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STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT
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1988 DEC 20 PM 3:46

ARTICLES OF INCORPORATION

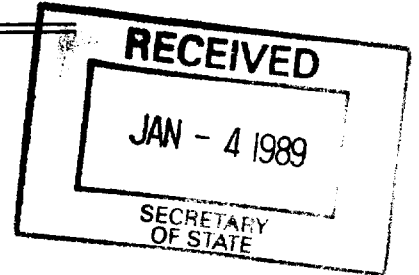
OF

HUNTINGTON ASSOCIATION, INC.

A Nonprofit Corporation

RECORDED & ... MTC. TAX & S.
DEED TAX HAS BEEN P. ON THIS INSTRUMENT

George R. Bynum
JUDGE OF PROBATE



ARTICLE I

NAME

1.1 The name of the Corporation is "Huntington Association, Inc."

ARTICLE II

DURATION

2.1 The period of duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

3.1 The objects and purposes of the Corporation and the powers it may exercise are as follows:

(a) To provide residential subdivision management of Huntington Park subdivision in Homewood, Alabama.

(b) To exercise any power granted to nonprofit corporations by Chapter 3A of Title 10 of the Code of Alabama 1975, as the said chapter may be amended or supplemented from time to time.

3.2 The Corporation shall possess and exercise all the powers and privileges granted by the Alabama Nonprofit Corporation Act or by any other law of the State of Alabama, together with all powers necessary or convenient to the conduct or promotion of the activities or purposes of the Corporation (limited only by

the restrictions set forth in these Articles of Incorporation), including, but not limited to, the following powers:

(a) to have perpetual succession under its corporate name;

(b) to sue and be sued, complain and defend, in its corporate name;

(c) to have a corporate seal which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(d) to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, tangible or intangible, or any interest therein, wherever situated;

(e) to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(f) to lend money to its employees other than its officers and Directors and otherwise to assist its employees, officers and Directors;

(g) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

(h) to make contracts, guarantees, and indemnity agreements and incur liabilities, to borrow money at such rates of interest as the Corporation may determine, to issue its notes, bonds, and other obligations, and to secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, to any extent not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time;

(i) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) to conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Alabama Nonprofit Corporation Act in any state, territory, district, or possession of the United States, or in any foreign country;

(k) to elect or appoint officers and agents of the Corporation, who may be Directors or members, and to define their duties and fix their compensation;

(l) to make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of Alabama, for the administration and regulation of the affairs of the Corporation;

(m) to make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities;

(n) to indemnify any Director or officer or former Director or officer of the Corporation, or any person who may have served at its request as a Director or officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty; and to make any other indemnification that shall be authorized by these Articles of Incorporation or the Bylaws, vote of the Board of Directors, or resolution adopted after notice by the members entitled to vote, if any;

(o) to pay pensions and establish pension plans or pension trusts for any or all of its Directors, officers and employees;

(p) to cease its corporate activities and surrender its corporate franchise;

(q) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

3.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors or officers, or to other private persons, except that the Corporation 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.

3.4 The foregoing Sections of this Article III shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Corporation expressly conferred by law, except as expressly stated.

ARTICLE IV

MEMBERS

4.1 The number, classes, powers and authority of the members, if any, of the Corporation shall be as set forth in the Bylaws of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

5.1 The number of Directors constituting the initial Board of Directors of the Corporation shall be three. The names and addresses of the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
M. Ford Waters	1318 Alford Avenue, Suite 202 Birmingham, Alabama 35226
James P. Balthrop	1318 Alford Avenue, Suite 202 Birmingham, Alabama 35226
Joe Mizerany	1318 Alford Avenue, Suite 202 Birmingham, Alabama 35226

After the filing of these Articles of Incorporation, the number of Directors, the classes of Directors (if any), the terms of service of the Directors and the power and the authority of Directors of the Corporation may be established or changed from time to time by amending the Bylaws of the Corporation; provided, however, that at no time shall there be fewer than three Directors of the Corporation.

