


**CERTIFICATE
OF
FORMATION
OF
WOODWARD OAKS HOMEOWNERS ASSOCIATION, INC.**

(a corporation not for profit)

This instrument prepared by:

Chesley P. Payne, Esq.
MASSEY, STOTSER & NICHOLS, P.C.
1780 Gadsden Highway
Birmingham, Alabama 35235


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CERTIFICATE OF FORMATION
OF
WOODWARD OAKS HOMEOWNERS ASSOCIATION, INC.

(a corporation not for profit)

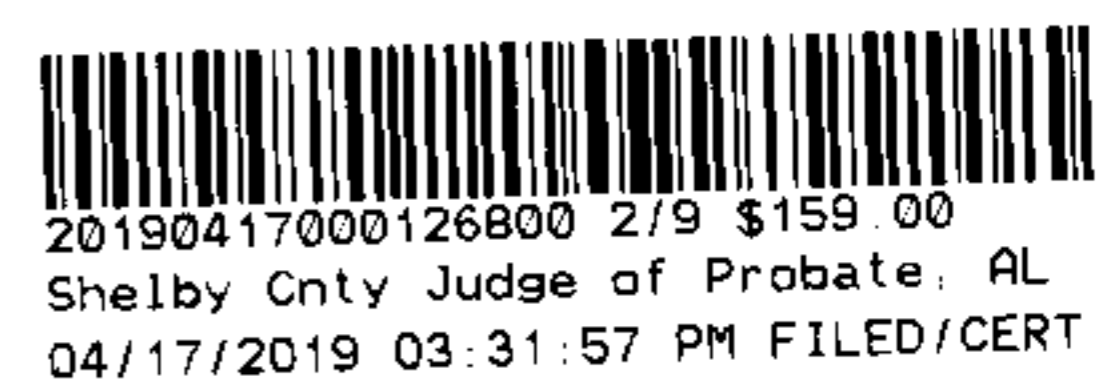
This is to certify that, for the purpose of forming a corporation pursuant to the provisions of the Alabama Nonprofit Corporation Law, Section 10A-3-1.01, et seq. Code of Alabama (1975) the undersigned, acting as incorporators of a non-profit corporation, do hereby adopt the following Articles of Incorporation for such non-profit corporation.

ARTICLE I
NAME

The name of the corporation shall be Woodward Oaks Homeowners Association, Inc. The corporation is sometimes referred to herein as the "Corporation" or the "Association".

ARTICLE II
DEFINITIONS

- 2.1 Association: Woodward Oaks Homeowners Association, Inc., its successors and assigns.
- 2.2 Association Land: Any real property which may at any time hereafter be owned by the Association for so long as the Association or successor thereof may be the owner thereof.
- 2.3 Board: The Board of Directors of the Association.
- 2.4 By-Laws: The duly enacted By-Laws of the Association.
- 2.5 Common Areas: The Association Land defined or designated as Common Areas by the Association or by notation on any record map or plat of the Subject Property.
- 2.6 Declaration: The Declaration of Covenants, Conditions, Restrictions and Rights for Woodward Oaks, a residential subdivision as recorded in the Office of the Judge of Probate of Shelby County, Alabama in Deed Book 2562, Page 367 as the same may from time to time be supplemented or amended in the manner described herein as well as any future Declarations for lands developed as a part of Woodward Oaks.
- 2.7 Deed: Any deed, court decree or other instrument conveying fee title into any part of the property subjected to the Declaration.



2.8 Entranceway Improvements: Those certain improvements to be made with respect to any entranceway into the Subject Property.

2.9 Member: A person or other entity who is a record owner of fee simple title to any portion of the Subject Property, has consented to membership in the Association, and has paid the requested annual dues to the Association.

2.10 Parcel: Any unit, lot, part or parcel of the Subject Property designed for a residence and platted of record, regardless of whether a dwelling has or has not been constructed thereon.

2.11 Parcel Owner: The owner or owners of record title to any Parcel.

2.12 Resident: Any person or persons occupying a Parcel.

2.13 Woodward Oaks Property: The property described in the Declaration and developed as a part of Woodward Oaks in Shelby County, Alabama.

2.14 Subject Property: The property subjected to the Declaration and described on Exhibit "A" to the Declaration, along with any other real property which may be subjected to the Declaration by separate instrument.

ARTICLE III **PRINCIPAL OFFICE AND AGENT**

The initial registered office of the Association shall be 3111 Timberlake Drive, Vestavia Hills, AL 35243. The registered agent of the Association shall be Russell G. Doyle.

