

CERTIFICATE OF FORMATION

**HOMEOWNERS' ASSOCIATION (HOA)
DOMESTIC NONPROFIT CORPORATION**

STATE OF ALABAMA

PURPOSE: In order to form a Homeowners' Association (hereinafter HOA) under Title 35, Chapter 20 as a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation, all required attachments, and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county in which the development, or any part thereof, is located. **The information required in this form is required by Title 10A and Title 35.**



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Shelby Cnty Judge of Probate: AL
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(For County Probate Office Use Only)

INSTRUCTIONS: Mail three (3) signed copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county in which the development, or any part thereof, is located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** for standard filing (processed based on date of receipt and filing volume) **or \$200.00 for expedited service** (processed in less than 24 hours after date of receipt from the County Probate Office) and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is filed. Once the Secretary of State's Office has indexed the filing the information will appear at www.sos.alabama.gov under the Business Services tab and the Homeowners' Associations link – you may search by entity name by using the Homeowners' Associations Electronic Database. Your notification of filing was provided by the Probate Judge's Office via a stamped copy which is evidence of existence (if it is certified by the Probate Office) according to 10A-1-4.04(c) and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment. Your entity will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

The information completing this form must be typed (for your convenience the information is fill-able on this computer form on the website above).

1. The name of the HOA: WHITE OAK MANOR OWNER'S ASSOCIATION, INC.
2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.**
3. Unless otherwise stated, this is a nonprofit corporation which has Members.

This form was prepared by: (type name and full address)

Clayton T. Sweeney Attorney At Law 2700 Highway 280 East Suite 160 Birmingham, AL 35223
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4. The name of the Registered Agent: Delton Clayton

The entity ID # of the registered agent if the agent is an entity/organization/business – AL ID # _____ - _____
Satisfies requirement that entity/organization must be a registered business in Alabama per 10A-1-5.31.

5. Street (**No PO Boxes**) address in Alabama of Registered Agent (must be where registered agent is located):

100 Applegate Court, Pelham, AL 35124

Mailing address of Registered Agent in Alabama (if different from street address): _____

6. Purpose for which corporation is formed: Homeowners’ Association – Nonprofit Corporation; the purpose includes the transaction of any lawful business for which HOAs may be incorporated in Alabama under Title 35, Chapter 20 of the Code of Alabama.

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

8. The name of the Incorporator: Delton Clayton

Address of Incorporator: 100 Applegate Court, Pelham, AL 35124

Attach a listing if more Incorporators need to be added (type “see attached” in the name line).

9. The number of Directors constituting the initial Board of Directors is 3. The initial Directors names and addresses must be listed in this Certificate of Formation.

Director’s Name: Delton Clayton

Address of Director: 100 Applegate Court, Pelham, AL 35124

Director’s Name: Howard O’Neal

Address of Director: 100 Applegate Court, Pelham, AL 35124

Director’s Name: Lou Pierce

Address of Director: 100 Appelgate Court, Pelham, AL 35124

Attach listing if more Directors need to be added (type “see attached” in the name line for the first Director on this form).

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The filing of the Certificate of Formation of the HOA is effective immediately on the date filed by the Judge of Probate or at **the delayed filing date** (cannot be prior to the filing date of the Judge of Probate) specified in this filing. [10A-1-4.12] If a delayed effective date is not desired do not complete the information in this item.

