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Madison Cnty Judge of Probate,AL  
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**STATE OF ALABAMA**

**COUNTY OF MADISON**

**ARTICLES OF INCORPORATION  
OF  
SPENCER GREEN HOMEOWNERS ASSOCIATION, INC.**

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of the "Alabama Nonprofit Corporation Act" [1975 Code of Alabama Section 10-3A-1, et. seq.], the undersigned does hereby make and file the following Articles of Incorporation. Capitalized terms not defined herein shall have the meanings ascribed to them in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Spencer Green Subdivision filed or to be filed in the Public Records of Madison County, Alabama (the "Declaration").

**ARTICLE 1  
NAME**

The name of the corporation is SPENCER GREEN HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Association").

**ARTICLE 2  
DURATION**

The Association shall have perpetual duration.

**ARTICLE 3  
PURPOSE**

The Association is organized for the following purposes:

3.01 To be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of such association, and to exercise all rights and powers of such association, as specified therein, in the By-Laws of SPENCER GREEN HOMEOWNERS ASSOCIATION, INC. (hereinafter the "By-Laws"), and as provided by law;

3.02 To provide an entity for the furtherance of the interests of the owners of property subject to the Declaration (such property is hereinafter referred to as the "Development"); and

3.03 To own, operate, lease, sell, trade, or otherwise deal with such property, real or personal, as may be necessary or convenient in the administration of the Association.

**ARTICLE 4  
PURPOSES AND POWERS**

4.01 The Association shall have all of the common law and statutory powers of a nonprofit corporation which are not in conflict with the purposes of the Association, as set forth in these Articles, the Declaration, and the Non-Profit Corporation Act; and

4.02 In furtherance of its purposes, the Association shall have the following specific powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the board of directors of the Association:

- (a) to fix and to collect assessments or other charges to be levied;
- (b) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, declaration, or contract has a right or duty to provide such services;
- (c) to enforce covenants, conditions, or restrictions affecting any property to the extent that the Association may be authorized to do so under any declaration or By-Laws;

WOLFE JONES BOSWELL  
PICK-UP

- (d) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property within the Development;
- (e) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (f) to borrow money for any purpose as may be limited in the By-Laws;
- (g) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
- (h) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;
- (i) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;
- (j) to provide any and all supplemental municipal services as may be necessary or proper;
- (k) to employ personnel to perform the services required for proper operation of the Association;
- (l) to make additional improvements on and to the Association property;
- (m) to retain legal counsel at the expense of the Association and to enforce by legal action the provisions of the Declaration and the rules and regulations of the Association;
- (n) to acquire, by purchase or otherwise, Lots in the Community, and to hold, lease, mortgage, and convey the same.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

#### **ARTICLE 5 MEMBERS**

(a) The Owner of each Lot shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the By-Laws. Membership is appurtenant to, and inseparable from, ownership of a Lot.

The Association shall be two classes of membership, Class "A" and Class "B". The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights are specified in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

(b) Change of membership in the Association shall be established by recording in the Public ' Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

(c) The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

#### **ARTICLE 6 BOARD OF DIRECTORS**

The business and affairs of the Association shall be conducted, managed, and controlled by a board of directors. The number of directors shall be as provided in the By-Laws. The initial board of directors shall consist of three (3) members. Subsequently, the board may be increased as set forth in the By-Laws. The names and addresses of the initial board of directors are as follows:

Name	Address
Susan Leach	7545-A Highway 72W, Madison, Alabama 35758
Steve Leach	7545-A Highway 72W, Madison, Alabama 35758
Jeannie Samz	7545-A Highway 72W, Madison, Alabama 35758

The method of election and term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The board of directors may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

#### **ARTICLE 7 DISSOLUTION**

The Association may be dissolved only as provided in the Declaration, the By-Laws, and by the laws of the State of Alabama.

#### **ARTICLE 8 AMENDMENTS**

These Articles may be amended as provided by the Alabama Nonprofit Corporation Act, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

#### **ARTICLE 9 REGISTERED AGENT AND OFFICE**

The initial registered office of the Association is 7545-A Highway 72W, Madison, Alabama 35758, and the initial registered agent at such address is Michael W. Friday.

#### **ARTICLE 10 LIABILITY OF DIRECTORS, OFFICERS, AND COMMITTEE MEMBERS**

To the fullest extent that Alabama law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, and committee members, no director, officer, or committee member of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer, or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer, or committee member of the Association for or with respect to any acts or omissions of such director, officer, or committee member occurring prior to such amendments or repeal. The Association shall indemnify any director, former director, officer, former officer, committee member, or former committee member of the Association against liability to the fullest extent permitted under Alabama law.

#### **ARTICLE 11 INCORPORATOR**

The name and address of the incorporator is as follows:  
 Diltina Development Company, Inc.  
 7545-A Highway 72W  
 Madison, Alabama 35758

#### **ARTICLE 12 ASSOCIATION FUNDS AND PROPERTY**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein, and it may confer benefits on its Members in conformity with the Declaration and the purposes of the Association. On termination, the Association may make distributions to its Members as permitted by law, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. All funds and property acquired by the Association and all proceeds therefrom shall be held and used for the benefit of the Members of the Association in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 18 day of May, 2009.

  
DILITINA DEVELOPMENT COMPANY, INC.

\_\_\_\_\_  
Michael W. Friday  
Its President

This instrument prepared by:

Keith S. Jones, Esquire  
Wolfe, Jones, Boswell, Wolfe, Hancock & Daniel, LLC  
905 Bob Wallace Avenue  
Huntsville, Alabama 35801 Telephone  
Number: (256) 534-2205 Fax Number:  
(256) 534-0854

STATE OF ALABAMA  
MADISON COUNTY

OFFICE OF THE JUDGE OF PROBATE

CERTIFICATE OF INCORPORATION

OF

Spencer Green Homeowners Association, Inc.

I, the undersigned, Judge of Probate, Madison County, Alabama here certify that Articles of Incorporation for the incorporation of Spencer Green Homeowners Association, Inc. duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and found to conform to law and that the name of the corporation is now reserved with the Secretary of State of Alabama under reservation No. \_\_\_\_\_ dated \_\_\_\_\_.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation of Spencer Green Homeowners Association, Inc. and attached hereto a certified copy of the Articles of Incorporation.

Dated June 2, 2009.

Tommy Ragland  
Judge of Probate