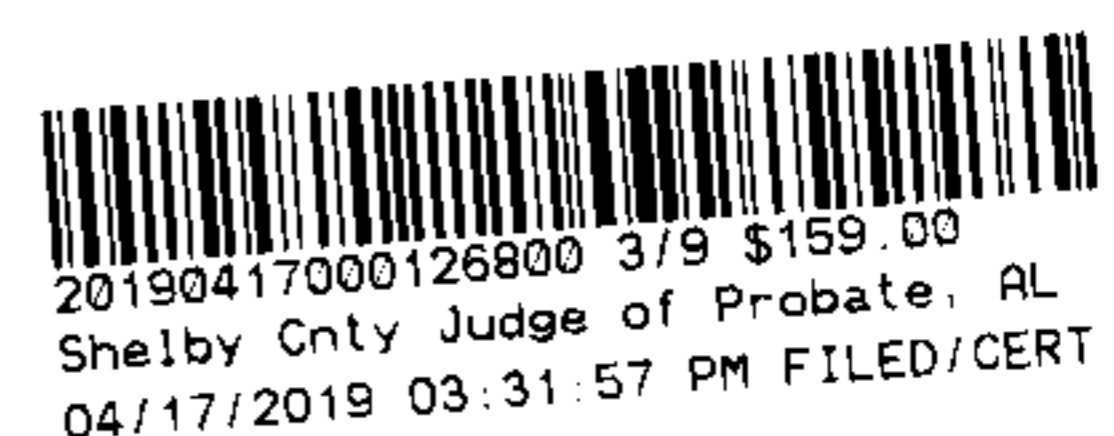
ARTICLE IV **OBJECTS, PURPOSES AND POWERS**

4.1 Not for Profit. This Association shall be a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of the Association.

4.2 Objects and Purposes. The objects and purposes for which this Corporation is organized are as follows:

4.2.1 To establish, maintain, operate and provide such community services as the Association shall deem appropriate with respect to Woodward Oaks and any other property which shall be made subject to the jurisdiction of the Association by the Declaration or any amendment thereof, supplemental declaration thereto, or other declaration, deed on instrument.

4.2.2 To own, acquire, build, operate, and maintain the Common Areas; maintain



lakes, dams and spillways within Woodward Oaks and the water and drainage systems, and other areas and structures beneficial or useful to Woodward Oaks; supplement municipal and other governmental services; fix assessments to be levied against the Members; and pay taxes, if any, on the Common Areas; and, insofar as permitted by law, to do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of the Members.

4.2.3 To own, operate and manage the Common Areas located in Woodward Oaks, to perform and carry out the acts and duties incident to the administration, operation and management of the Common Areas in accordance with the terms, provisions, and conditions contained in the Declaration and these Articles of Incorporation, and to own, operate, lease, sell, mortgage, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient to the objectives and purposes of the Association.

4.2.4 To perform and carry out the functions and obligations of the Association as described in the Declaration.

4.2.5 To do such other things as may be necessary and proper for the carrying out and accomplishment of the above objects and purposes and of such other objects and purposes as are deemed necessary and proper by its Directors. The objects and purposes expressed herein relate to services, benefits and expenditures pertaining to, derived from, or in connection with Woodward Oaks or areas thereof intended for and available for the common use and enjoyment or need of the Members.

4.3 Powers. In furtherance of the aforesaid objects, purposes and powers, the Association shall have and exercise all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Alabama and all the powers reasonably necessary to implement the powers of the Association, which powers shall include but are not limited to, the power:

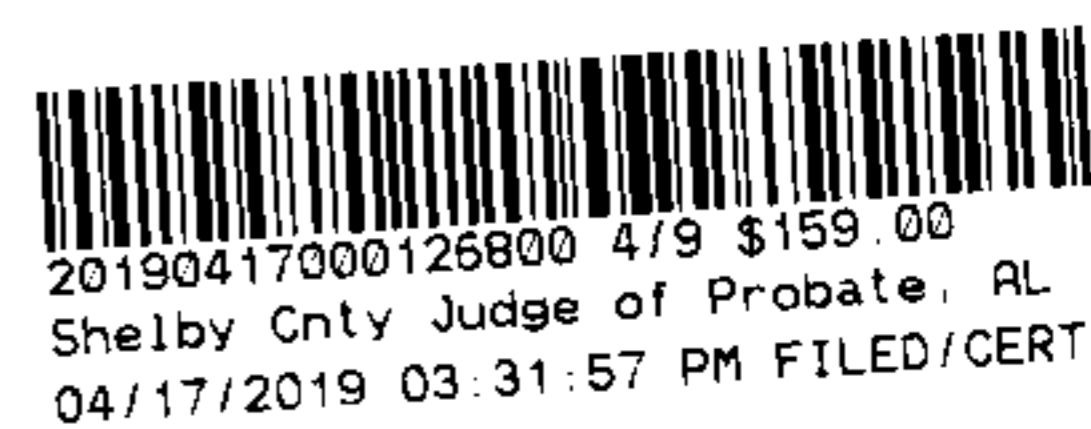
4.3.1 To make, levy and collect assessments and annual, monthly or quarterly maintenance charges from its Members and to expend the proceeds of such assessments and charges for the benefit of its Members.

