

STATE OF ALABAMA)

COUNTY OF BALDWIN)

BALDWIN COUNTY, ALABAMA
JUDGE ADRIAN T. JOHNS
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RESTATED ARTICLES OF INCORPORATION
OF

PHOENIX VII ASSOCIATION, INC.
(an Alabama Non-Profit Corporation)

By these amended Articles, the undersigned natural person, over the age of nineteen (19), acting as the Incorporator 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 the Alabama Uniform Condominium Act of 1991, § 35-8A-101 et seq., *Code of Alabama, 1975*, (hereinafter referred to as the "Acts") adopts the following RESTATED ARTICLES OF INCORPORATION.

ARTICLE I
NAME AND DEFINITIONS

The name of the corporation is PHOENIX VII ASSOCIATION, INC. The corporation is herein referred to as the "Association", and the terms used herein shall have the meaning for each stated in the Acts and the Declaration of Condominium of Phoenix VII, a Condominium (the "Declaration") as recorded in the Public Records of Baldwin County, Alabama, unless the context otherwise requires.

ARTICLE II
PURPOSES

The Association is organized for the purpose or purposes of transacting any and all lawful business and maintaining, operating and managing the condominium known as Phoenix VII, a Condominium located in Orange Beach,

Baldwin County, Alabama, and to do all things incident, necessary, convenient, expedient, ancillary, or in aid of the accomplishment of the foregoing.

ARTICLE III POWERS

The Association shall have the power to exercise all powers, duties, and authority vested in the Association by the Acts, the Declaration, the By-Laws or these amended Articles.

ARTICLE IV ASSOCIATION FUNDS AND PROPERTY

The Association shall pay no dividend, and shall distribute no part of its income to its Members, Directors, or Officers. Nevertheless, the Association may pay compensation in a reasonable amount to its Members for services rendered to the Association in conformity with the Declaration of Condominium and the purposes of the Association. The Association may pay its Directors and Officers reasonable out-of-pocket expenses which are consistent with their duties and responsibilities as set forth in the Declaration and the By-Laws. On termination, the Association may make distributions to its Members as permitted by law, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. All funds and property acquired by the Association and all proceeds therefrom shall be held and used for the benefit of the Members of the Association in accordance with the provisions of the Declaration, these amended Articles and the By-Laws.

ARTICLE V MEMBERS

5.01 Qualification. The Members of the Association shall consist of all of the Unit Owners of record in Phoenix VII, a Condominium.

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

5.03 Change in Membership. Change of membership in the Association shall be established by the recording in the public records of Baldwin County, Alabama, of a deed or other instrument establishing a record title to a Condominium Unit, and delivery to the Association of a certified copy of such instrument. The new Unit Owner designated by such instrument shall thereupon become a Member of the Association, and the membership of the prior Unit Owner shall thereby be terminated.

5.04 Transfer of Membership. The membership of a Member in the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to such Member's Unit.

5.05 Meetings. The By-Laws, subject to any proviso therein, shall provide for an annual meeting of Members and may provide for regular and special meetings other than the annual meeting.

5.06 Voting. The owner of each Unit shall be entitled to the number of votes specified in the Declaration of Condominium for that unit. The manner of exercising voting rights shall be determined by the By-Laws.

ARTICLE VI DIRECTORS

6.01 Number. The property, business, and affairs of the Association shall be managed by a Board of Directors which shall consist of not less than three (3) Directors or more than seven (7) Directors as shall, from time to time, be determined and fixed by a vote of a majority of the voting rights present at any annual meeting of the Members. Except as may otherwise be provided in the

Declaration and By-Laws, each Director shall be a person entitled to cast a vote in the Association.

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 Declaration and By-Laws.

6.03 Authority. All of the duties and powers of the Association existing under the Acts, the Declaration of Condominium, these amended Articles, and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required by the Acts, the Declaration, these amended Articles, or the By-Laws.

6.04 Initial Directors. The names and addresses of the six (6) Directors, who shall hold office until the election or appointment of their successors, are as follows:

NAME	ADDRESS
Billy M. Cline	228 McCollum Drive Forrest City, AR 72335
Rich Robinson	681 Founders Park Drive West Hoover, AL 35226
Sharon McGarry	407 Private Drive Henderson, TN 37075
John McCarty	Post Office Box 13 Harperville, MS 39080
Jack Joyner	281 Tom Reeves Drive Carrollton, GA 30117

Stan Moss

Phoenix VII, Unit 213
26802 Perdido Beach Boulevard
Orange Beach, AL 36581

ARTICLE VII OFFICERS

The affairs of the Association 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:

NAME	OFFICE	ADDRESS
Billy M. Cline	President	228 McCollum Drive Forrest City, AR 72335
Rich Robinson	Vice President	681 Founders Park Drive West Hoover, AL 35226
Sharon McGarry	Secretary/Treasurer	407 Private Drive Henderson, TN 37075

ARTICLE VIII INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, or any settlement thereof, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply

only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE IX DURATION

The duration of the Association shall be perpetual unless and until hereafter legally dissolved; provided, however, that the Association shall be terminated by the termination of the Condominium in accordance with the terms of the Declaration of Condominium.

ARTICLE X REGISTERED OFFICE AND AGENT

The initial registered office of the Association is 3259 Gulf Shores Parkway, Gulf Shores, AL 36542 and the mailing address is Post Office Box 4009, Gulf Shores, AL 36547 and the name of the initial agent is Mike Boan, whose mailing address is Post Office Box 4009, Gulf Shores, AL 36547.

ARTICLE XI INCORPORATOR

The name and address of the Incorporator of the Association is Billy M. Cline, Post Office Box 4009, Gulf Shores, Alabama 36547.

ARTICLE XII DISSOLUTION

The Association shall be dissolved upon the termination of the Condominium in the manner provided in the Acts and Declaration. Upon

dissolution of the Association, the assets of the Association, if any, and all money received by the Association from operations, after the payment in full of all debts and obligations of the Association of whatsoever kind and nature, shall be used and distributed solely and exclusively in the manner provided for in the Acts.

IN WITNESS WHEREOF, the Incorporator has hereto affixed his signature this 20th day of August, 2008.

INCORPORATOR

Billy M. Cline
BILLY M. CLINE

STATE OF Alabama)

COUNTY OF Baldwin)

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that Billy M. Cline, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day, that being informed of the contents of said document, he has executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 20th day of August, 2008.

Rachel Ano
Notary Public

My Commission Expires: 1-12-10

This Instrument Prepared By:
Daniel H. Craven, P.C.
Post Office Drawer 4489
Gulf Shores, AL 36547
Voice: 251-968-8170
Fax: 251-968-4837

