

JUL 15 11 22 AM '94

ARTICLES OF INCORPORATION

OF

FAIRHOPE NORTH CONDOMINIUM OWNERS' ASSOCIATION, INC.

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JUL 15 11 22 AM '94
MISC 79/44-98
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KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned, Judy R. Barrie, acting as incorporator of a nonprofit corporation under Section 10-3A-1, et seq., Code of Alabama (1975), adopts the following Articles of Incorporation for such nonprofit corporation:

ARTICLE I

NAME AND DEFINITIONS

The name of the Corporation shall be FAIRHOPE NORTH CONDOMINIUM OWNERS' 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 Alabama Uniform Condominium Act of 1991 (hereinafter referred to as the "Act") and the Declaration of Condominium (the "Declaration") of FAIRHOPE NORTH CONDOMINIUM (hereinafter referred to as the "Condominium"), to be recorded in the Public Records of Baldwin County, Alabama, unless the context otherwise requires.

ARTICLE II

PURPOSE

The Association is organized for the following purposes:

(1) To maintain, operate, and manage the condominium known as FAIRHOPE NORTH CONDOMINIUM, 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 Condominium.

ARTICLE III

POWERS OF THE ASSOCIATION

Subject to the provisions of the Declaration and the Act, the powers of the Association shall include and be governed by the following provisions:

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

B. The Association shall have all of the powers and duties set forth in the Act and the Alabama Nonprofit Corporation Act except as lawfully limited by these Articles or the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate a condominium pursuant to the Act and the Declaration of Condominium, as may be amended from time to time, 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 wherever situated, except that Common Elements may be conveyed only pursuant to Section 35-8A-312 of the Act.

(2) To impose and collect assessments for Common Expenses against the members of the Association as Unit Owners, and to impose and receive any payments, fees, or charges for the use, rental, or operation of the Common Elements, other than Limited Common Elements, and for services provided to Unit Owners.

(3) To make and collect assessments against the members as Unit Owners to defray the costs and expenses of the operation of the Condominium and the Association.

(4) To maintain, repair, replace, and modify the Common Elements of the Condominium, and to operate the Condominium and the property of the Association.

(5) To purchase and maintain insurance upon the property of the Condominium, the Units thereof if desired or required, and the property of the Association, and to purchase and maintain insurance for the protection of the Association and its members as Unit Owners.

(6) To reconstruct improvements after casualty and to make further improvements to the Condominium property and the property of the Association.

(7) To make and amend reasonable rules and regulations with respect to the Condominium and the property of the Association.

(8) To enforce by legal means the provisions of the Act and the Alabama Nonprofit Corporation Act, the Declaration of Condominium, these Articles, the Bylaws of the Association, and the regulations for the use of the property of the Condominium or the use of the property owned by the Association.

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

(10) To grant easements, encroachments, leases, licenses and concessions through or over the Common Elements of the Condominium.

(11) To employ personnel to perform the services required for proper operation of the Association or the Condominium.

(12) To institute, defend, or intervene in litigation or administrative proceedings in the Association's own name on behalf of itself or two or more Unit Owners on matters affecting the Condominium, and to hire attorneys or other professionals for such purposes.

C. The Declaration of Condominium may not impose limitations on the power of the Association to deal with the Declarants which are more restrictive than the limitations imposed on the power of the Association to deal with other persons.

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, directors, or officers for services rendered, and it may confer benefits on its members in conformity with the Declaration of Condominium and the purposes of the Association. 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 Articles, and the Bylaws of the Association.

ARTICLE V

MEMBERS

The members of the Association shall consist of all of the Unit Owners of record in the Condominium, or, following

termination of the Condominium, of all former Unit Owners entitled to any distribution of proceeds, or their heirs, successors, or assigns. Change of membership in the Association shall be established and recorded in the public records of Baldwin County, Alabama, by a deed or other instrument establishing a 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 then terminated. The owner of each Unit shall be entitled to at least one (1) vote as a member of the Association, the exact number of votes to be cast by Unit Owners and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE VI

DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The names and addresses of the persons who shall serve as Directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Judy R. Barrie	P. O. Box 973 Daphne, AL 36526
2. Michael H. Barrie	P. O. Box 973 Daphne, AL 36526
3. Jeffrey Chapman	132 East Livingston Metairie, LA 70001

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ARTICLE VII

ELECTION OF DIRECTORS

The number of Directors of the Association and the manner and period of their election or appointment shall be provided in and determined by the Bylaws of the Association.

ARTICLE VIII

CHANGE IN NUMBER OF DIRECTORS

A change in the number of Directors of the Association shall be made only by amendment to the Bylaws of the Association.

