

**ARTICLES OF INCORPORATION
OF
WOODLAND CREEK HOMEOWNERS' ASSOCIATION, INC.

A NON-PROFIT CORPORATION**

TO THE HONORABLE JUDGE OF PROBATE OF MONTGOMERY COUNTY,
ALABAMA:

The undersigned incorporators, desiring to form a nonprofit corporation under "The Alabama Non-Profit Corporation Act", Sections 10-3A-1 et seq. of the Code of Alabama, do hereby adopt the following Articles of Incorporation (sometimes hereinafter referred to as the "Articles"):

**ARTICLE I
NAME**

The name of the corporation is Woodland Creek Homeowners' Association, Incorporated (the Association").

**ARTICLE II
REGISTERED OFFICE**

The address of the initial registered office of the Association is located at 2000 Interstate Park Drive, Suite 300, Montgomery, Alabama, and the initial registered agent located at such address is Charles Saliba.

**ARTICLE III
PURPOSES AND POWERS OF THE ASSOCIATION**

This Association is organized as a nonprofit corporation, not for the pecuniary gain or profit to its members, and no part of the net earnings or income of which is distributable to its officers, directors or members other than in such payments as are permitted under Section 10-3A-44, Code of Alabama (1975), as amended. The specific objectives and purposes for which the Association is formed are as follows:

- A. To promulgate, establish, provide and enforce design and construction standards applicable to the members of the Association in an effort to protect and enhance each member's property;
- B. To own, acquire (by purchase, exchange, contribution, conveyance or otherwise), build, borrow, improve, encumber, mortgage, operate, hold, manage, and maintain real and personal property, which would in any way be of benefit to the members of the Association to the extent provided for in the Bylaws of the Association; and

- C. To establish, fix, determine, assess and levy assessments and charges against the members of the Association in order to fund the expenses of the Association in the carrying out of its purposes; and
- D. To enforce any and all covenants, restrictions, rules, regulations, declarations and other agreements applicable to the Association's property or to property owned by a member of the Association; to pay taxes, if any, on the property owned by the Association; 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 membership; and
- E. To operate, hold, improve, maintain, repair and manage property owned by the Association; to perform and carry out the acts and duties incident to the ownership, administration, operation and management of said property in accordance with the terms, provisions, and conditions contained in these Articles of Incorporation and the Bylaws of the association; and to own, operate, maintain, encumber, mortgage, lease, sell, exchange, hold, trade and otherwise deal with such property, whether real, personal or mixed, as may be necessary or convenient to carry out the purposes of the Association; and
- F. To provide for or arrange any and all of the following projects, services, facilities, programs, systems and properties to the extent provided for in the Bylaws: parks, playgrounds, recreational facilities or services; walkways, trees, paths, trails, flowers and landscaping (including regular lawn care such as mowing and fertilizing), fountains, benches, shelters, directional and informational signs, street and road lighting facilities; storage and maintenance yards, garages and other buildings and facilities deemed necessary or desirable by the Board in connection with the administration, management, control and operation of the Association; lakes; and any and all other improvements, facilities, projects, programs, systems, properties and services that the Board shall find to be necessary, desirable, or beneficial to the interests of the member of the Association; and
- G. To do such other things as may be necessary or proper for the carrying out and accomplishment of the above objectives and purposes and of such other objectives and purposes as are deemed necessary and proper by the Board; and
- H. To engage in any and all activities that the Association is not prohibited from engaging in under these Articles of Incorporation or under the Alabama Nonprofit Corporation Act (the "Act"); and
- I. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in these Articles, the Bylaws or under the Act;

J. To have and exercise any and all powers, rights, benefits and privileges which a nonprofit corporation organized under the Act may now or hereafter have;

K. In furtherance of the aforesaid objectives, purposes and powers, the Association shall have and may exercise all of the powers of a nonprofit corporation organized and existing under the laws of the State of Alabama, which powers shall include, but not be limited to, the powers:

1. To make, fix, levy, and collect assessments and charges from its membership in accordance with the terms of the Bylaws and to expend the proceeds of such assessments and charges for such purposes of the Association as the Board deems necessary or desirable; and
2. To contract with others to provide the services and benefits to the membership that the Board determines to be necessary; and
3. To enforce by any and all lawful means, including by suit, any design and construction standards guidelines established pursuant to or under the authority of the Bylaws of the Association; and
4. To make, establish and enforce rules and regulations governing the use of property owned by the Association, including any improvements and amenities thereon; and
5. To maintain, repair, replace and operate those properties that the Association has the duty or right to maintain, repair, replace and operate under these Articles, the Bylaws, or otherwise; and
6. To contract for the management of property owned or operated by the Association and to delegate to such contractors all or any part of the powers and duties of the Association; and
7. To employ personnel to perform the services required or authorized under these Articles or the Bylaws of the Association; and
8. To purchase insurance on property owned by the Association for the protection of the Association, the members of the Board, or the members of the Architectural Review Committee, or the Association's officers or Directors, or for others in accordance with the Bylaws of the Association; and
9. To replace personal property and to reconstruct improvements constructed on property owned by the Association after casualty or other loss; and

10. To insure any and all real property, personal property or improvements now owned or hereafter acquired by the Association; and
11. To make additional improvements on and to property owned by the Association; and
12. 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 located contiguous to property owned by the Association; and
13. To enforce by legal action any and all provisions of these Articles or the Bylaws.

