

**ARTICLES OF INCORPORATION
OF**

MCNEILL PLACE PROPERTY OWNERS ASSOCIATION,

By these Articles, the undersigned natural persons over the age of Nineteen (19) associate themselves for the purpose of forming a not for profit corporation under the Alabama Nonprofit Corporation Act, ALA. CODE § 10-3A-1 et. seq., (1975), and verify as follows:

**ARTICLE I
NAME AND DEFINITIONS**

The name of the corporation shall be McNeill Place Property Owners Association, Inc., herein referred to as the "Corporation," and the terms used herein shall have the meaning for each stated in the Alabama Nonprofit Corporation Act, ALA. CODE § 10-3A-1 et. seq., (1975) (hereinafter referred to as the "Act").

**ARTICLE II
PURPOSE**

The Corporation is organized for the purpose or purposes of promoting the health, safety and welfare of the residents and owners living within the perimeter boundaries of "the Properties" defined as all those tracts or parcels of land situated, lying and being in Baldwin County, Alabama, which are more particularly described as McNeill Place, as per map or plat thereof, recorded at Slide 2335-C and as Instrument Number 1043252, in the records of the Office of the Judge of Probate, Baldwin County, Alabama, and later Phases to be recorded, and for these purposes, including, without limitation, the right to: Operate and maintain a subdivision known as McNeill Place; and to build and maintain the common areas, including streets, footways, buildings, and other structures and recreational facilities and personal property incident thereto, hereinafter referred to as the "Common Properties" for the mutual benefit of all of the residents and owners in the Properties, and

State of Alabama, Baldwin County
I certify this instrument was filed
and taxes collected on:
2007 May - 3 10:15AM
Instrument Number 1047497 Pages 7
Recording 25.00 Mortgage
Deed Min tax
Index DP 5.00
Archive
Adrian T. Johns, Judge of Probate

1047497

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

ARTICLE III POWERS

3.01. Implied Powers. The Corporation 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 Corporation as set forth in this Article and the Act.

3.02. Specific Powers. In furtherance of the purposes of the Corporation, the Corporation shall have all of the powers set forth in the Act, these Articles, the By-Laws and the Declaration of Protective Covenants for McNeill Place, including, but not limited to, the following irrevocable rights, powers, and authority:

(1) To employ a manager, independent contractor or other such employees as are necessary to perform services for the Association.

(2) To maintain all roadways, medians and Common Properties.

(3) To provide landscaping and landscape maintenance of roadways, sidewalks, walking and bicycle paths and Common Properties.

(4) To provide lighting of roadways, sidewalks and paths of the properties.

(5) To provide administrative services, including but not limited to legal, accounting and financial services, communication services to inform Members of activities, notices of meetings, referenda and other matters incident to the foregoing services.

(6) To provide liability and hazard insurance coverage for improvements and activities on the Common Properties.

(7) To provide water, sewage and any necessary utility services not provided by a public body, private utility or the developer of the property.

(8) To maintain water pollution and shoreline erosion abatement measures.

(9) To exercise any rights reserved the developer of the property and those transferred by the developer to the Association, including but not limited to all rights and functions of the Developer under the general covenants.

(10) To take any and all actions necessary in the discretion of the Board of Directors to enforce the Declaration of Protective Covenants for McNeill Place, a subdivision, located in Foley, Baldwin County, Alabama, and all other covenants and restrictions affecting the properties of the Association, and to perform any and all of the functions or services delegated to the Association or the covenants or restrictions authorized by the Board of Directors.

ARTICLE IV CORPORATION FUNDS

The Corporation shall pay no dividend, and shall distribute no part of its income to its Members, Directors, or Officers. Nevertheless, the Corporation may pay compensation in any reasonable amount to its Members, Directors, and Officers for services rendered, and it may confer benefits on its Members in conformity with the purposes of the Corporation. On termination, the Corporation 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 Corporation and all proceeds therefrom shall be held and used for the benefit of the Members of the Corporation in accordance with these Articles, the By-Laws and the Declaration of Protective Covenants.

ARTICLE V MEMBERS

5.01. Qualification. The Members of the Corporation shall consist of the property owners, and members shall be entitled to one (1) vote for each unimproved or improved lot owned, which vote is not divisible.

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 Corporation shall be established by the recording in the public records of Baldwin County, Alabama and delivery to the Corporation of a certified copy of such instrument.

5.04. Transfer of Membership. The membership of a Member in the Corporation cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenant to a Lot.

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 Members shall be entitled to the number of votes specified in the By-Laws. 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 Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but which shall consist of not less than three (3) Directors nor more than five (5) Directors. Except as may otherwise be provided in the By-Laws, each Director shall be a person entitled to cast a vote in the Corporation.

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 By-Laws.

6.03. Authority. All of the duties and powers of the Corporation existing under the Act, these Articles, the By-Laws and the Declaration of Protective Covenants for McNeill Place, a subdivision, (the "Declaration") shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by the Members, these Articles, the By-Laws and the Declaration.

6.04. Initial Directors. The names and address of the three members of the initial Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

Edmon Motes
Post Office Box 6972
Gulf Shores, AL 36547

Earl B. Vick, Jr.
Post Office Box 4829
Gulf Shores, AL 36547

Ann Motes
Post Office Box 6972
Gulf Shores, AL 36547

ARTICLE VII OFFICERS

The affairs of the Corporation 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:

President	Secretary/Treasurer	Vice President
Edmon Motes Post Office Box 6972 Gulf Shores, AL 36547	Earl B. Vick, Jr. Post Office Box 4829 Gulf Shores, AL 36547	Ann Motes Post Office Box 6972 Gulf Shores, AL 36547

ARTICLE VIII DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IX CONFLICTING PROVISIONS

In the event of any conflict between the provisions of the By-Laws, these Articles and the Declaration, the Declaration shall govern.

ARTICLE X REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 8191 Highway 59 South, Foley, Alabama 36535, and the name of the initial agent at that address is Earl B. Vick, Jr., whose mailing address is Post Office Box 4829, Gulf Shores, Alabama, 36547.

ARTICLE XI INCORPORATORS

The name and address of each incorporator of the Corporation is:

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C. Andrew Harrell, Jr.
P.O. Drawer 3889
Gulf Shores, AL 36547-3889

IN WITNESS WHEREOF, the Incorporator, C. Andrew Harrell, Jr., has hereto affixed his signature this 27th day of April, 2007.

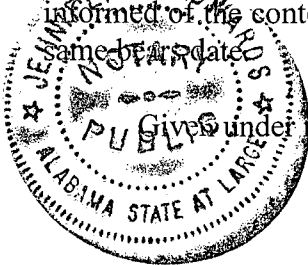
INCORPORATOR

C. Andrew Harrell, Jr.
C. ANDREW HARRELL, JR.

STATE OF ALABAMA)

COUNTY OF BALDWIN)

I, Jennifer M. Edwards the undersigned authority, a Notary Public in and for said County in said State, hereby certify that C. Andrew Harrell, Jr., 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 instrument, he has executed the same voluntarily on the day the same bears date.



Gives under my hand and seal this the 27th day of April, 2007, McNeill Place.

Jennifer M. Edwards
Notary Public

My Commission Expires: 6/17/09

THIS INSTRUMENT PREPARED BY:

C. Andrew Harrell, Jr.
C. Andrew Harrell, Jr., P.C.
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Gulf Shores, AL 36547
(251) 968-1555