The undersigned specify ____ / ____ / ____ as the delayed effective date (must be on or after the date filed in the office of the county Judge of Probate, but no later than the 90th day after the date this instrument was signed) and the time of filing to be ____ : ____ AM or PM. (cannot be noon or midnight – 12:00)

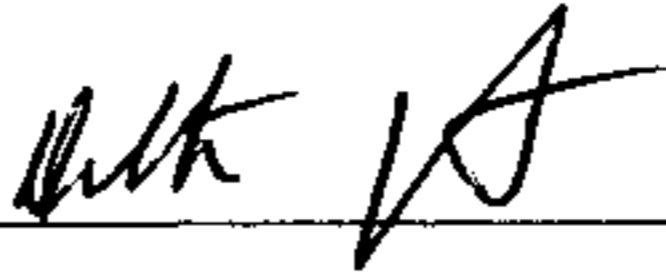
In addition to this Certificate of Formation, as required by Ala. Code 1975, §35-20-5(2) and the Administrative Rules adopted by the Secretary of State, you are required to file separately with the Secretary State the Supplement to Certificate of Formation and the following documents:

1. **Articles of Incorporation (Certificate of Formation)**
2. **By-laws, resolutions, or other governing documents of the association**
3. **The original covenants, conditions, or restrictions adopted by the association.**
4. **Other information or documents required by Alabama Code 1975 §35-20-5(c) and the Supplement to Certificate of Formation form.**

Additional Signatures May Be Attached

03 / 01 / 2017

Date (MM/DD/YYYY)



Signature as required by 10A-1-3.04
Delton Clayton

Typed Name of Above Signature
Incorporator and President

Typed Title/Capacity to Sign under 10A-1-3.04

John H. Merrill
Secretary of State

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

STATE OF ALABAMA

I, John H. Merrill, 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:

WHITE OAK MANOR OWNER'S ASSOCIATION, INC.

This name reservation is for the exclusive use of Clayton Thomas Sweeney, 2700 Highway 280 East, Ste 160, Birmingham, AL 35223 for a period of one year beginning August 28, 2016 and expiring August 28, 2017



RES733913

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.

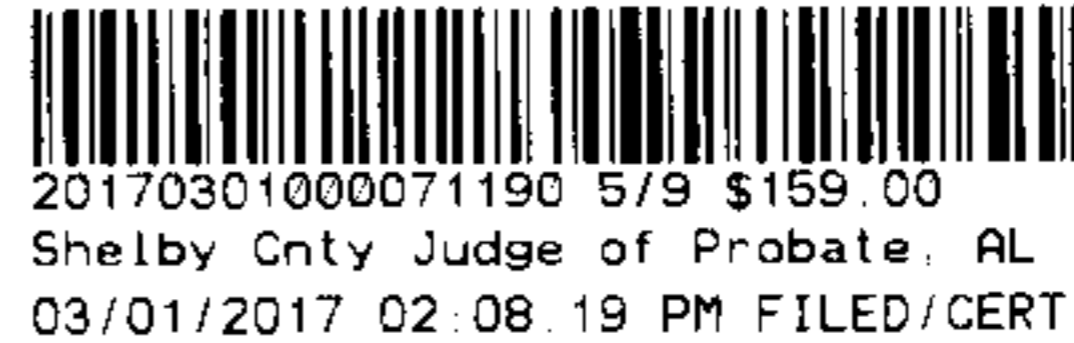
August 28, 2016

Date

John H. Merrill

Secretary of State

This instrument prepared by:
Clayton T. Sweeney
Attorney at Law
2700 Highway 280 East, Suite 160
Birmingham, Alabama 35223



**ARTICLES OF INCORPORATION
OF
WHITE OAK MANOR OWNER'S ASSOCIATION, INC.**

The undersigned, for the purpose of forming a Homeowners' Association under Title 35 Chapter 20 as a nonprofit corporation pursuant to the provisions of the Alabama Homeowners Association Act as set forth in the Alabama Nonprofit Corporation Law, CODE OF ALABAMA 1975 §§ 10A-1-1.01 *et seq.* (the "Code"), hereby adopts the following Articles of Incorporation and certifies as follows:

1. **NAME.** The name of the corporation is "**WHITE OAK MANOR OWNER'S ASSOCIATION, INC.**" (hereinafter referred to as the "Association").

2. **TYPE OF FILING ENTITY:** The Association is a nonprofit corporation as defined in Section 10A-3-1.02(6) of the Code..