5.2 The initial Directors shall hold office until their successors shall have been elected or appointed. Thereafter, the Directors shall have terms of office and shall serve as provided in the Bylaws of the Corporation.

5.3 There shall be no personal or individual liability of any member, Director or officer for any debts, liabilities or obligations of the Corporation of any kind whatsoever, for omissions with respect to the Corporation, or for acts done as an agent of the Corporation unless such liability is due to the gross negligence, willful or wanton misconduct or fraud of such member, Director or officer.

5.4 A Director may be removed from office, with or without cause, by the affirmative vote of two-thirds of the whole Board of Directors held at a meeting called for such purpose.

ARTICLE VI
DISSOLUTION

6.1 Upon the dissolution of the Corporation, its assets shall be applied and distributed as follows:

(a) all liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(b) assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

(c) assets received and held by the Corporation subject to limitations shall be transferred or conveyed pursuant to a plan of distribution adopted pursuant to the Alabama Nonprofit Corporation Act; and

(d) any remaining assets may be distributed to such persons (other than members, Directors or officers of the Corporation), societies, organizations or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted pursuant to the Alabama Nonprofit Corporation Act.

ARTICLE VII
AMENDMENT

7.1 These Articles of Incorporation may be amended from time to time by the vote of a majority of all the Directors then in office; provided, however, that no such amendment shall be made which would in any way result in the operation of the Corporation for the private advantage or pecuniary profit of any Director or member thereof or permit the operation of the Corporation for any purpose other than the purposes allowed by Alabama Nonprofit Corporation Act, as amended or substituted.

ARTICLE VIII
REGISTERED AGENT

8.1 The address of the initial registered office of the Corporation is 1318 Alford Avenue, Suite 202, Birmingham, Alabama 35226. The name of the initial registered agent of the Corporation at such address is M. Ford Waters.

**ARTICLE IX
INCORPORATOR**

9.1 The name and address of the incorporator of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
W. Howard Donovan, III	800 First National-Southern Natural Building Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned, acting as incorporator of the Corporation named herein in accordance with the Alabama Nonprofit Corporation Act, executes these Articles of Incorporation this 20th day of December, 1988.



W. Howard Donovan, III

This instrument prepared by:

W. Howard Donovan, III
Haskell Slaughter & Young,
Professional Association
800 First National-Southern Natural Building
Birmingham, Alabama 35203

State of Alabama
Jefferson County

I, the Undersigned, as Judge of the Court of Probate,
in and for said County, in said State, hereby certify that
the foregoing is a full, true and correct copy of the instru-
ment with the filing of same as appears of record in this
office in Vol. 2521 Record of Real
on page 971

Given under my hand and official seal, this the 20
day of Dec 1988.

O H Florence
Judge of Probate

State of Alabama
Jefferson County

CERTIFICATE OF _____ INCORPORATION _____

OF

"HUNTINGTON ASSOCIATION, INC." _____

The undersigned, as Judge of Probate of Jefferson County, State of Alabama, hereby certifies that _____ Articles of

INCORPORATION _____

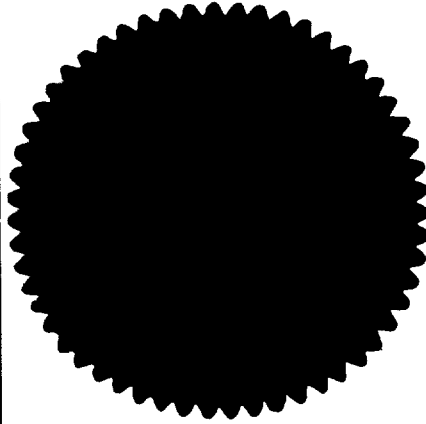
duly signed and verified pursuant to the provisions of Alabama _____ CORPORATION Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby, issues this Certificate of _____ INCORPORATION _____

of "HUNTINGTON ASSOCIATION, INC." _____

and attaches hereto a copy of the _____ Articles of _____ INCORPORATION _____

Given Under My Hand and Official Seal on this the _____ 20 _____ day of _____ DECEMBER _____, 19 _____ 88 .



O. H. Lawrence
Judge of Probate