

ARTICLES OF INCORPORATION

OF

THE "COVE" AT FOX HOLLOW HOMEOWNERS' ASSOCIATION

STATE OF ALABAMA  
ST, CLAIR COUNTY

The undersigned, desiring to organize a non-profit corporation under the provisions of the Alabama Non-Profit corporation Act (Act Number 578, Regular Session, 1955; Chapter 10, Section 203 through 263, of Title 10 Code of Alabama, 1940), with all the rights powers, privileges of a corporation organized under said Sections of said Code and under the Constitution and Laws of the State of Alabama, hereby make and file these articles of incorporation as required by the provisions of the said Alabama Non-Profit Corporation Act, and certify as follows:

FIRST

The name of the corporation shall be "The Cove at Fox Hollow" Homeowner's Association. This corporation shall be a part of the larger corporation that will include all the communities of Fox Hollow.

SECOND

The period for which the corporation shall exist shall be perpetual; however, its directors may terminate its existence pursuant to the provisions pertaining to the dissolution of the corporation hereinafter set out.

THIRD

The purposes for which it is formed are in general to maintain and increase the beauty, quality and value of "The Cove at Fox Hollow", thereby making the entire Fox Hollow Subdivision a premier residential community, while increasing the quality of life of the families who reside therein, and specifically, but not in limitation of the foregoing, to receive, hold, manage, use and dispose of properties of all kinds, real and/or personal.

Without in any way limiting the foregoing stated purposes, and in addition to those powers specifically granted by The Alabama Non-Profit Corporation Act, the corporation shall have the following powers:

- (a) To acquire, accept, administer and disburse moneys and properties of every kind, character and description, or to hold in trust moneys and properties, devised,

granted, bequeathed, donated or otherwise given the corporation, in such manner as it deems appropriate for the purpose of furthering the objects and activities of the Association, subject to any restrictions imposed or conditions applying to any assets thus accepted.

- (b) Powers granted hereunder shall be limited to those necessary to the accomplishment of the purposes of the organization

#### FOURTH

The corporation shall have no members or classes of members initially. However, the by-laws may provide for members to include homeowners in Fox Hollow Subdivision whose dues are not in arrears.

#### FIFTH

There shall be five (5) directors of the corporation. The following described persons and officers shall, during their terms of office, be members of the Board of Directors and shall serve Ex Officio:

- (a) The President of the Corporation
- (b) Vice-President of the Corporation
- (c) Secretary of the Corporation
- (d) Treasurer of the Corporation
- (e) Past President of the Corporation

2004 509  
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INCORPORATION Book & Page  
05-10-2004 09:54:12 AM

The number of members of the Board of Directors may be increased or decreased by amendment of the By-Laws. Such additional directors shall be elected by and all directors shall serve at the pleasure of the members of the Association. Upon death or resignation of any member of the Board of Directors automatically holding office as such director, the person assuming his duties shall become a member of the Board. Upon the death or resignation of any other director as may be later provided for in the By-Laws, in the event that any member named herein should fail, refuse, or be unable to serve, the remaining board members shall have power to fill the vacancy. Directors once elected or appointed shall exercise full powers until their successor shall be elected or appointed. Directors shall be elected for a term of one (1) year.

#### SIXTH

The Board of Directors shall have the following power which may be exercised by them by a majority vote of those directors present at any duly called meeting attended by a majority of the directors:

- (a) To enact such rules and By-Laws for the government of the corporation as the performance of its functions shall require, including but not limited to, providing for officers and committees to which any part of the powers herein granted may

be delegated, as they deem necessary, from time to time, and their terms of office, provided that no such rules and By-Laws shall be interpreted so as to conflict with any present or future provisions of the Constitution or Laws of the State of Alabama, or with any of the provisions of these Articles of Incorporation, or with any provision of the laws of the United States of America under which contributions to the corporation may be considered as deductible on income, gift or state tax returns of the donor.