3. **PURPOSES.** The purposes for which the Association is organized are:

(a) To provide for the efficient preservation of the appearance, value and amenities of WHITE OAK MANOR (the "Development") which is subject to the Declaration of Easements, Covenants and Restictions for WHITE OAK MANOR (the "Declaration") executed by Clayton 47 Investments, LLC as Developer, and recorded or to be recorded in the Probate Office of Shelby County, Alabama. Capitalized terms not otherwise defined herein shall have the same meanings given to them in the Declaration.

(b) To purchase, lease, or otherwise acquire, directly or indirectly, Common Areas and Additional Property of the Development for the benefit of the Owners, and to operate, maintain, manage, repair and replace Common Areas and Additional Property and other improvements in or benefiting the Development for which the obligation to maintain has been delegated and accepted.

(c) To the extent provided in the Declaration, to control the specifications, architecture, design, appearance, siting and landscaping of all Improvements to be constructed, placed or permitted to remain on any Tract or Dwelling in the Development and all alterations, changes and additions thereto.

(d) To perform and carry out the acts, duties, responsibilities and conditions delegated to the Association in the Declaration, and in the Articles of Incorporation and Bylaws of this Association and all amendments thereto.

(e) To own, lease, license, operate, purchase, acquire, hold, improve, develop, manage, sell, convey, transfer, exchange, release and dispose of, either alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description.

(f) To enforce all of the terms and provisions of the Declaration and to make, amend, establish and enforce reasonable rules and regulations governing the administration, operation and management of the Development.

(g) To make, levy, collect and enforce Assessments, as defined in the Declaration, and to use and expend such Assessments in the manner set forth in the Declaration.

(h) To employ personnel and contract for services, material and labor, including contracting for the management of the Common Areas, Additional Property, and all other portions of the Development.

(i) To purchase and maintain insurance for such coverages, with such insurance carriers, in such amounts, at such rates and with such deductibles as may be necessary for the protection of the Association, its officers, directors and members or as may be otherwise required in the Declaration.

(j) To enforce any of the provisions of the Declaration by legal and equitable actions as may from time to time be necessary.


(k) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(l) To operate without profit for the sole and exclusive benefit of its members.

(m) To carry on any other business in connection with the foregoing, to transact any or all lawful business for which corporations may be incorporated under the Alabama Nonprofit Corporation Law, as amended, and to have and exercise all powers necessary or convenient to effect the purpose of the Association in accordance with and subject to the terms and provisions of the Declaration.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The location and mailing address of the initial registered office of the Association and the name of its initial registered agent as such address are as follows:

Delton Clayton
100 Applegate Court
Pelham, AL 35124


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5. **DIRECTORS.**

(a) The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors as shall be determined by the Bylaws; provided, however, that the Board of Directors shall consist of not less than three (3) directors, and, in the absence of a provision in the Bylaws of the Association, shall consist of three (3) directors. Subject to the Developer's rights with respect to the Board of Directors as set forth in subparagraph (b) below, directors of the Association shall be elected at the annual meeting of the Members, and may be removed by the Members, with or without cause, by vote of the members owning three-fourths (3/4)

of the Tracts in accordance with the Bylaws. Vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

