

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION  
CERTIFICATE OF FORMATION

PURPOSE: In order to form a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be 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** 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 issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy 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 (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



20170927000351100 1/5 \$159.00  
Shelby Cnty Judge of Probate, AL  
09/27/2017 10:38:06 AM FILED/CERT

(For County Probate Office Use Only)

**This form must be typed or laser printed.**

1. The name of the corporation: Chelsea Village Owner's Association, Inc.
2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.**
3. This nonprofit corporation (MUST check one):  
☒ has Members **or** ☐ has no Members

(For SOS Office Use Only)

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

Michael B. Odom  
Rumberger, Kirk & Caldwell, P.C.  
2001 Park Place, Suite 1300  
Birmingham, AL 35203

**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

4. Street (**No PO Boxes**) address of principal office of the corporation: 3921 U.S. Highway 280, Suite 100,  
Birmingham, AL 35243

Mailing address of principal office (if different from street address): \_\_\_\_\_

5. The name of the Registered Agent: Parrish Argo

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):  
4720 Highway 31, Calera, AL 35040

Mailing address of Registered Agent (if different from street address): \_\_\_\_\_

7. Purpose for which corporation is formed: See Attached

\_\_\_\_\_ ; the  
purpose includes the transaction of any lawful business for which nonprofit corporations may be  
incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

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

9. The name(s) of the Incorporator(s): Michael B. Odom

Street (**No PO Boxes**) address of Incorporator(s): 2001 Park Place, Suite 1300, Birmingham, AL 35203

\_\_\_\_\_ Mailing address of Incorporator(s) – (if  
different from street address): \_\_\_\_\_

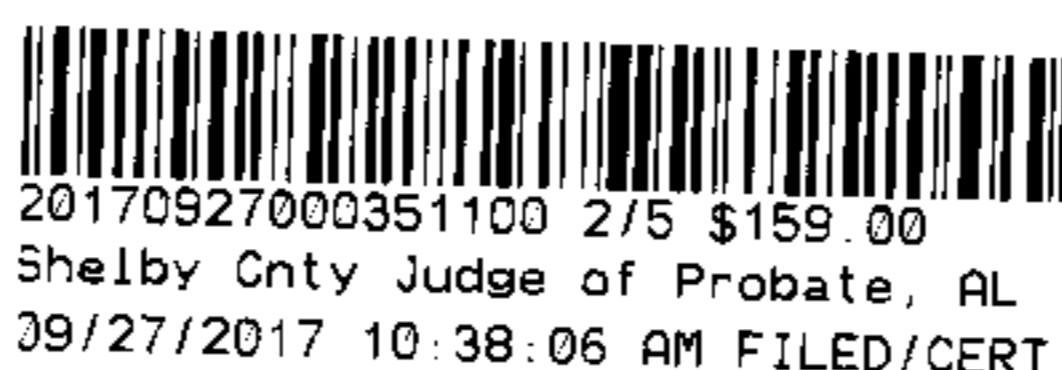
**Attach a listing if more Incorporators need to be added (type “see attached” in the name line).**

10. The number of Directors constituting the initial Board of Directors is 1. The initial Directors names  
and addresses must be listed in this Certificate of Formation.

Director's Name: Parrish Argo

Street (**No PO Boxes**) address of Director: 3921 U.S. Highway 280, Suite 100, Birmingham, AL 35243

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_



**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

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

11. Unless an attachment to this Certificate of Formation provides that a change in the number of directors shall be made only by amendment to the Certificate of Formation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Formation is inconsistent with a bylaw, the provision of the Certificate of Formation shall be controlling.


☐ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

09/25/2017  
Date (MM/DD/YYYY)

Michael B. Odom  
Signature as required by 10A-1-3.04

Michael B. Odom  
Typed Name of Above Signature

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

  
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7. Purpose for which corporation is formed:

(a) To own, manage, and develop for commercial use certain areas of common area located in the commercial development commonly known as, Chelsea Village in Shelby County, Alabama.


(b) To collect periodic property owners' association dues and assessments.

(c) To pay expenses in connection with said common area.

(d) To maintain insurance on said common area.