- (b) To terminate the existence of this corporation, but upon such other termination or dissolution, all funds and assets, after the deduction there from of any expenses of dissolution and liquidation, shall be paid over to the City of Pell City of the State of Alabama, if such be in existence and, at the time, be approved as an organization to which gifts are deductible on income, gift, and estate tax returns, and if not, to the State of Alabama for the purpose of beautifying and maintaining the Alabama State Parks.
- (c) To designate from time to time at least three of the members of the Board of Directors to serve as an Executive Committee of the Board, with such powers and authority as may be granted it by the Board of Directors.
- (d) To designate a member or members to serve on the Board of Directors of the master Fox Hollow Home Owners association.

#### SEVENTH

The corporation shall not be authorized to issue shares of stock. There shall be no personal or individual liability of any character of any director or officer for any debts or obligations of the corporation.

#### EIGHTH

The developer shall appoint the members of the Board of Directors until the association is turned over to the Homeowners. Membership on this board will not be limited to homeowners of The Cove.

The name(s) and address(es) of the first Board of Director(s) who shall hold office until the election of their successors, is/are as follows:

\_\_\_\_\_  
President

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State, Zip

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Vice President

Address

City, State, Zip

Secretary

Address

City, State, Zip

Treasurer

Address

City, State, Zip

Past President

Address

City, State, Zip

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INCORPORATION Book & Page

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Wallace Wyatt Jr - Probate Judge

St. Clair County, Alabama

Book/Py: 2004/508

Term/Cashier: \$ RECORD / Lead

Trans: 2624.60875.85806

Recorded: 05-10-2004 09:55:55

CER Certification Fee

1.00

PJF Special Index Fee

5.50

INC Incorporation

25.00

Total Fees: \$ 31.50

#### NINTH

The principal and registered office of the corporation shall be located at 75 Plaza Drive -- Pell City, Al 35125. Registered Agent of the Corporation shall be the developer until such time as the association is turned over to the Homeowners.. + (M&D Pell City, LLC)


The names and title of the incorporator is as follows:

Allen McWilliams, Member

M & D Pell City LLC

Fox Hollow Subdivision

IN WITNESS WHEREOF, we the undersigned incorporators have hereunto set our hands and seals this the 26 day of April, 2004.

 (L.S.)

STATE OF ALABAMA  
DOMESTIC NON-PROFIT CORPORATION  
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION GUIDELINES  
INSTRUCTIONS (PLEASE TYPE)

2004 760  
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07-15-2004 10:34:34 AM  
Wallace Wyatt Jr - Probate Judge  
St. Clair County, Alabama

FILE THE ORIGINAL AND TWO COPIES IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. IF THE AMENDMENT CHANGES THE NAME, THE SECRETARY OF STATE'S FEE IS \$10. OTHERWISE, THERE IS NO FEE FOR FILING A NON-PROFIT AMENDMENT. THE PROBATE JUDGE'S MINIMUM FEE FOR FILING AN AMENDMENT IS \$10.

PURSUANT TO THE PROVISIONS OF THE ALABAMA NONPROFIT CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT.

Article I The name of the corporation:  
The Cove at Fox Hollow Homeowner's Assoc.

Article II The following amendment was adopted:  
July 14, 2004. Amendment Attached.

Article III The date of the meeting of the members where the amendment was adopted, a quorum was present, and the amendment received at least two-thirds of the votes entitled to be cast.

Article IV If there was no meeting, attach a statement that such amendment was adopted by written consent and signed by all members entitled to vote.

Article V If there are no members or no members are entitled to vote, attach a statement indicating this fact, the date of the Board of Directors meeting at which the amendment was adopted, and that the amendment was adopted by the vote of a majority of the directors in office.

Date: July 14, 2004

[Signature]  
Signature of President or Vice President

STATE: Alabama

[Signature]  
Signature of Secretary or Assistant Secretary

COUNTY: St. Clair

BEFORE ME THE UNDERSIGNED AUTHORITY IN AND FOR SAID COUNTY AND STATE, PERSONALLY APPEARED Allen McWilliams WHO BEING BY ME FIRST DULY SWORN, BOTH DEPOSE AND SAY THAT HE/SHE IS THE Member OF M+D Bell City LLC, AN ALABAMA CORPORATION, AND THAT THE FOREGOING STATEMENTS CONTAINED IN THIS AMENDMENT ARE TRUE, FULL AND CORRECT.

