

STATE OF ALABAMA
COUNTY OF TUSCALOOSA

2000 1766
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INCORPORATION Book & Page
06-20-2000 02:41:33 PM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

ARTICLES OF INCORPORATION

OF

NORTHWIND HOMEOWNER'S ASSOCIATION, INC.

The undersigned, as the Incorporators of a corporation under the "ALABAMA NON-PROFIT CORPORATION ACT" of the State of Alabama, do hereby adopt the following Articles of Incorporation for such non-profit corporation:

ARTICLE I - NAME

The name of the non-profit corporation shall be the Northwind Homeowner's Association, Inc. (hereinafter Association).

ARTICLE II - DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III - PURPOSES AND POWERS

The corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized exclusively for one or more of the purposes specified in §501(c) of the Internal Revenue Code, and the specific purposes for which it is formed are to provide for the care, maintenance, and repair of the Common Areas shown on the Plat of Northwind, Section Phase One, which has been recorded in the Probate Office of Tuscaloosa County, Alabama, in Plat Book 2000 at Page 582483 and the Common Areas and Limited Common Areas which might be shown on the recorded Plats for subsequent Northwind Subdivisions and to promote the health, safety and welfare of the residents of Northwind pursuant to the provisions of the Protective Covenants and Restrictions for each Northwind Subdivision bought within the jurisdiction of this Association at the option of the Developer of Northwind and for these purposes:

1. To exercise all of the powers and privileges and perform all of the duties and obligations of an Association of owners and as set forth in the Protective Covenants and Restrictions applicable to each Northwind Subdivision as the same may be amended from time to time as therein provided, said Protective Covenant and Restrictions being incorporated herein the same as if set forth at this *point in extenso*.
2. To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments, for each Northwind Subdivision pursuant to the terms of the

respective Protective Covenants and Restrictions for each Northwind Subdivision and pay all expenses in connection therewith and all office or other expenses incident to the conduct of the business of the Association after first allocating the common expenses in a fair and equitable manner to the respective Northwind Subdivision on the basis of the amount of services and benefits provided by the Association to the owners of the Lots in the respective Northwind Subdivisions.

3. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property owned by the Association but in connection with the affairs of the Association.
4. To borrow money and, with the assent of three-fourths (3/4) of all votes entitled to be cast at a meeting of the Association, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
5. To care for, maintain, and repair the Common Areas, the Limited Commons Areas and all other improvements are required by the respective Protective Covenants and Restrictions, make payment for taxes, insurance and any other expenses necessary for the maintenance of said property as required by the respective Protective Covenants and Restrictions and to pay operating expenses of every kind and character whatsoever, and any other expenses necessary therefore, and to beautify and make other desirable improvement from time to time as the Corporation shall deem best.
6. To reconstruct all Association property after casualty and further improve the property.
7. To purchase insurance upon the Association property and insurance for the protection of the Association and its members, including fidelity bond coverage for all persons having access to the funds of the Association.
8. To transact all business being not for profit consistent with the purposes for which this corporation is organized, and the proceeds of all operations of the corporation shall remain with the corporation, to be used in the payment of all indebtedness that may be incurred by the corporation and for such other purposes as may be lawful.
9. To dedicate, sell or transfer all or any part of the Common Areas or Limited Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members of this Association but no total or complete dedication, sale or transfer shall be effective unless authorized by an affirmative vote of three-fourths (3/4) of all votes entitled to be cast.

10. To enforce by legal means the provisions of these Articles the By-Laws of the Association and other rules and regulations of the Association.
11. To retain legal counsel.
12. To employ personnel to perform the services required for the proper operation and maintenance of the Association property.
13. All funds and titles of all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association in Trust for the members of the Association in accordance with the provisions of these Articles and By-Laws.
14. Notwithstanding any of the powers granted to the Association by this instrument or by law and notwithstanding any of the purposes listed hereinafter of this Association, the Association shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall it engage in any activity or activities of any kind whatsoever involving the carrying on of propaganda, nor shall it attempt in any manner to influence legislations.

ARTICLE IV – MEMBERSHIP

This corporation shall issue no shares of stock of any kind or nature whatsoever. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot in Northwind shall be a member of this Association. Every person or entity who is a record owner of a fee or undivided interest in any Lot in Northwind Subdivision shall also be a member of this Association provided membership rights are granted by the Developer of Northwind in the Protective Covenants and Restrictions for that Northwind Subdivision. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. The members shall enjoy such qualifications, rights and voting rights as may be fixed in the Protective Covenants and Restrictions for each respective Northwind Subdivision and in the by-laws of this corporation.