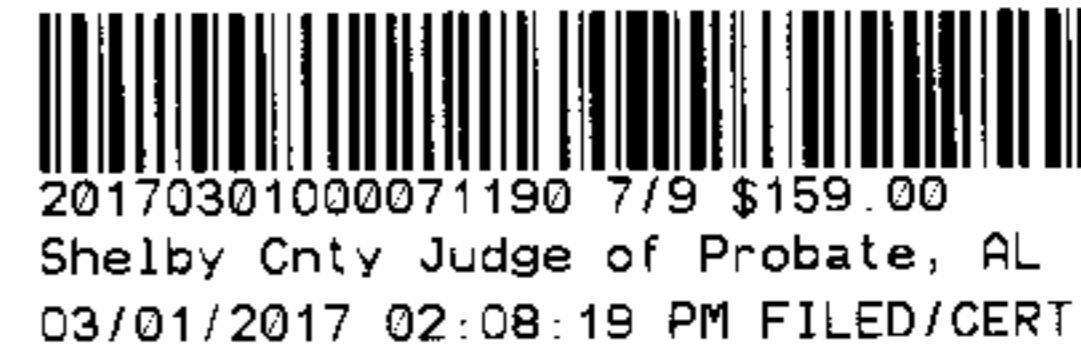
(b) Notwithstanding the provisions set forth in this Paragraph 5 or in the Bylaws of the Association, the Developer shall have the exclusive right to appoint and remove with or without cause any member or members of the Board of Directors of the Association, and any officer or officers of the Association until such time as there is no Tract without a Dwelling constructed thereon within the Development, or the Developer elects to terminate its exclusive voting rights, whichever shall first occur. Within sixty (60) days after the date of termination of the exclusive voting rights of the Developer as herein provided, the Board of Directors shall call and give not less than ten (10) nor more than thirty (30) days notice of a special meeting of the membership for the purpose of electing the members of the Board of Directors.

(c) The name and address of each person who is to serve as an initial Director of the Association until their successors are elected and qualified or until such Directors are removed as are as follows:

Delton Clayton
100 Applegate Court
Pelham, AL 35124

Howard O'Neal
100 Applegate Court
Pelham, AL 35124

Lou Pierce
100 Applegate Court
Pelham, AL 35214



(d) Except as may be otherwise provided to the contrary in the Declaration, these Articles of Incorporation or the Bylaws of the Association, all powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors.

6. **INCORPORATOR.** The name and address of the sole incorporator is as follows:

Delton Clayton
100 Applegate Court
Pelham, AL 35124

7. **DISTRIBUTION OF ASSETS UPON DISSOLUTION.**

(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

(i) Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

(ii) Real property contributed to the Association without the receipt of other than nominal consideration by Developer shall be returned to Developer, unless it refuses to accept the conveyance (in whole or in part); and

(iii) All remaining assets shall be distributed among the Owners as defined in the Declaration, with each Owner's share of the assets to be determined in accordance with the ratio that the annual Common Area Assessment of an Owner in the last complete fiscal year bears to the sum of the annual Common Area Assessments of all Owners in such year.

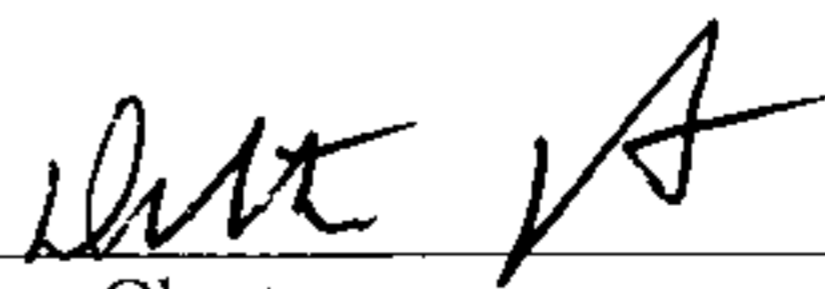
(b) Dissolution of the Association shall be accomplished as set forth in the Alabama Nonprofit Corporation Law.

8. **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, MEMBERS, MANAGERS AND AGENTS.** The Association shall have the power to indemnify any person who is or was a director, officer, employee, member, manager, or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, in accordance with the Bylaws of the Association.


9. **AMENDMENT.** Subject to any restrictions set forth in the Declaration, these Articles of Incorporation may be amended at any time and from time to time by Developer or, provided that the approval of the Developer is first obtained, by the vote of the Board of Directors of the Association, without the consent or approval of any of the Members of the Association until such time as there is no Lot without a Dwelling constructed thereon in the Development or the Developer elects to terminate its exclusive voting rights, whichever shall first occur. After the exclusive voting rights of Developer have been terminated as herein provided, these Articles of Incorporation may be amended, subject to the terms and provisions of the Declaration, by the affirmative vote of at least two-thirds (2/3) of the Members of the Association who are entitled to vote thereon and who are present or represented by proxy at an annual or special meeting of the Members.

