

STATE OF ALABAMA
COUNTY OF BALDWIN

**ARTICLES OF INCORPORATION
OF
AUDUBON PROPERTY OWNERS ASSOCIATION, INC.**

State of Alabama, Baldwin County
I certify this instrument was filed
and taxes collected on:
2006 October -30 1:40PM
Instrument Number 1010994 Pages 7
Recording 25.00 Mortgage
Deed Min Tax
Index DP 5.00
Archive 5.00
Adrian T. Johns, Judge of Probate

BE IT KNOWN that the undersigned, **Bentley Oaks, LLC**, an Alabama limited liability company, acting as incorporator of a corporation under the laws of the State of Alabama, and in particular, the "Alabama Nonprofit Corporation Act" (Chapter 3A, Code of Alabama, 1975, as amended) does hereby adopt the following Articles of Incorporation for such corporation

ARTICLE I

NAME The name of the corporation shall be Audubon Property Owners Association, Inc (hereinafter referred to as the "Corporation")

ARTICLE II

PERIOD OF DURATION The period of duration of the Corporation shall be perpetual unless terminated according to the terms of these Articles

ARTICLE III

PURPOSE The purposes for which the Corporation is organized are

1 To furnish all services reasonably necessary, for the health, comfort, safety, welfare and enjoyment of the lot owners of the subdivisions known as Audubon, Phase I, according to plat thereof recorded in Slide 2299 E and Slide 2299 F of the records in the Office of the Judge of

1010994

Probate of Baldwin County, Alabama, and all future phases of Audubon developed by the Developer (collectively “the subdivision”)

2 To own, manage and control all of the common areas and improvements thereon located within the exterior boundaries of said subdivision which are intended to be devoted to the common use and enjoyment of the owners of lots in said subdivision, including, but not by way of limitation, the maintenance of any decorative fences, street islands and detention ponds for storm water drainage, and

3 To assess, collect and direct the proper disbursement of the lot owners' pro rata shares of the costs and expenses incurred in the carrying out of said purposes in accordance with these Articles, the By-Laws and rules and regulations adopted in connection herewith and the restrictive covenants adopted for said subdivisions

ARTICLE IV

GENERAL POWERS

The powers of the Corporation are as follows

1 The Corporation shall have the power to own, accept, acquire, mortgage and dispose of real and personal property, and to obtain, invest and retain funds, in advancing the purposes stated in Article III above

2 The Corporation shall have the power to transact all business being not for profit consistent with the purposes for which this Corporation is organized and to protect the lawful rights and interests of its members in connection therewith

ARTICLE V

NAMES AND ADDRESSES OF INCORPORATORS The name and address of the incorporator hereof is as follows

Bentley Oaks, LLC
41 West I-65 Service Rd N, Suite 300
Mobile, Alabama 36608

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS There shall be two (2) separate classes of membership – Class A Membership consisting of the owners of the Lots within the subdivision, and Class B Membership consisting of the Developer. The members of the Corporation shall be all of the record owners of lots within said subdivision, Phases I, II, III and IV, if and when built. Membership in the Corporation shall be established by recording in the Baldwin County, Alabama, Probate Court records of a deed of conveyance transferring record title to a lot in said subdivision and the delivery to the Corporation of an executed true copy of said deed. The owner designated by such instrument shall thereby automatically become a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any lot in said subdivision.

Each member shall be entitled to one (1) vote for each lot owner. When more than one (1) person holds an interest in any lot all such persons shall be members. The vote for such lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one (1) vote be cast with respect to any single lot.

ARTICLE VII

NOT FOR PROFIT CORPORATION

The Corporation shall be without capital stock, will not be operated for profit and will not distribute gains, profits or dividends to any of its members. The members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation. The purposes of the Corporation shall be served without pecuniary profit to any director or member of the Corporation.

ARTICLE VIII

NAME AND ADDRESS OF INITIAL REGISTERED AGENT The location and mailing address of the initial registered office of the Corporation is as follows:

Location 6324 Piccadilly Square Drive
 Mobile, Alabama 36609

and the name of the initial registered agent at such address is:

Stephen Schuhmann

ARTICLE IX

BOARD OF DIRECTORS Except as provided herein, the affairs of the Corporation shall be managed by a Board of not less than three (3) directors, who must be members of the Corporation.

Until such time as a Board of Directors shall be elected according to the provision contained in the By-Laws, the affairs of the Corporation shall be governed by an Interim Board of Directors, which directors need not be members of the Corporation, composed of the following persons:

<u>Name</u>	<u>Address</u>
Joseph J Campus, Jr	6324 Piccadilly Square Dr Mobile, Alabama 36609
Stephen Schuhmann	6324 Piccadilly Square Dr Mobile, Alabama 36609
David Kahalley	6324 Piccadilly Square Dr Mobile, Alabama 36609

ARTICLE X

INDEMNIFICATION The Corporation shall indemnify every officer and director of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding, if approved by the then Board of Directors of the Corporation) to which he may be made a party by reason of being or having been an officer or director of the Corporation, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Corporation shall not be liable to the members of the Corporation for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the Corporation and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Corporation may be entitled.

The directors shall exercise their powers and duties in good faith and with a view to the interest of the Corporation and the subdivision. No contract or other transaction between the Corporation and any corporation, firm or association (including the Developer) in which one (1) or more of the directors of the Corporation is a director or officer or is pecuniarily or otherwise interested, shall be either void or voidable for such reason or because such director or directors are present at the meeting of the Board of Directors or any of the committee thereof which authorizes or approves the contract or transaction or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following paragraphs exists:

(a) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes and the Board authorizes, approved or ratified such contract or transaction in good faith by a vote sufficient for the purpose, and

(b) The fact of the common directorate or interest is disclosed or known to the members or a majority thereof and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose, and

(c) The contract or transaction is commercially reasonable to the Corporation at the time it is authorized, ratified, approved or executed

Common or interested directors may be counted in determining the presence of a quorum at any meeting of the Board of Directors or committee thereof which authorizes, approves or ratified any contract or transaction and may vote thereat to authorize any contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested

ARTICLE XI

ASSESSMENTS To provide the total sum necessary for the insurance, reserve fund for replacements, maintenance and operation of the common areas and improvements within the subdivision, each member for each lot owned shall be assessed with and pay such member's proportionate share of the total amount necessary for such purposes to the Corporation

The covenants and conditions relating to said assessments are set forth in the recorded restrictive covenants applicable to said subdivisions as same may be amended from time to time, which covenants and conditions are incorporated herein by reference

IN WITNESS WHEREOF, the undersigned incorporator has caused these presents to be executed on this the 26 day of October, 2006

BENTLEY OAKS, LLC

By Stephen Schumann
STEPHN SCHUHMAN
Its Authorized Agent

This Instrument Prepared By
Douglas L Anderson, Esq
BOWRON, LATTA & WASDEN, P C
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