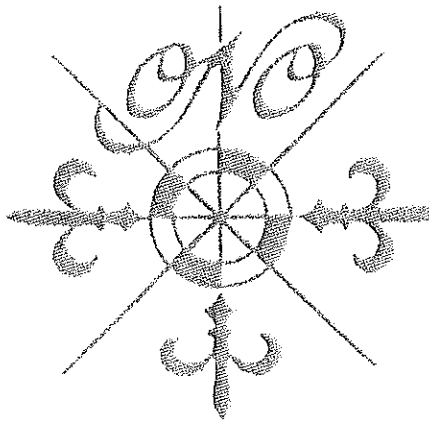


**PROPERTY OWNERS
ASSOCIATION OF
ONO ISLAND, INC.**



**ARTICLES
OF
INCORPORATION**

APRIL 2013

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PROPERTY OWNERS ASSOCIATION OF ONO ISLAND, INC.
A NON-PROFIT CORPORATION

In compliance with the requirements of Alabama Non Profit Corporation Act, the undersigned officers of the Property Owners' Association of Ono Island, Inc., an Alabama non-profit corporation, do hereby certify that, after providing proper advanced written notice to its membership and after having conducted a vote in keeping with the dictates of law and the original Articles of Incorporation for said non-profit corporation, the membership has amended the original Articles of Incorporation for said non-profit corporation, effective January 1, 2000, which Articles of Incorporation are fully set out herein, including all amendments, additions, and changes thereto as have been lawfully enacted by the membership. These Articles of Incorporation replace the original Articles of Incorporation for said non-profit corporation, which were originally recorded in the Probate Records of Baldwin County, Alabama on September 10, 1970, Real Property Book 17, Pages 861 through 868. The Amended Articles of Incorporation for Property Owners' Association of Ono Island, Inc., is, as follows:

ARTICLE I: NAME. The name of this corporation is PROPERTY OWNERS ASSOCIATION OF ONO ISLAND, INC.

ARTICLE II: PURPOSES AND POWERS. The corporation does not contemplate pecuniary gain or profit direct or indirect to its members. The purposes for which the corporation is organized are to promote the health, safety and welfare of the residents, owners and tenants living within the perimeter boundaries of "The Properties" as hereinafter defined and for these purposes to:

- (a) Own, acquire, build, operate, and maintain recreational parks, playgrounds, swimming pools, golf courses, and other recreational facilities, commons, streets, footways, buildings, structures and personal property incident thereto, hereinafter referred to as the "Common properties."
- (b) Provide exterior maintenance for lots and structures within "The Properties."
- (c) Provide garbage and trash collection.
- (d) Provide fire and police protection.
- (e) Maintain unkept lands and trees.
- (f) Supplement municipal services.

State of Alabama, Baldwin County
I certify this instrument was filed
and taxes collected on:

2000 December -19 3:46PM

Instrument Number 575735 Pages 21
Recording 10.00 Mortgage
Deed Min tax
Index DP 1.00
Archive 3.00
Adrian T. Johns, Judge of Probate

575735

- (g) Fix assessments and/or charges to be levied against "The Properties;"
- (h) Fix fees and charges, if any, that are to be made for the use of association facilities and equipment;
- (i) Enforce any and all covenants, restrictions, rules, regulations and agreements applicable to "The Properties;"
- (j) Pay taxes, if any, on the "Common Properties" and any facilities thereon; and
- (k) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of "The Properties" and to acquire, own and operate property, both real and personal for said purposes.

"The Properties" as used throughout this document is defined as and shall mean and refer to all those parts of Ono Island located in Baldwin County, Alabama, of which a plat of subdivision, duly recorded in the probate records of Baldwin County, Alabama, has been previously executed or approved in writing by the original developer of the Ono Island Subdivision, or its successors or assigns,; and such additions thereto as heretofore have been made, or which may hereinafter be brought, within the jurisdiction of the association by annexation as provided in Article VI hereof. Lands not included within the perimeter boundaries of a recorded plat executed or approved by the original developer of the Ono Island Subdivision, or its successors or assigns, or annexed in keeping with the provisions of Article VI hereof, shall not be included within the meaning of "The Properties" as used herein unless and until the same are annexed.