(e) To enforce the restrictive covenants filed in the Office of the Judge of Probate of Shelby County, Alabama, on March 27, 2017, as Instrument No. 20170327000101370.

(f) To perform such other and further acts as are necessary and appropriate to accomplish the foregoing purposes.

  
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John H. Merrill  
Secretary of State

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


# STATE OF ALABAMA

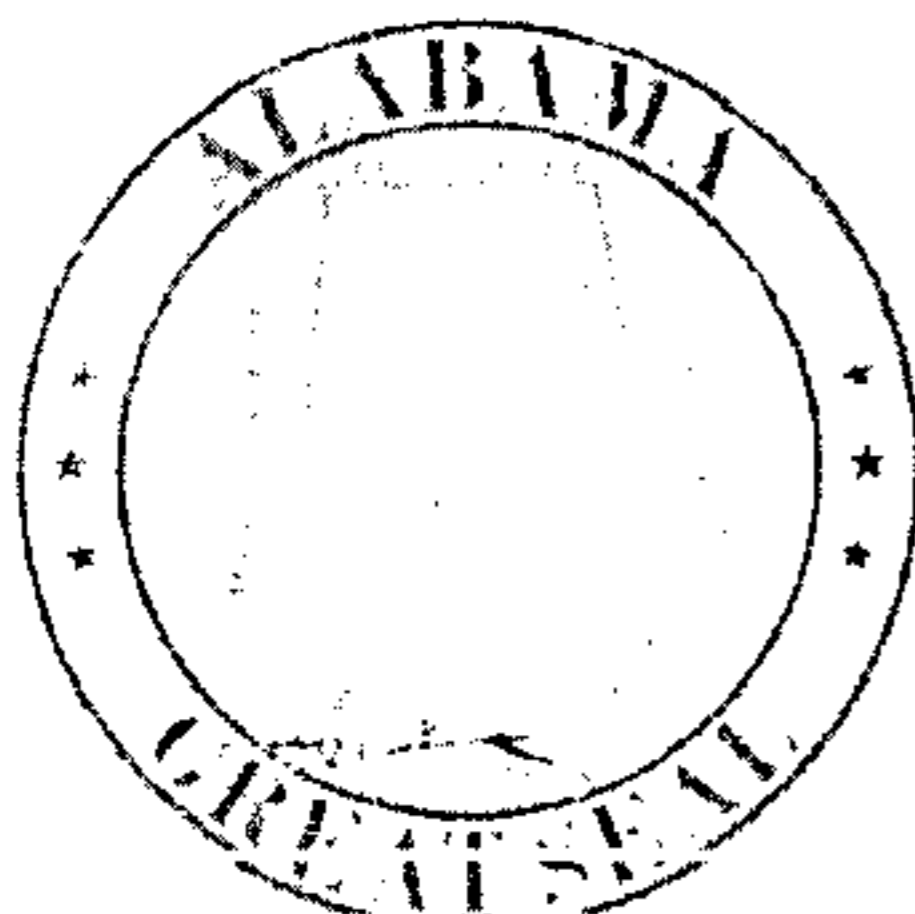
**I, John H. Merrill, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

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:

**Chelsea Village Owners' Association, Inc.**

This name reservation is for the exclusive use of Michael B. Odom, 2001 Park  
Place, Suite 1300, Birmingham, AL 35203 for a period of one year beginning  
February 14, 2017 and expiring February 14, 2018

  
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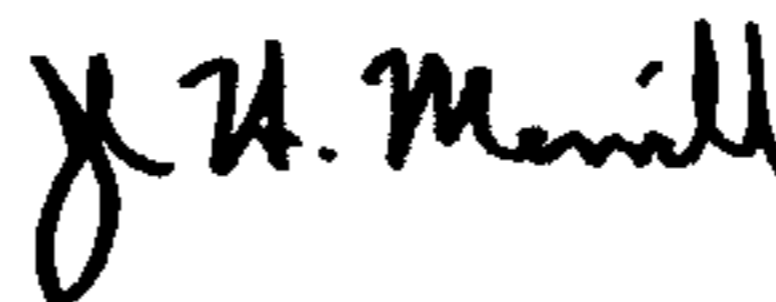


RES749567

**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.**

February 14, 2017

Date



John H. Merrill

Secretary of State