10. **INCORPORATION BY REFERENCE.** All the terms, provisions, definitions, covenants, and conditions set forth in the Declaration are hereby expressly incorporated herein by reference as fully set forth herein. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants, and conditions set forth in these Articles of Incorporation and the Declaration, then the provisions of the Declaration shall at all times control.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed his name to these Articles of Incorporation as of the 1st day of March, 2017.



Delton Clayton


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John H. Merrill
Secretary of State

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

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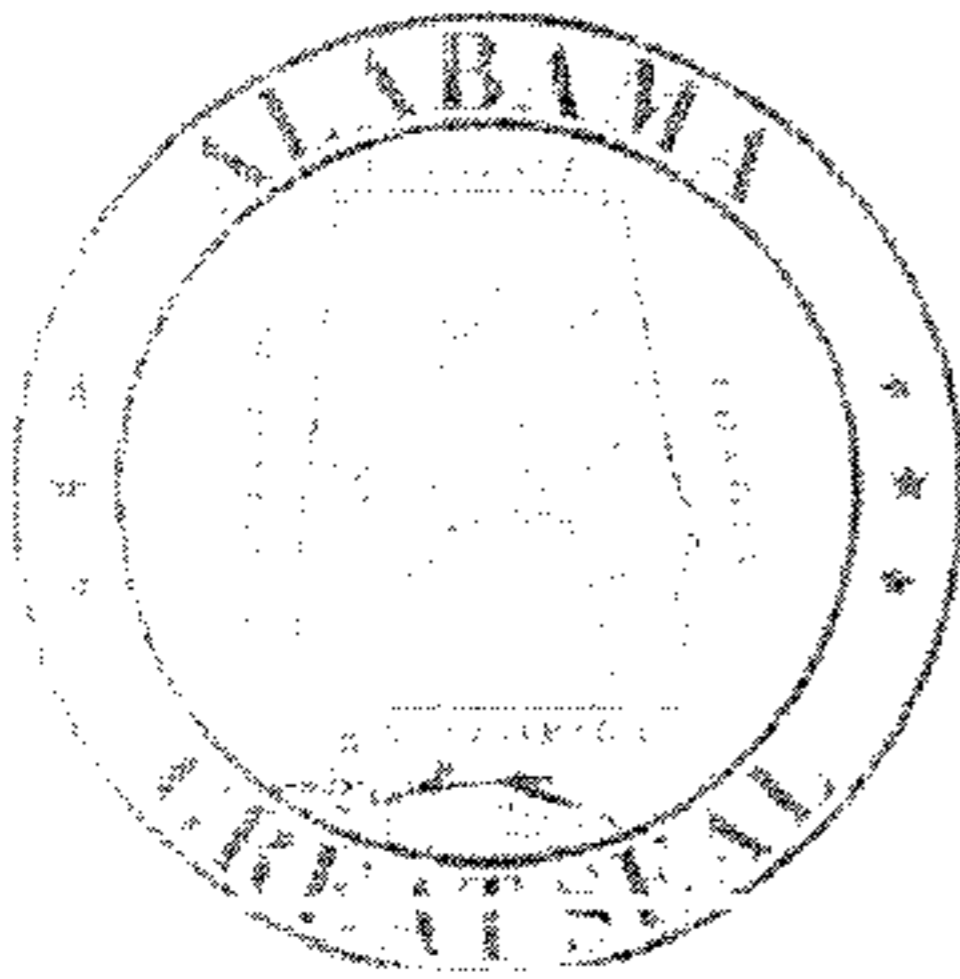
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August 28, 2016

Date

RES733913

John H. Merrill

Secretary of State