes of this meeting. The Chairman announced that a quorum was present and that the meeting was open for the transaction of business.


The Chairman stated that Charles F. Nowlin, Sr. and Janice Nowlin, Owners of Lot 597, Caldwell Mill Crossings, Fourth Sector-Phase One, as recorded in Map Book 36, Page 28, in the Office of the Judge of Probate, Shelby County, Alabama, have requested that the Association convey to the Nowlins a portion of the Common Areas and Easement contiguous to Lot 597, such portion consisting of approximately 0.13 acres (the "Property") for \$500. The Chairman further stated that the conveyance of the Property is within the powers provided to the Board of Directors in the Declaration of Protective Covenants, Conditions and Restrictions of Caldwell

Sanctuary, a Residential Subdivision dated April 26, 2006 (the "Declaration") as well as the Bylaws of the Association, The Chairman indicated that if approved, the Property would be conveyed pursuant to the proposed deed attached hereto as an exhibit and that the Board of Directors of the Association should discuss and, if acceptable, formally approve the conveyance as reflected in the Deed. Accordingly, after some discussion and upon motion duly made and seconded the following resolution as unanimously adopted by all members of the Board of Directors of the Association:

RESOLVED, the conveyance of the Property by the Association to Charles F. Nowlin and Janice Nowlin pursuant to the Deed attached hereto for \$500 is hereby authorized and approved; and further

RESOLVED, that the officers of the Association be, and each of them hereby is, authorized, directed and empowered to (a) execute the Deed in the form attached hereto as Exhibit A on behalf of the Association, (b) execute and deliver on behalf of the Association any and all other documents, instruments, and agreements which may be necessary or required in order for the Association to convey the Property to the Nowlins and (c) do any and all other acts and otherwise take any and all other action which may be necessary or appropriate in order to fully carry out these resolutions.

The Chairman asked whether any further business was necessary to be conducted by the Board of Directors. Upon determining that no further business was to be conducted at the meeting, the Chairman requested that a motion be made that the meeting be adjourned. Upon motion duly made, seconded and carried by the unanimous consent of all members of the Board of Directors of the Association, the meeting was adjourned.


  
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Shelby Cnty Judge of Probate, AL  
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Dated as of this 19th day of August, 2016.

Signature: M. A. Miller  
Name: M. A. MILLER  
Secretary of the Association

APPROVED:

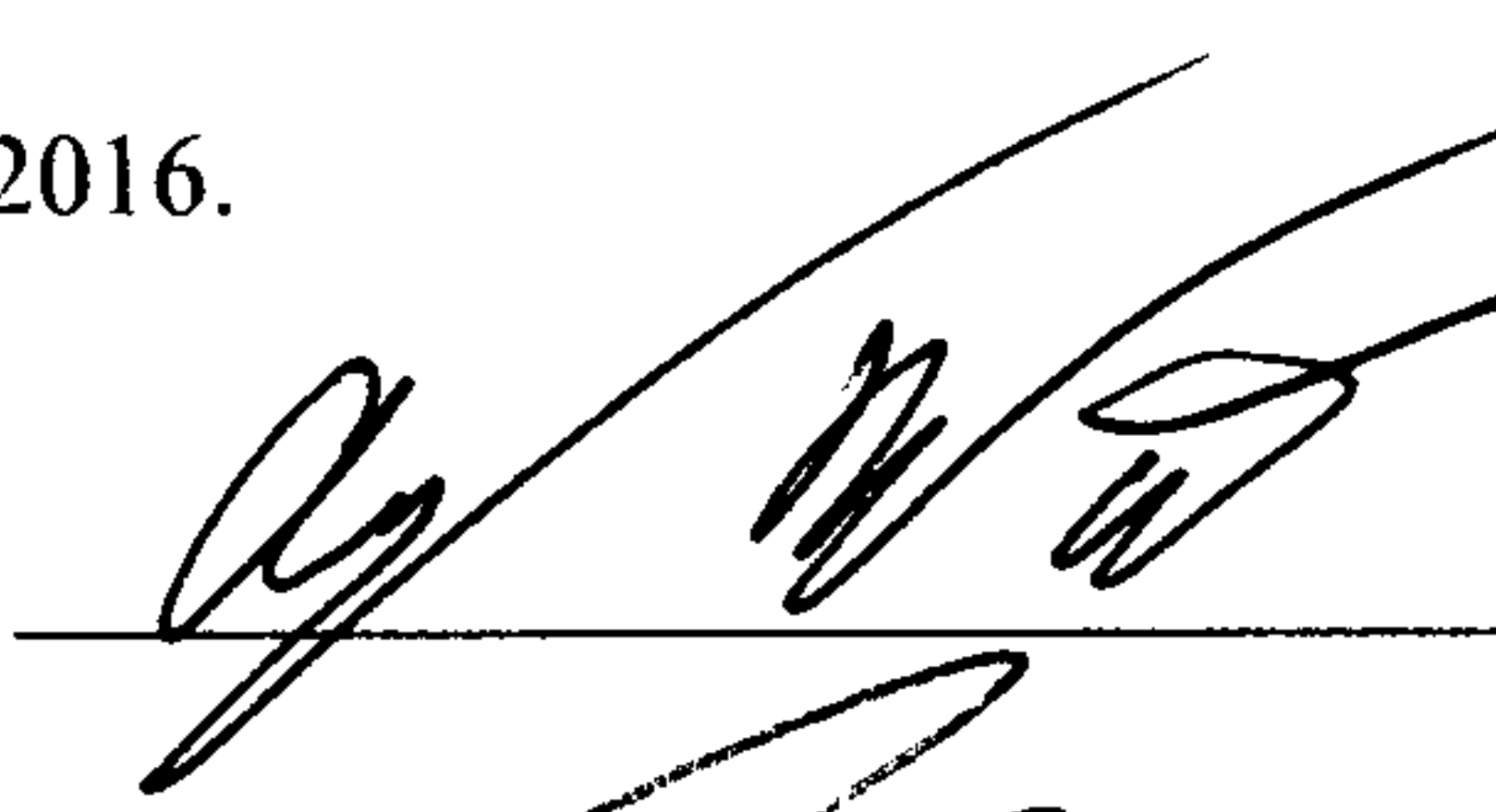
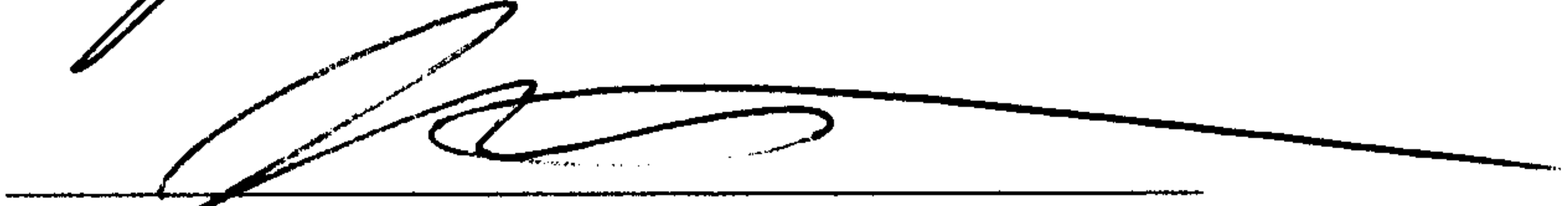



Signature: Lee Dykes  
Name: LEE DYKES  
Chairman of the Board of Directors


  
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**WAIVER OF NOTICE**

The undersigned, constituting all of the members of the Board of Directors of Caldwell Sanctuary Owners' Association, Inc., Alabama nonprofit corporation, do hereby (i) waive notice of the time, place and purpose of the Meeting of the Board of Directors of Caldwell Sanctuary Owners' Association, Inc., to be held by August 19, 2016, and (ii) approve all actions to be taken at such meeting.

Dated as of this 19th day of August, 2016.


  
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Paula Q. Clemmons  
  
Ma Miller  
\_\_\_\_\_  
  
Lee Dyer  
\_\_\_\_\_

  
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**EXHIBIT A**

(Deed)

  
20161004000363590 5/5 \$27.00  
Shelby Cnty Judge of Probate, AL  
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