[Signature]  
SIGNATURE OF OFFICER ABOVE

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS THE 14th DAY OF July 2004, IN WITNESS WHEREOF I HERETO SUBSCRIBE MY NAME AND AFFIX THE SEAL OF MY OFFICE.

[Signature]  
SIGNATURE OF NOTARY PUBLIC  
MY COMMISSION EXPIRES: Feb 6, 2005  
2/6/06  
MY COMMISSION EXPIRES:

The Cove at Fox Hollow Homeowner's Association

July 14, 2004

The following are appointed as the initial members of The Cove at Fox Hollow Homeowner's Association.  
Until this appointment was made there were no members entitled to vote.

President: Allen McWilliams  
75 Plaza Drive  
Pell City, AL 35125

Vice President: Mickey Grills  
75 Plaza Drive  
Pell City, AL 35125

Secretary: Shannon Harper  
75 Plaza Drive  
Pell City, AL 35125

Treasurer: Earl Strickland  
75 Plaza Drive  
Pell City, AL 35125

Past President: David Nooney  
75 Plaza Drive  
Pell City, AL 35125

Allen McWilliams  
Development Member  
M & D Pell City LLC

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Book/Pgs: 2004/760  
Term/Cashier: S RECORD1 / Lead  
Tran: 2717.63657.94611  
Recorded: 07-15-2004 10:35:16  
CER Certification Fee 1.00  
PJF Special Index Fee 5.50  
INC Incorporation 10.00  
Total Fees: \$ 16.30

AMENDMENT TO  
ARTICLES OF INCORPORATION

OF

THE "COVE" AT FOX HOLLOW HOMEOWNERS' ASSOCIATION

TO THE HONORABLE WALLACE WYATT, JR., PROBATE JUDGE

I, the undersigned, a member and incorporator of The "Cove" at Fox Hollow Homeowners Association, do hereby file the following Amendment to the Articles of Incorporation, heretofore executed on the 26<sup>th</sup> day of April 2004 and subsequently filed in this Honorable Court on the 10<sup>th</sup> day of May 2004, pursuant to the laws of the State of Alabama:

FIRST

NAME

The name of the corporation is amended and hereby changed to: The Fox Hollow Homeowners' Association.

SECOND

MISCELLANEOUS

Any and all other references to The "Cove" at Fox Hollow Homeowners Association contained in the Articles of Incorporation and any and all other corporate documents for the same shall be and are hereby amended to read The Fox Hollow Homeowners Association.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name on this 14<sup>th</sup> day of Feb., 2006.

  
Allen McWilliams, Member

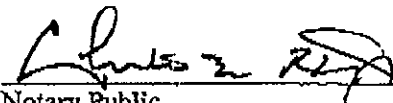
STATE OF ALABAMA     )  
ST. CLAIR COUNTY    )

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Allen McWilliams, whose name is signed to the foregoing Amendment to the Articles of Incorporation of The Cove at Fox Hollow Homeowners Association, and who is known to me to be the party to

2006 794  
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St. Clair County, Alabama

same, acknowledged before me on this day that, being informed of the contents of said Amendment to the Articles of Incorporation of The Cove at Fox Hollow Homeowners Association, he executed the same bears date and said certification is the act and deed of the signer and the facts stated therein are true.

Given under my hand and official seal this the 14<sup>th</sup> day of Feb, 2006.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 2/14/9

2006 795  
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Book/Pg: 2006/794  
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Tran: 3657.94742.144180  
Recorded: 06-07-2006 09:07:01  
CER Certification Fee 1.00  
PJF Special Index Fee 3.50  
INC Incorporation 10.00  
Total Fees: \$ 16.50