Nothing contained herein shall require or be construed to require the Association to exercise any or all of its rights granted hereunder at any time.

ARTICLE IV INCORPORATOR

The name and address of the incorporator of this Association is as follows:

Name

Address

Lowder New Homes, Inc.

**2000 Interstate Park Drive, Suite 300,
Montgomery, Alabama, 36109**

ARTICLE V MEMBERSHIP

The Association shall have members as determined in accordance with the standards set forth in the Bylaws of the Association, as amended, repealed or modified from time to time. The Association shall have four (4) classes of membership: (1) Class A (2) Class B (3) Class C, and (4) Class D. The rights of members, including the right to vote, and the qualifications for each Class of membership are as set forth in the Bylaws of the Association, as the same may be amended or modified from time to time. However, in no event shall any member of the Association, in such capacity as a member of the Association, be liable for or subject to the debts, liabilities or obligations of the Association. Except as provided in the Bylaws, as the same are amended or modified from time to time, the membership interests in the Association cannot be sold, transferred, assigned, or hypothecated in any manner, except as appurtenance of the lot to which the member holds title.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

A. In General. The corporate powers, business and affairs of this Association shall be managed under the direction of the Board of Directors. The number of directors comprising the Board of Directors shall be not less than five (5) individuals. Subject to such limitation, the number of directors shall be fixed by or in the manner provided in the Bylaws. All officers and directors shall hold office for such terms as are set forth the Bylaws, provided, however, that any director elected or appointed by the Board of Directors or, after the Class D Membership Termination Date (as defined in the Bylaws), by the Member Representatives may be removed from office at any time, in the manner provided for herein and in the Bylaws of the Association.

B. Initial Directors. The names and addresses of the five (5) initial directors who are to act in the capacity of directors until the election of their successors, in accordance with the Bylaws, are:

<u>NAME</u>	<u>ADDRESS</u>
Alan S. Farrior	2000 Interstate Park Drive, Suite 300, Montgomery, Alabama, 36109
James W. Rutland, IV	2000 Interstate Park Drive, Suite 300, Montgomery, Alabama, 36109
Barbara A. Bonds	2000 Interstate Park Drive, Suite 300, Montgomery, Alabama, 36109
Charles S. Saliba, Jr.	2000 Interstate Park Drive, Suite 300, Montgomery, Alabama, 36109
Michael R. Finley	2000 Interstate Park Drive, Suite 300, Montgomery, Alabama, 36109

C. Board Powers. The Board of Directors shall have all rights, powers and authorities conferred by statute and, in extension thereof, shall have such powers, rights and authorities as are otherwise granted to them in the Bylaws of the Association.

D. Liability and Indemnification. The directors, officers, employees and members of the Association shall not, as such, be liable for the obligations of the corporation. The liability and indemnification of a director or officer of the Association shall be as set forth in the Bylaws of the Association.

The Association shall have the power to purchase and maintain insurance on behalf of any individual who is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such individual and incurred by such individual in such capacity or arising out of such individual's status as such, whether or not the corporation would have the power to indemnify such individual against such liability.

- E. Removal of Directors. On and before the Class D Membership Termination Date (as defined in the Bylaws of the Association), a director may be removed from office upon the written request of the Class D Member or Member Representatives who represent a majority of the votes entitled to be cast at an Association Meeting. After such Class D Membership Termination Date, a director may be removed from office upon the written request of Member Representatives (as defined in the Bylaws of the Association) representing a majority of the votes entitled to be cast at a special membership meeting called for the purpose of removing the director. A director shall be removed effective at the time such director is provided with a written notice of removal unless a later date is specified in the written notice of removal.

ARTICLE VII BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may only be altered, modified, amended, or rescinded by the Board of Directors in the manner provided in the Bylaws.

ARTICLE VIII DURATION

This Association shall exist and operate perpetually until otherwise terminated in accordance with the Alabama Nonprofit Corporation Act, as amended.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation may be made by majority vote of those votes entitled to be cast at an Association Meeting, provided, however, that, on and before the Class D Membership Termination Date, any amendments to these Articles of Incorporation that affects the basic organization of the Association or any other material amendment must be approved by the Class D Member (as defined in the Bylaws).

ARTICLE X
DISSOLUTION

The Association may be dissolved only after the adoption of a resolution of the Board of Directors recommending such dissolution and only with the approval of the Class B Member or Member Representatives who represent three-fourths (3/4) of the votes entitled to be cast at an Association Meeting. Upon dissolution of the Association, other than as incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate governmental agency or public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is not accepted, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization devoted to such similar purposes.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 1st day of May, 2007.

INCORPORATOR:

Lowder New Homes, Inc., an
Alabama Corporation

By: 
Alan S. Farrior
Its President

STATE OF ALABAMA
MONTGOMERY CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON

2007 MAY -8 PM 2: 26

REESE MCKINNEY, JR.
JUDGE OF PROBATE