4.3.2 To contract with others or any other entities with which it or its members might be associated, to provide the services, benefits and advantages deemed appropriate by the Association.

4.3.3 To enforce by legal action suits on behalf of the Association.

4.3.4 To make, establish and enforce reasonable rules and regulations governing the use of the Common Areas, lakes, dams and spillways.

4.3.5 To maintain, repair, replace and operate those portions of the Subject Property that the Association has the duty or right to maintain, repair, replace and operate under the



Declaration, these Articles and the By-Laws of the Association.

4.3.6 To contract for the management of the Common Areas to be maintained by the Association and to delegate to such contractors, or any other entities with which it or its members might be associated, all or a part of the powers and duties of the Association.

4.3.7 To employ personnel to perform the services required or authorized by these Articles, the Declaration and by the By-Laws of the Association.

4.3.8 To purchase liability insurance, if appropriate, upon the Common Areas for the protection of the Association and its Members.

4.3.9 To reconstruct improvements to be maintained by the Association after casualty, deterioration or other loss.

4.3.10 To make additional improvements on and to the Common Areas or other areas to be maintained by the Association.

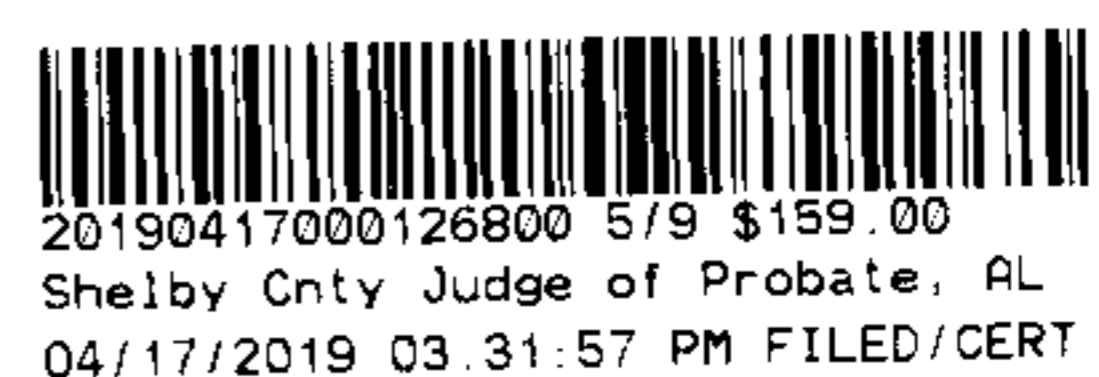
4.3.11 To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to recreational facilities, whether or not contiguous.

4.3.12 To enforce by legal action the provisions of these Articles, the By-Laws and the Declaration.

4.3.13 To purchase Directors and Officers insurance, if appropriate, for the protection of the Directors and Officers of the Association.

ARTICLE V **MEMBERS**

5.1 Members. The Members of this Association shall consist of all record owners of Parcels who consent to membership and have paid the dues requested by the Association, but shall not include mortgagees or other holders of security interests only. Membership shall be evidenced by a deed establishing record title to a parcel recorded in the Office of the Judge of Probate of Shelby County, Alabama. Fees, dues, assessments and charges required of Members shall be set in the manner prescribed by the By-Laws of the Association and in the Declaration.



5.2 No Assignment of Membership. Membership in this Association cannot be assigned, hypothecated or transferred in any manner except as may be provided in the By-Laws

5.3 Voting of Membership. When entitled to vote, each Member shall have one vote for each Parcel owned by such Member. Provided, in no event shall there be more than one vote per parcel.

ARTICLE VI
TERM

This Corporation shall exist perpetually.

ARTICLE VII
SUBSCRIBERS

The names and residences of the one incorporators of the Corporation are as follows:

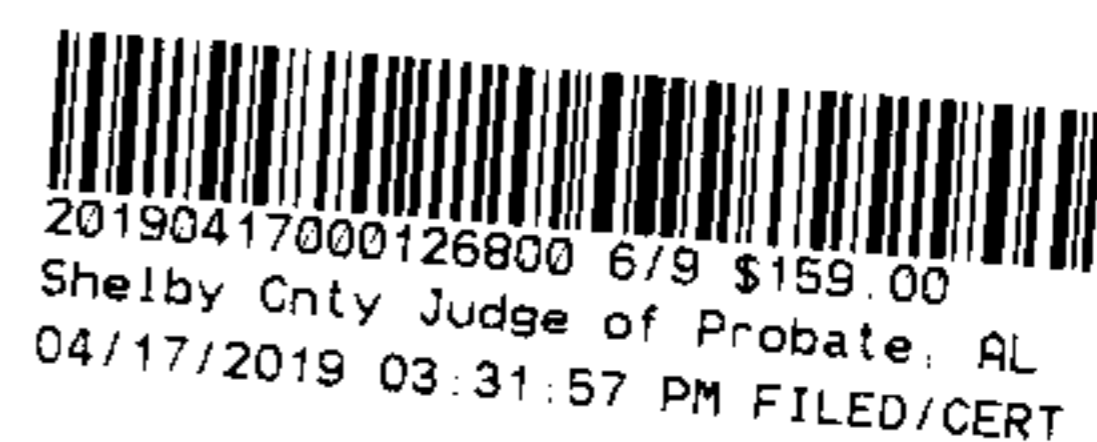
Russell G. Doyle
3111 Timberlake Drive
Vestavia Hills, AL 35243

