

STATE OF ALABAMA)

COUNTY OF BALDWIN)

BALDWIN COUNTY, ALABAMA
TIM RUSSELL PROBATE JUDGE
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ARTICLES OF INCORPORATION
OF
ORANGE BEACH VILLAS PROPERTY OWNERS ASSOCIATION, INC.
(an Alabama Nonprofit Corporation)

By these 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, (hereinafter referred to as the "Act") adopts the following Articles of Incorporation.

ARTICLE I
NAME AND DEFINITIONS

The name of the corporation shall be ORANGE BEACH VILLAS PROPERTY 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 Act and the Declaration of Covenants, Conditions and Restrictions for Orange Beach Villas, a Subdivision (the "Declaration") as recorded in the Public Records of Baldwin County, Alabama, unless the context otherwise requires.

ARTICLE II
PURPOSE

The Association 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 Subdivision known as Orange Beach Villas located in 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 Orange Beach Villas.

ARTICLE III
POWERS

3.1 Implied Powers. The Association 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 Association

as set forth in these amended Articles, the Declaration and the Act.

3.2 *Specific Powers.* In furtherance of the purposes of the Association, the Association shall have all of the powers set forth in the Act, and all of the powers reasonably necessary to operate the Subdivision pursuant to the Declaration, including but not limited to the following irrevocable rights, powers, and authority:

A. To enforce the covenants and restrictions contained in the Declaration, and to make, establish, and enforce reasonable Rules and Regulations governing the administration, management, and use of the Subdivision Property;

B. To establish a budget for the operations of the Subdivision; to designate those expenses which shall constitute the Common Expenses of the Subdivision; to make, levy, and collect assessments against Lot Owners of the Subdivision to provide the funds to pay for Common Expenses of the Subdivision as provided for in the Declaration, By-Laws and the Act; and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association;

C. To maintain, repair, replace, and operate those portions of the Subdivision Property that the Association has the duty or right to maintain, repair, replace, and operate under the Declaration and By-Laws;

D. To contract for the management of the Subdivision Property and to delegate to such agent(s) all or some of the powers, duties, and responsibilities of the Association;

E. To employ personnel to perform the services required for proper operation of the Subdivision;

F. To purchase and maintain all forms of insurance on the Subdivision Property for the protection of the Association and its members;

G. To reconstruct the Subdivision Property after casualty or other loss;

H. To make additional improvements on and to the Subdivision Property;

I. To retain legal counsel at the expense of the Association and to enforce by legal action the provisions of the Declaration, the By-Laws and the Rules and Regulations of the Association;

J. To lease or license the use of common elements in a manner not inconsistent with the rights of lot owners;

K. To pay taxes and assessments which are liens against any part of the subdivision other than individual lots;

L. To pay the cost of all power, water, sewer, trash, garbage, and other utility services rendered to the subdivision and not billed to the individual lots;

M. To adopt and amend the By-Laws and rules and regulations for the operation of the subdivision Association;

N. Borrow money when so authorized by the Board of Directors and in accordance with the provisions of the amended Declaration and By-Laws.

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 expenses incurred in performance of the Association's business to its members, directors, and officers, and it may confer benefits on its members in conformity with the Declaration 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 By-Laws.

ARTICLE V **MEMBERS**

5.1 Qualification. The Members of the Association shall consist of all of the Lot Owners of record in Orange Beach Villas, a Subdivision.

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

5.3 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 Subdivision Lot, and delivery to the Association of a certified copy of such instrument. The new Lot Owner designated by such instrument shall thereupon become a Member of the Association, and the membership of the prior Lot Owner shall thereby be terminated.

5.4 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 Lot.

5.5 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.

5.6 Voting. The owner of each Lot shall be entitled to one vote as specified in the Declaration and By-Laws for that Lot. The manner of exercising voting rights shall be determined by the By-Laws.

ARTICLE VI **DIRECTORS**

6.1 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 Directors or more than seven Directors as shall, from time to time, be determined and fixed by a vote of fifty-one (51%) percent of the total votes present (and/or by proxy) at any annual meeting of the members. Each Director shall be a person entitled to cast a vote in the Association.

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

6.3 Authority. All of the duties and powers of the Association existing under the Act, the Declaration, 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 Lot Owners when such approval is specifically required by the Act, the Declaration, these Articles or the By-Laws.

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

<u>NAME</u>	<u>ADDRESS</u>
Dennis W. Sanders	604 Highway 80 W., Ste. J Clinton, MS 39056
Elizabeth H. Sanders	604 Highway 80 W., Ste. J Clinton, MS 39056
Elizabeth J. Woodall	604 Highway 80 W., Ste. J Clinton, MS 39056

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:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Dennis W. Sanders	President/ Treasurer	604 Highway 80 W., Ste. J Clinton, MS 39056
Elizabeth H. Sanders	Vice President	604 Highway 80 W., Ste. J Clinton, MS 39056
Elizabeth J. Woodall	Secretary	604 Highway 80 W., Ste. J Clinton, MS 39056

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 in accordance with the terms of the Act and the Declaration.

ARTICLE X
REGISTERED OFFICE AND AGENT

The initial registered office of the Association is 273 Azalea Road, Building 2, Suite 205, Mobile, Alabama 36609. The name of its initial registered agent is Dennis Sanders.

ARTICLE XI
INCORPORATOR

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

NAME

ADDRESS

Dennis Sanders

273 Azalea Road, Bldg. 2, Ste. 205
Mobile, Alabama 36609

IN WITNESS WHEREOF, the Incorporator has hereto affixed his signature

this 21 day of FEBRUARY, 2014.

INCORPORATOR


DENNIS SANDERS

STATE OF MS)
COUNTY OF Hinds)

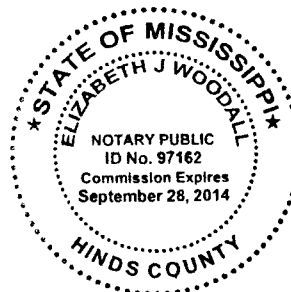
I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that Dennis Sanders, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said conveyance, he has executed the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

Given under my hand and seal this the 21 day of February, 2014.

EE Woodall
NOTARY PUBLIC

My Commission Expires: 9-28-14

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



Jim Bennett
Secretary of State

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

STATE OF ALABAMA

**I, Jim Bennett, 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:

Orange Beach Villas Property Owners Association, Inc.

This name reservation is for the exclusive use of Dennis W. Sanders, 273 Azalea
Road, Suite 205, Mobile, AL 36609 for a period of one year beginning April 04,
2014 and expiring April 04, 2015



RES653971

**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.**

April 04, 2014

Date

A handwritten signature in black ink, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State