

ARTICLES OF INCORPORATION
OF
WILLOW POINE CONDOMINIUM CORPORATION
ASSOCIATION

In compliance with the requirements of the Alabama Non-Profit Corporation Act (Section 10-3-1. et seq.) 1975, Code of Alabama, 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 corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Willow Pointe Condominium Corporation, hereafter called the "Association".

ARTICLE II

The initial office of the Association is located at 2107 West Ferry way, Huntsville, Alabama 35801.

ARTICLE III

Dennis E. Clowers, whose address is 2107 West Ferry Way, Huntsville, Alabama is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the residence Condominium Units and Common Area within that certain tract of property described as:

Lot one, block two, Willow Springs,
according to the plat thereof recorded in the
office of the Probate Judge of Madison
County, Alabama, in Plat Book 13, Page 62,
et sec.;

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction or this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Probate Judge of Madison County, 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;

(b) 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;

(c) 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 in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed to trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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

(f) have and to exercise any and all powers rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Alabama by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to any may not be separated from ownership of any Condominium Unit which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class I. Class I members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Condominium Unit owned. When more than one person holds an interest in any Condominium Unit, all such persons shall be members. The vote for such Condominium Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Condominium unit.

Class II. The Class II member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Condominium Unit owned. The Class II membership shall cease and be converted to Class I membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class I membership is 50;
- (b) on March 1, 1991.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this association shall be managed by a Board of nine (9) Directors, who need not be members of the Association, provided however, the initial Board to serve until the first annual meeting shall consist of only five (5) directors. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME

ADDRESS

Dennis E. Clowers

2107 West Ferry Way
Huntsville, AL 35801

Patricia L. Clowers

2107 West Ferry Way
Huntsville, AL 35801

Allen Powers

2107 West Ferry Way
Huntsville, AL 35801

Gary Gray

2107 West Ferry Way
Huntsville, AL 35801

Joe L. Payne

P. O. Drawer 527
Huntsville, AL 35804

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an 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 to be devoted to such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class II membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS THEREOF, for the purpose of forming this 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 22 day of March, 1985.

THE ORIGINAL OF THIS DOCUMENT SIGNED BY:

DENNIS E. CLOWERS

PATRICIA L. CLOWERS

JOE L. PAYNE

And notarized 22 March 1985 by

EDNA M. O'REAR

THE ORIGINAL INSTRUMENT WAS PREPARED BY
JOE L. PAYNE of HUNTSVILLE, ALABAMA