

**ARTICLES OF INCORPORATION  
OF**



**BUENA VISTA RV RESORT PROPERTY OWNERS ASSOCIATION, INC.**

By these Articles, the undersigned incorporator over the age of Nineteen (19) hereby executes the following for the purpose of forming a not for profit corporation under the Alabama Nonprofit Corporation Act, §10-3A-1 et seq., Code of Alabama (1975), and verifies as follows:

**ARTICLE I  
NAME AND DEFINITIONS**

The name of the corporation shall be BUENA VISTA RV RESORT PROPERTY OWNERS ASSOCIATION, INC., herein referred to as the "Corporation," and the terms used herein shall have the meaning for each stated in the Alabama Nonprofit Corporation Act, §10-3A-1, et seq., Code of Alabama (1975) (hereinafter referred to as the "Act").

**ARTICLE II  
PURPOSE**

The Corporation is organized for the purpose or purposes of transacting any and all lawful business, including but not limited to the following:

(1) To maintain, operate and manage the resort known as BUENA VISTA RV RESORT, located at 23601 Perdido Beach Boulevard, Orange Beach, Baldwin County, Alabama, and to do all things incident, necessary, convenient, expedient, ancillary, or in aid of the accomplishment of the foregoing.

(2) 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 Resort.

### **ARTICLE III POWERS**

3.01. Implied Powers. The Corporation shall have all of the common law and statutory powers of a not for profit corporation which are not in conflict with the purposes of the Corporation as set forth in this Article and the Act.

### **ARTICLE IV CORPORATION FUNDS**

The Corporation shall pay no dividend, and shall distribute no part of its income to its Members, Directors, or Officers. Nevertheless, the Corporation may pay compensation in a reasonable amount to its Members, Directors, and Officers for services rendered, and it may confer benefits on its Members in conformity with the purposes of the Corporation. No such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. All funds and property acquired by the Corporation and all proceeds therefrom shall be held and used for the benefit of the Members of the Corporation in accordance with the provisions of these Articles and the By-Laws.

### **ARTICLE V MEMBERS**

5.01. Qualification. The sole qualification for membership shall be Ownership of a Lot in the Resort. No membership may be separated from the Lot to which it is appurtenant.

5.02. Certification of Membership. This Corporation shall issue no shares of stock of any kind or nature whatsoever.

## **ARTICLE VI DIRECTORS**

6.01. Number. The property, business, and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but which shall consist of not less than three Directors nor more than five Directors. Except as may otherwise be provided in the By-Laws, each Director shall be a person entitled to cast a vote in the Corporation.

6.02. Election. Directors may be designated or elected and removed, and vacancies on the Board of Directors shall be filled as provided in the By-Laws.

6.03. Authority. All of the duties and powers of the Corporation existing under the Act, these Articles, and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by the Members, these Articles, or the By-Laws.

6.04. Initial Directors. The names and addresses of the three members of the initial Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

Michael F. Miller  
P. O. Box 65  
Orange Beach, Alabama 36561

Jimmy V Grantham  
20318 Cty. Rd 8 East  
Gulf Shores, Alabama 36542

T. Deven Moore  
7823 Highway 59 S  
Foley, Alabama 36535

## **ARTICLE VII OFFICERS**

The affairs of the Corporation shall be administered by the officers designated in accordance with the By-Laws. The names and addresses of the officers who shall serve until the election or appointment of their successors in accordance with the By-Laws are as follows:

President: Michael F. Miller  
P. O. Box 65  
Orange Beach, AL. 36561

Secretary/Treasurer: Jimmy V Grantham  
20318 County Rd 8 East  
Gulf Shores, AL 36542

## **ARTICLE VIII DURATION**

The duration of the Corporation shall be perpetual or until dissolved in accordance with the provisions of the Act.

## **ARTICLE IX DISSOLUTION**

The corporation may be terminated by the unanimous vote of the directors. Upon termination of the Corporation, the directors shall distribute the remaining corporate assets to such one or more charitable organizations selected by the directors, each of which is organized and operated exclusively for charitable purposes and which at the time of distribution shall qualify for exemption under Section 501(c)(3), of the Internal Revenue Code of 1986, as from time to time amended (the "Code"), in such proportions among such organizations as the

directors shall decide.

**ARTICLE X  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 23601 Perdido Beach Boulevard, Orange Beach, Alabama 36561 and the name of the initial agent at that address is Michael F. Miller, whose mailing address is P.O. Box 65, Orange Beach, Alabama 36561.

**ARTICLE X  
INCORPORATORS**

The name and address of the Incorporator of the Corporation is:

Michael F. Miller  
P. O. Box 65  
Orange Beach, AL. 36561

6<sup>th</sup> IN WITNESS WHEREOF, the Incorporator has hereto affixed his signature this day of December, 2012.

INCORPORATOR:



MICHAEL F. MILLER

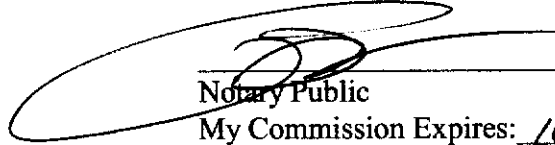
STATE OF Alabama )

COUNTY OF Baldwin )

I, T.D. Moore, the undersigned authority, a Notary Public in

and for said County in said State, hereby certifies that Michael F. Miller whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he, as its Incorporator and with full authority, executed the same voluntarily.

Given under my hand and seal this the 6<sup>TH</sup> day of DECEMBER, 2012.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 10/18/15

**THIS INSTRUMENT PREPARED BY:**

Jule R. Herbert Jr.  
Herbert Law Firm LLC  
224 W 19<sup>th</sup> Ave, Professional Court Bldg F  
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Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

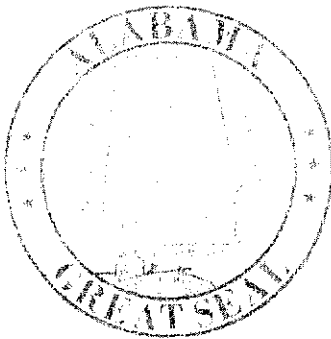
**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Buena Vista RV Resorts Property Owners Association, Inc.**

This domestic business corporation is proposed to be formed in Alabama and is for  
the exclusive use of T. Deven Moore, 7823 Highway 59 S, Foley, AL 36535 for a  
period of one hundred twenty days beginning January 17, 2013 and expiring May  
18, 2013.

In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.



618-858

January 17, 2013

Date

*Beth Chapman*

Beth Chapman

Secretary of State