ARTICLE III: MEMBERSHIP. Every person or entity who is a record owner of a vested interest in the fee simple title to any "Lot" or "Living Unit" as hereinafter defined in this Article, which is subject by covenant of record to assessment by this association, shall be a member of this association. Provided, however, that any such person or entity who holds such interests merely as security for the performance of an obligation shall not be a member, unless and until such security holder or mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu thereof, and provided, further, that any owner of any property that is exempted from assessment by the covenants of record shall not be a member unless such person or entity owns another Lot or Living Unit qualifying him for membership. The purchaser at foreclosure or proceedings in lieu thereof shall be a member and the debtor's membership shall cease regardless of whether there is an outstanding right of redemption or not.

(a) For purposes of membership, a "Lot" is defined as any parcel of land shown upon any recorded subdivision map of "The Properties" with the exception of "Common Property" as defined in the Declaration of General Covenants and Restrictions applicable to "The Properties."

(b) For purposes of membership, a "Living Unit" is defined as a Structure situated upon a portion of "The Properties," and intended for use or occupancy as a residence by a single family.

ARTICLE IV: VOTING RIGHTS. The association shall have one (1) class of voting membership:

Members shall be entitled to one vote for each lot or living unit in which they hold the interest required for membership under Article III hereof. When more than one person holds such interest or interests in any lot or living unit, all such persons shall be members, and the one vote for such lot or living unit shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such lot or living unit.

For purposes of determining the votes allowed under this section, when living units are counted, the lot or lots upon which such living units are situated shall not be counted.

ARTICLE V: BOARD OF DIRECTORS.

Section 1. SELECTION AND TERM OF OFFICE. The affairs of the corporation shall be managed by a Board of Directors who shall be members of the corporation. The Board of Directors shall consist of eleven (11) directors who shall hold office until the election of their successors. Eleven (11) directors shall be selected by the members to hold office for terms of three (3) years. At each annual meeting thereafter the members shall elect that number of persons needed to maintain the size of the Board at eleven (11) directors.

Section 2. Vacancies. Vacancies in the Board of Directors shall be filled by the majority of remaining directors and any such appointed director shall hold office during the unexpired term of his predecessor.

ARTICLE VI: ADDITIONS TO PROPERTY AND MEMBERSHIP.

Additions to the lands comprising "The Properties" as defined in Article II hereof may be made in accordance with the provisions of the recorded Declaration of General Covenants and Restrictions applicable to "The Properties." Any such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and memberships of this corporation to such annexed properties. When and if the applicable covenants require that certain additions be approved by this corporation, such approval must have the assent of two thirds (2/3rds) of the votes cast (in person or by proxy) at a meeting duly called for this purpose, written notice of which meeting shall be mailed to all members at least thirty (30) days in advance, which notice shall set forth the purpose of the meeting.

ARTICLE VII: MERGERS AND CONSOLIDATIONS. Subject to the provisions of the recorded Declaration of General Covenants and Restrictions applicable to The Properties as defined in Article II hereof and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two thirds (2/3rds) of the votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of such meeting shall be mailed to all members at least thirty (30) days in advance, which notice shall set forth the purpose of the meeting.

ARTICLE VIII. MORTGAGES: OTHER INDEBTEDNESS. The corporation shall have the power to mortgage its properties only to the extent authorized under the recorded Declaration of General Covenants and Restrictions applicable to "The Properties."

The total debts of the corporation, including the principal amount of such mortgages outstanding at any time, shall not exceed the total of one (1) year's assessment current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two thirds (2/3rds) of the votes of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which meeting shall be mailed to all members at least thirty (30) days in advance, which notice shall set forth the purpose of the meeting.