ARTICLE V – REGISTERED AGENT

The address of the initial registered office of the corporation is 1440 22nd Avenue, Tuscaloosa, Alabama 35401, and the name of its initial registered agent at such address is Phillip Kinard.

ARTICLE VI – INCORPORATORS

The names and addresses of each of the incorporators are as follows:

Name	Address
Phillip Kinard	1440 22 nd Avenue Tuscaloosa, AL 35401
Billy Fields	1440 22 nd Avenue Tuscaloosa, AL 35401
Yvonne Rhinehart	1440 22 nd Avenue Tuscaloosa, AL 35401

ARTICLE VII – OFFICERS

The officers of the Association shall consist of a President, a Vice President, and a Secretary/Treasurer. Each said officer shall be elected or appointed at such time and in such manner and for such terms and shall have the powers and duties as may be prescribed by By-Laws. The initial officers of the Association with their respective addresses are as follows:

President
Phillip Kinard
1440 22nd Avenue
Tuscaloosa, AL 35401

Vice President
Billy Fields
1440 22nd Avenue
Tuscaloosa, AL 35401

Secretary/Treasurer
Yvonne Rhinehart
1440 22nd Avenue
Tuscaloosa, AL 35401

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ARTICLE VIII – DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as the initial Directors are:

Chairman
Phillip Kinard
1440 22nd Avenue
Tuscaloosa, AL 35401

Vice Chairman
Billy Fields
1440 22nd Avenue
Tuscaloosa, AL 35401

Secretary/Treasurer
Yvonne Rhinehart
1440 22nd Avenue
Tuscaloosa, AL 35401

ARTICLE IX – BY-LAWS

The Association as hereinabove provided shall have the power to adopt By-Laws for the regulation of its internal affairs and for all other purposes not inconsistent with the Constitution and Laws of the State of Alabama, and with these Articles of Incorporation.

ARTICLE X – INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except where the director or officer is adjudged guilty or willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE XI – AMENDMENT

Amendment of these Articles of Incorporation shall require the assent of three-fourths (3/4) of all the votes entitled to cast by the entire membership of the Association.

ARTICLE XII – DISSOLUTION

This corporation is not organized for pecuniary profit and no part of its net earnings shall inure to the benefit of any member, Director or individual. The corporation shall be dissolved upon the termination of the purpose for its existence and in the manner provided by the Laws of Alabama. Upon dissolution of the corporation, the assets of the corporation, if any, and all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind in nature, shall be used and distributed solely and exclusively in the manner provided by the Laws of Alabama governing this corporation as said Laws exist at the time of dissolution. However, the corporation shall not be dissolved, nor shall it dispose of the Common Areas of Limited Common Areas, by sale or otherwise, without first offering to dedicate the same to the public.

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W. Hardy McCallum - Probate Judge
Tuscaloosa County, Alabama

IN WITNESS THEREOF, Phillip Kinard, Billie Fields, and Yvonne Rhinehart, as
incorporators, have caused their names to be affixed hereto on this the 19th day of
JUNE, 2000.


Phillip Kinard


Billy Fields


Yvonne Rhinehart

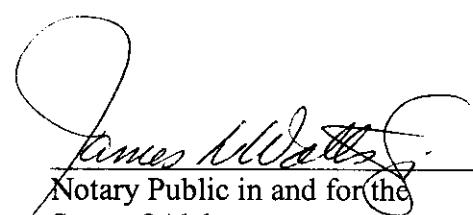
STATE OF ALABAMA
TUSCALOOSA COUNTY

Before me, the undersigned authority, a Notary Public in and for the State of Alabama at Large, personally appeared Phillip Kinard, Billy Fields, and Yvonne Rhinehart, the initial incorporators of Northwind Homeowner's Association, Inc., and who, after being by me first duly sworn, did depose and state that they are the initial incorporators of Northwind Homeowner's Association, Inc., and that they are authorized to make this verification as the incorporators of Northwind Homeowner's Association, Inc., an Alabama non-profit corporation, and that the facts contained in the above and foregoing Articles of Incorporation are true and correct.

Given under my hand and official seal this the 19th day of June, 2000.

My Commission Expires:

April 2002


Notary Public in and for the
State of Alabama

/ART INC

Book/Pg: 2000/1766

Term/Cashier: SCAN1 / pay

Tran: 1790.118031.167508

Recorded: 06-20-2000 14:42:17

PJF Probate Judge Fee

2.00

INC Incorporations

25.00

Total Fees: \$ 27.00