ARTICLE VIII
BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors. The first Board of Directors shall consist of four (4) members. Change in the maximum number of Directors shall be permitted by amendment to the By-Laws of the Association or by amendment to the Articles of Incorporation. The Board of Directors shall be elected by the Members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

President
J. Brooks Harris
3111 Timberlake Drive
Vestavia Hills, AL 35243

Vice President
Russell G. Doyle
3111 Timberlake Drive
Vestavia Hills, AL 35243



Secretary
Grant McCaleb
3111 Timberlake Drive
Vestavia Hills, AL 35243

The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

Among other things, the Board of Directors shall have the authority to make and alter By-Laws and the further authority to exercise all such other powers and to do all such other lawful acts and things which this Association, or its Members might do, unless prohibited from doing so by applicable laws, the Declaration, the Articles of Incorporation, or by the By-Laws of this Association.

Any director may be removed, either with or without cause, at any time, by a two-thirds vote of all persons present in person and entitled to vote at a meeting of the Members at which a quorum is present, the vacancy in the Board caused by any such removal may be filled by the Members at such meeting or any subsequent meeting in the manner prescribed in the Bylaws for the filling of vacancies on the Board.

ARTICLE IX **OFFICERS**

The officers of the Association shall consist of a President, one or more Vice Presidents, and a Secretary. The officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE X **INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, or any settlement thereof, whether or not he is a Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled under Alabama law.

ARTICLE XI
DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or officer of the Association or other private individual shall be entitled to share in the distribution of any of the Association assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five percent (75%) of each and every class of membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporations, associations, trusts or other organizations to be devoted by the Association. No disposition of the Association's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.


ARTICLE XII
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association entitled to vote.

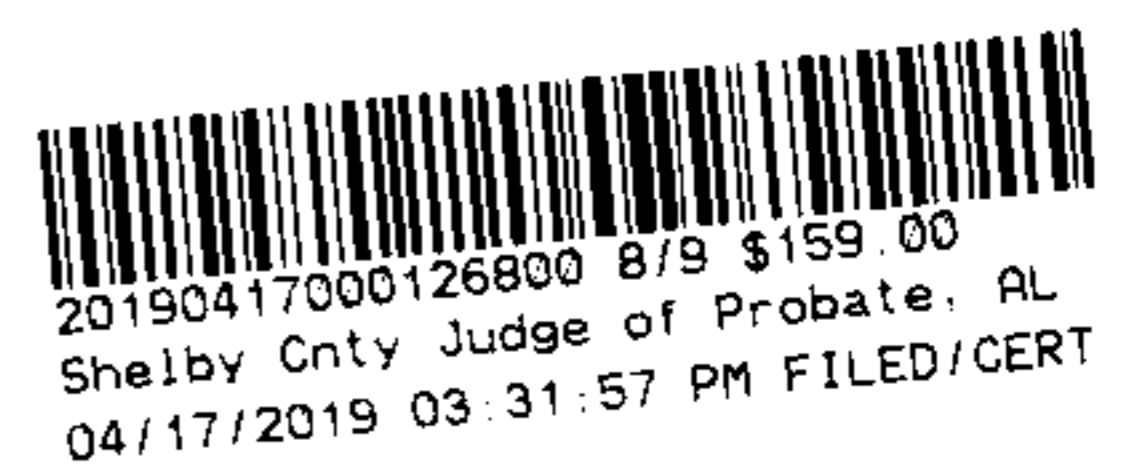
ARTICLE XIII
BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.


IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 7th day of April, 2019.



Russell G. Doyle



John H. Merrill
Secretary of State


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Shelby Cnty Judge of Probate, AL
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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:

Woodward Oaks Homeowners Association, Inc.

This name reservation is for the exclusive use of Chesley P. Payne, 1780 Gadsden Highway, Birmingham, AL 35235 for a period of one year beginning April 17, 2019 and expiring April 17, 2020



RES836818

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.

April 17, 2019

Date

J. H. Merrill

John H. Merrill

Secretary of State