

ARTICLES OF INCORPORATION

OF

WOODHAVEN LAKES PROPERTY

OWNERS ASSOCIATIONS INC.

The undersigned, all of whom are residents of the State of Alabama and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a non-profit corporation under the provisions of the Alabama nonprofit Corporation Act, Chapter 10 of Title 10, Section 203 et seq of the Code of Alabama as re-compiled in 1958.

ARTICLE I

NAME

The name of the corporation shall be WOODHAVEN LAKES PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

DURATION

The Association shall exist perpetually.

ARTICLE III

PURPOSE

The Association does not contemplate pecuniary gain or profit to itself or to the members thereof and the association is formed for the purpose of promoting social, literary, cultural and athletic activities for and on behalf of the members and their guests and to provide for the maintenance, preservation and architectural control of the residential lots and common areas within that certain development tract of land known as Woodhaven Lakes, said tract of property described in Exhibit "1" a copy of which is attached hereto and made a part hereof, and

- (a) To promote pleasure, social recreation and sports activities for its members, their families and guests and to develop and maintain recreationally oriented environment in the Development.
- (b) To provide a means whereby those areas within the Development designated as parks, lakes, recreational facilities as may be conveyed to the Association or established by it, may be operated maintained, repaired or replaced; and
- (c) To provide a means for the promulgation and enforcement of all regulations necessary to the governing of the use and enjoyment of such parks, lakes, recreational facilities or other amenities and such other recreational facilities within the development as may be conveyed to the Association.
- (d) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Master Declaration of Covenants, conditions and restrictions, hereinafter called the "Declaration", applicable to the property and recorded in the office of the Judge of Probate of Blount and Jefferson Counties, Alabama, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- (e) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(f) To borrow money, and with the assent of two-thirds (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property in connection with the affairs of the Association.

(g) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain and repair real or personal property in connection with the affairs of the Association.

(h) To dedicate, sell, lease or transfer all or any part of the real or personal property held to any public or municipal agency, or authority for such purposes and subject to such condition as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale, lease or transfer. Provided, however, the Board of Directors shall in their discretion have the right to grant easements upon and across land and common areas held and owned by the Association to public utilities, governmental instrumentalities and agencies for the purpose of providing public utilities.

(i) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

(j) Any income received by the corporation shall be applied only to the nonprofit purposes and objectives of the corporation as set forth herein, and no part thereof, during membership or upon termination of membership, shall inure to the benefit of any private member or individual.

(k) No substantial part of the activities of the corporation shall be devoted to carry on propaganda, or otherwise attempting, to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign in behalf of any candidate for public office.

(l) The Association shall be primarily engaged in promoting the common good and general welfare of the people in the Woodhaven Community and of bringing about civic betterment and social improvements.

(m) The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended, or the "Alabama Non-Profit Corporation Act."

(n) The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

(o) If, at any time, the corporation shall cease to carry out the purposes as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax-exempt status under Section 501(c) (4) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended and they shall be applied exclusively for the purposes set out above.

(p) To have and exercise any and all powers, rights and privileges which a corporation organized under the Alabama Non-Profit Corporation Act, by law may now or hereafter have or exercise.

ARTICLE IV

MEMBERSHIP

Every person (including any firm or corporation except Woodhaven Lakes Development Corporation and C&S Ventures, Inc.) who acquire title (legal or equitable) to any residential lot in the Development shall be a member of the Association, except that only one (1) of any number of co-owners of a lot shall be a member, all other co-owners shall be considered as associate members. The foregoing provisions requiring that owners of a residential lot within the Development be members of the Association is not intended to apply to those persons whom hold an interest in such real estate merely as security for the performance of an obligation to pay money, e.g., mortgagees and land contract vendors. However, if such person should foreclose upon his security and become the real owner of a residential lot within the Development, he will then be subject to all the requirements and limitations imposed on owners of residential lots within the Development and on members of the Association including those provisions with respect to the payment of annual charges.

In addition to the foregoing the Board of Directors of the Association may establish associate memberships in the Association, for persons who may from time to time be tenants or regular occupants of dwellings within the Development and who are not otherwise entitled to the benefits of membership by virtue of being owners or co-owners of residential lots (as outlined above) within the Development. Such Associate memberships shall cease automatically upon the termination of such tenancy or occupancy. Associate members shall have none of the rights of members to vote at meetings of the Association.

