

ARTICLES OF INCORPORATION

Nov 29 10 54 AM '95

OF

DEED _____ MORTGAGE _____
NON TAX _____ INDEX _____
RECORDED IN 100 140 57
JUDGE OF PROBATE

THE GULF SHORES PLANTATION CONDOMINIUM ASSOCIATION, INC

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming a nonprofit corporation under §10-3A-1 et seq., ALA. CODE (1975), as follows:

ARTICLE I.

NAME. The name of the corporation is "The Gulf Shores Plantation Condominium Association, Inc.", hereinafter referred to as the "Association".

ARTICLE II.

PURPOSE. The purpose for which the Association is organized is to provide an entity to be responsible for the operation, management, maintenance and control of The Gulf Shores Plantation, a Condominium, hereinafter referred to as the "Condominium", which was created by that certain Declaration recorded in Miscellaneous Book 45, beginning at Page 493, of the records in the office of the Judge of Probate of Baldwin County, Alabama, which, as the same may from time to time be amended, is hereinafter referred to as the "Declaration". The Association shall make no distribution of income or profit to its members, Directors or officers.

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ARTICLE III.

POWERS. The powers of the Association shall include and be governed by the following:

A. The Association shall have all of the common law and statutory powers of a nonprofit corporation not in conflict with the terms of these Articles or the Declaration.

B. The Association shall have all of the powers and duties of a condominium owners association set forth in the Alabama Condominium Ownership Act and the Alabama Uniform Condominium Act of 1991, as applicable, except as limited by these Articles or the Declaration, and all of the powers and duties reasonably necessary to operate a condominium pursuant to the Declaration and applicable law, including but not limited to the following:

1. To convey or to hold title to and own fee simple or other lesser interest in real, personal or mixed property wheresoever situated.
2. To make and collect assessments against the members as unit owners, to defray the costs, expenses and losses of the Condominium and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.
3. To use the proceeds of the assessments in the exercise of these powers and duties.

4. To maintain, repair, replace and operate the Condominium property and the property of the Association.

5. To purchase insurance upon the Condominium property and the property of the Association, and insurance for the protection of the Association and its members as unit owners.

6. To reconstruct improvements after casualty and to further improve the Condominium property and the property of the Association.

7. To make and amend reasonable rules and regulations respecting the use and occupancy of the Condominium property and the property of the Association.

8. To approve or disapprove the transfer, mortgage and ownership of the units of the Condominium as may be provided by the Declaration and by the By-Laws of the Association, hereinafter referred to as the "By-Laws".

9. To enforce by legal means the provisions of the Condominium Ownership Act and the Alabama Uniform Condominium Act of 1991, as applicable, the Declaration, these Articles, the By-Laws and the rules and regulations for the use and occupancy of the Condominium property and the property of the Association.

10. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association.

11. To contract for the management or operation of portions of the common elements of the Condominium which may be susceptible to separate management or operation and to lease such portions.

12. To employ personnel to perform the services required for proper operation of the Association and the Condominium.

13. To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of the individual owners of units in the Condominium where such actions or rights are common to all such owners and to bring such actions in the name of and on behalf of such owners and/or the Association.

C. All funds and all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration and the By-Laws.

D. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE IV.

MEMBERS.

A. The members of the Association shall consist of all of the owners of units in the Condominium, and after termination of the Condominium shall consist of those who are members at the time of such termination or their successors and assigns.

B. After receiving approval of the Association as required by the Declaration, 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 record title to a unit in the Condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

D. There shall be at least one (1) vote attributable to each unit in the Condominium, which shall be cast by the owner or owners of such unit or their proxy. The

exact number of votes to be cast by owners of each unit and the manner of exercising voting rights shall be determined by the Declaration and the By-Laws of the Association.

ARTICLE V.

DIRECTORS.

A. The affairs of the Association will be managed by a Board consisting of not less than three (3) Directors nor more than nine (9) Directors, the exact number to be as fixed from time to time by the By-Laws. No person other than a member of the Association may be a Director.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The initial Board of Directors shall consist of five (5) Directors. The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

BOARD OF DIRECTORS

Danny Celestin

**11 Millbank Place
Jackson, LA 70748**

Bob Walsh

**1289 Arch Terrace
St. Louis, MO 63117**

Cissie Jenkins

**P.O. Box 3344
Gulf Shores, AL 36547**

Mike Russell

**2412 Leonidas Drive
Montgomery, AL 36106**

James D. Harrison

**8 Log Cabin Lane
Pearl River, LA 70452**

ARTICLE VI.

REGISTERED OFFICE and AGENT. The location of the initial registered office of the Association is Highway 180 West, Fort Morgan Road, Mile Marker 8, Gulf Shores, Alabama 36542, and its mailing address is P.O. Box 1299, Gulf Shores, Alabama 36547. The name of the initial registered agent at such location and address is Mike Russell.

ARTICLE VII.

OFFICERS. The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Danny Celestin	11 Millbank Place Jackson, LA 70748
Vice-President	Bob Walsh	1269 Arch Terrace St. Louis, MO 63117
Secretary	Cissie Jenkins	P.O. Box 3344 Gulf Shores, AL 36547
Treasurer	Mike Russell	2412 Leonidas Drive Montgomery, AL 36106

ARTICLE X.

AMENDMENTS. Subject to the qualifications hereinafter set forth, these Articles may be amended in the manner set forth in the Alabama Nonprofit Corporation Act, as the same may from time to time be amended.

A. Approval of any amendment must be by not less than seventy-five percent (75%) of the total votes of the members of the Association.

B. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon any of the Condominium property.

C. No amendment shall be made that is in conflict with the Declaration or applicable law.

ARTICLE XI.

TERM. The term of the Association shall be perpetual.

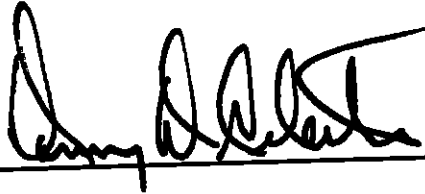
ARTICLE XII.

INCORPORATOR. The name and address of the incorporator is as follows:

Danny Celestin
11 Millbank Place
Jackson, Louisiana 70748

IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature this

28th day of November, 1995.



A handwritten signature in black ink, appearing to read "C.I. Gruenewald", is written over a horizontal line.

This instrument prepared by:
C.I. Gruenewald, Esquire
Ambrecht, Jackson, DeMouy,
Crowe, Holmes & Reeves, L.L.C.
P.O. Box 290
Mobile, AL 36601
(334) 405-1300