ARTICLE IX: QUORUM FOR ANY ACTION GOVERNED BY ARTICLES VI, VII, AND VIII OF THESE ARTICLES: The quorum required for any action governed by Articles VI, VII, and VIII of these Articles shall be as follows:

At any meeting duly called as provided herein, the presence at the meeting of members or of proxies entitled to cast a majority of all of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any such meeting, one or more subsequent meetings may be called, subject to ten (10) days written notice of each such subsequent meeting, provided that no

such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE X: DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY. The corporation shall have power to dispose of its real properties only as authorized under the recorded Declaration of General Covenants and Restrictions applicable to "The Properties."

ARTICLE XI: DURATION. The corporation shall exist perpetually.

ARTICLE XII: DISSOLUTION. The corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two thirds (2/3rds) of the votes of its membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article XIII hereof) shall be mailed to every member at least thirty (30) days in advance of any action sought to be taken.

ARTICLE XIII: DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the corporation, the assets both real and personal of the corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration of General Covenants and Restrictions and deeds applicable to "The Properties" unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XIV: AMENDMENTS. These Articles may be amended in accordance with the law, provided that the quorum and voting requirements specified for any action under any provisions of these Articles shall also apply to any amendment of such provisions; and provided, further, that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to "The Properties" (as, for example, membership and voting rights) which are part of the property interest created thereby.

ARTICLE XV: THE INCORPORATORS. The name and addresses of each incorporator is:

JERE AUSTILL, JR., 1005 Van Antwerp Building, Mobile, Alabama

EVAN AUSTILL, 1005 Van Antwerp Building, Mobile, Alabama

PHILIP N. SCHOCK, JR., 124 Houston Street, Mobile, Alabama.

ARTICLE XVI: REGISTERED OFFICE AND AGENT. The address of the registered office of the corporation is 28491 Ono Boulevard, Orange Beach, Alabama 36561,, and the name of its registered agent at such address is William Hayes, Administrator.

IN WITNESS WHEREOF, we, the undersigned, affirm that we are the corporate president and secretary, respectively, of the Property Owners' Association of Ono Island, Inc., an Alabama non-profit corporation, and attest that the foregoing Amendments to the Articles of Incorporation of the said non-profit corporation were duly approved by a lawful vote of 2/3rds of the votes entitled to be cast by members present or represented by proxy at a meeting of the membership called for the purpose of considering said Amendments, after the chair first recognized the presence of a quorum of the members at said meeting, which was conducted on the 13th day of November, 1999. These Amendments are to take effect beginning on January 1, 2000.

Done this the 30 day of November, 2000.


RICHARD CARSON-PRESIDENT


EDWARDS BROCKWAY-SECRETARY

STATE OF ALABAMA

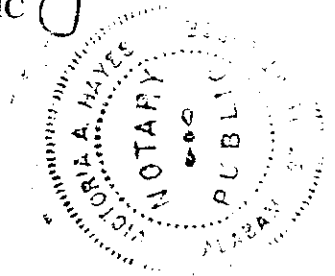
COUNTY OF BALDWIN

I, the undersigned, a Notary Public, in and for said State and County, do hereby certify that Richard Carson and Edwards Brockway, whose names are signed to the foregoing Amended Articles of Incorporation, and who are known to me, acknowledged before me on this day that being informed of the contents of said Articles, they executed the same voluntarily on the day the same bears date, and further, that they are, in fact, the duly appointed president and secretary, respectively, of the Property Owners' Association of Ono Island, Inc., an Alabama non-profit corporation.

GIVEN UNDER MY hand and seal on this the 30 day of November,
2000.

Victoria A. Hayes
NOTARY PUBLIC

My Commission Expires on the _____
day of _____
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: July 23, 2002
BONDED THRU NOTARY PUBLIC UNDERWRITERS



THIS INSTRUMENT PREPARED BY:
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OF COUNSEL: WILLS & SIMON
ATTORNEYS AT LAW
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