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors as provided in the Bylaws of the Association, and shall serve at the pleasure of the Board of Directors. The names and addresses of the persons who shall serve as initial Officers until their successors are designated by the Board of Directors are as follows:

	<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
1.	Judy R. Barrie	President	P. O. Box 973 Daphne, AL 36526
2.	Michael H. Barrie	Vice President	P. O. Box 973 Daphne, AL 36526
3.	Jeffrey Chapman	Secretary and Treasurer	132 East Livingston Metairie, LA 70001

ARTICLE X

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Association at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled. The Director shall be authorized to purchase director's and officer's liability insurance providing coverage to the Officers and Directors of the Association at the expense of the Association.

ARTICLE XI

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be amended in the manner provided by the Bylaws.

ARTICLE XII

TERM

The term of the Association shall be perpetual; provided, however, that the Association may be terminated by the termination of the Condominium.

ARTICLE XIII

REGISTERED OFFICE: REGISTERED AGENT

The location and mailing address of the Association's registered office and the name of its initial registered agent at such address are:

**NAME OF INITIAL
REGISTERED AGENT**

Judy R. Barrie

**LOCATION AND MAILING
ADDRESS OF REGISTERED OFFICE**

P. O. Box 973
Daphne, AL 36526

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator is as follows:

NAME

Judy R. Barrie

ADDRESS

P. O. Box 973
Daphne, AL 36526

ARTICLE XV

AMENDMENTS

Amendments to the Articles of Incorporation of the Association shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or

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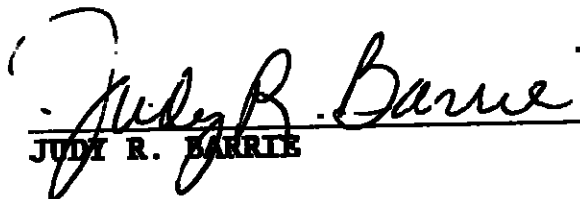
by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary or Assistant Secretary at or prior to the meeting. Except as otherwise provided in the Act, such approvals must be by not less than two-thirds (2/3) of the vote of the members of the Association entitled to vote as set forth in the Bylaws of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members. No amendment shall be made that is in conflict with the Act or the Declaration of Condominium.

D. Provided, further, that no amendment shall abridge, limit, or alter any special Declarant rights accorded to a Declarant by these Articles, the Declaration of Condominium, or the Bylaws of the Association without the prior written consent of such Declarant, or any person having succeeded to the rights of the Declarant.

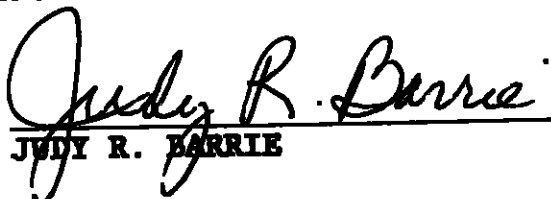
E. A copy of each amendment shall be recorded in the Office of the Judge of Probate of Baldwin County, Alabama.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 15 day of JULY, 1994.

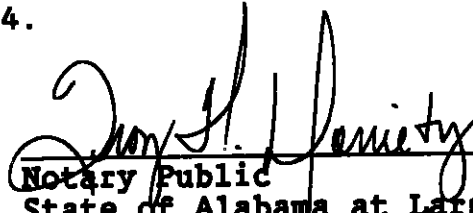

JUDY R. BARRIE

STATE OF ALABAMA
COUNTY OF BALDWIN

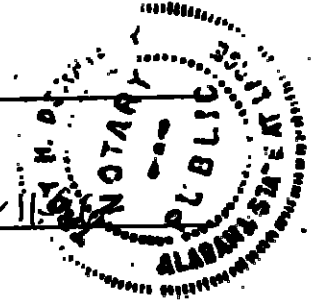
Before me, a Notary Public, in and for said County and State, personally appeared Judy R. Barrie, being by me first duly sworn, deposes and says that the signature affixed above is her signature; that she has read the foregoing and that she signed the above Articles voluntarily with full awareness of the contents, and that the facts set forth therein are true and correct to the best of her knowledge, information and belief.


JUDY R. BARRIE

SWORN to and SUBSCRIBED before me this the 15 day
of JULY, 1994.


Notary Public
State of Alabama at Large

My Commission Expires: 8-11-95



Notice is given as required by Alabama law that this instrument was prepared by I. David Cherniak, Attorney, Eighth Floor, Royal St. Francis Building, 104 St. Francis Street, Mobile, Alabama, 36602.

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