Only one owner having a legal or equitable ownership in each lot shall be a member of the Association, all other members of the household shall be Associate Members of the Association. However, each household represented in such ownership regardless of the number of persons included therein shall be required to pay only one annual charge for each lot owned. The owner or owners of each lot shall from time to time upon request designate the name of the member and the name of each associate member of the household and if the dwelling on the property is leased or otherwise regularly occupied by ones other than the member and members of his or her immediate family the names of such persons who qualify as associate members.

No charge shall ever be levied against the Developer, C&S Ventures, Inc., the Association itself, or any corporation that may be created to acquire title to and operate utilities serving the Development.

A "household" as the term is used herein, shall mean a family group who regularly and customarily reside together in the same house or home as a primary residence. The rights of members and associate members of the Association shall be set forth in the By-laws of the Association, and the Master Declaration of Covenants, Conditions and Restrictions of Woodhaven Lakes.

ARTICLE V

VOTING RIGHTS

The Association shall have one class of voting members who shall be the owners of all the lots within Woodhaven Lakes Subdivision, with the exception of the Developer, and C&S Ventures, Inc., and shall be entitled to one vote for each lot owned. When more than one owner holds legal or equitable ownership in any lot, only one such person shall be a member of the Association, all other owners and members of the household shall be associate members.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors of nine (9) directors who must be members of the Association. At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) directors for a term of three (3) years; and shall serve until their successors are duly elected and installed in office. As and when the term of any director expires his successor shall be elected by a majority vote of the members of the Association at the annual meeting of the membership next following the end of the term of the retiring director.

Any vacancy during any term of any director caused by death, resignation or inability to act because of illness, etc. of any director shall be filled for the remainder of his or her term by a majority vote of the then sitting directors. The Board of Directors shall have such powers and duties regularly assumed by Boards of Directors including those specified in the By-laws of said Association. Any director may be removed at any time by a two third vote of all of the members of the Association, cast in person at any annual or special meeting of the Association. The number of directors and their terms of office may only be changed by amending the By-laws of the Association.

ARTICLE VII

AMENDMENTS OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a unanimously adopted resolution of the Board of Directors approved by a majority vote of all the members of the Association or by a resolution approved at an annual meeting or at any properly called special meeting of the membership by two thirds vote of all of the members of the Association. Such votes of the members of the Association shall require the designated affirmative vote of all the members, not just the designated affirmative vote of a quorum of the membership. Provided that any amendment which shall be in violation of any government agency which insures and/or guarantees or purchases any loans shall be approved by all owners including the Developer and C&S Ventures, Inc., if either owns lots at the time of the proposed change. No change in paragraph 4 of ARTICLE IV hereof shall be made without the written approval of all of the owners of all of the lots including the Developer and C&S Ventures, Inc.

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The initial Registered Agent of the Association is

whose, address is

The principal office of the Association is located at Woodhaven Lakes Clubhouse, Woodhaven Lakes, Jefferson County, Alabama.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization and be devoted to such similar purposes.

ARTICLE X

INCORPORATORS

The names and addresses of the Incorporators are as follows:

NAME

ADDRESS

Joel F. Robertson, III

5162 Woodhaven Blvd. Pinson, Alabama 35126

E. Elrose Anderson
Alabama 35123

P.O. Box 188 Palmerdale,

Jane Egger
Alabama 35126

5135 Valley Circle Pinson,

ARTICLE XI

CAPITAL STOCK

The Association shall have no capital stock.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Alabama, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this day of 1976.

Joel F. Robertson, III

E. Elrose Anderson

Jane Egger

STATE OF ALABAMA

COUNTY OF

On this day of .AD., 1976, before me a Notary Public,

personally appeared **Joel F. Robertson III, E. Elrose Anderson and Jane Egger,**

to me personally known to be the persons named as incorporators and who executed the foregoing Articles of Incorporation and each acknowledged that he executed the same as his free act and deed for the uses and purposes therein expressed.

State of Alabama

at Large

Commission Expires:

Notary Public,

My