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BALDWIN COUNTY, ALABAMA
HARRY D'OLIVE, JR. PROBATE JUDGE
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BYLAWS

OF

HERITAGE FARMS HOMEOWNERS ASSOCIATION INC.

A NONPROFIT CORPORATION
UNDER THE LAWS OF THE STATE OF ALABAMA

These Bylaws (these "Bylaws") of **HERITAGE FARMS HOMEOWNERS ASSOCIATION, INC.** (hereinafter called the "Association"), a nonprofit corporation, incorporated under the laws of the State of Alabama are hereby created and adopted pursuant to the Certificate of Formation of the Association filed with the Secretary of State of Alabama on 10-13-26 ,2026 (the "Certificate of Formation"). The Association has been organized for the purpose of providing various services and benefits with regard to the Subdivision (as that term is defined in the Certificate of Formation).

ARTICLE I
GENERAL

1.1 Office. The office of the Association shall be at 24115 Bay View Drive West, Foley Alabama 36535, or such other place as shall be selected by the Board of Directors.

1.2 Fiscal Year. The fiscal year of the Association shall be the calendar year.

ARTICLE II
MEMBERS

2.1 Qualification. The members of the Association shall be determined in accordance with the Certificate of Formation. "Owner", as used herein, shall mean and refer to the record owner, whether the same shall consist of one or more persons or entities, of the fee simple title to any platted lot in the Subdivision (a "Lot"), but excluding those having such interest merely as security for the performance of the obligation. "Member" and "Members", as used herein, shall have the meaning ascribed to such terms in the Certificate of Formation.

2.2 Voting Rights. All Owners shall be entitled to one (1) vote for each Lot owned.

2.3 Designation of Voting Members.

2.3.1 If a Lot is owned by more than one (1) person, the person entitled to cast the vote or votes for the Lot may be designated by a certificate signed by all of the Owners of the Lot and filed with the Secretary of the Association. If a Lot is owned by a corporation, partnership, trust, company or other legal entity, the person entitled to cast the vote or votes for the Lot may be designated by a certificate of appointment signed by a duly authorized representative of the entity and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot, and a certificate

may be revoked by any Owner of an interest in the Lot. Any such revocation shall be in writing and signed by any Owner of an interest in the Lot or a duly authorized representative of the entity, as the case may be, and filed with the Secretary of the Association.

2.3.2 If a Lot is owned by more than one (1) person and such Owners do not designate a voting Member as required hereinabove, the following provisions shall apply:

2.3.2.1 If more than one (1) such Owner is present at any meeting, and said Owners are unable to concur on a decision on any subject requiring a vote, said Owners shall lose their right to vote on that subject at that meeting; however, said vote or votes shall be included in the determination of the presence of a quorum.

2.3.2.2 If only one (l) such Owner is present at a meeting, such person attending shall be entitled to cast the vote or votes pertaining to the Lot.

2.3.2.3 If more than one (I) such Owner is present at the meeting and said Owners concur, any one (1) such Owner may cast the vote or votes for the Lot.

2.4 Restraint Upon Alienation of Assets. A Member shall have no vested right, interest, or privilege of, in, or to the assets or funds of the Association, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, except as an appurtenance to the ownership of his Lot.

2.5 Change of Membership. A change of membership in the Association shall be established by recording in the Office of the Judge of Probate of Baldwin County, Alabama, a deed or other instrument establishing a record title to a Lot (the "Record Property") and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a Member (the "Record Property Owner"). The membership of the prior Record Property Owner shall be thereby terminated, provided he is not an owner of other Record Properties in the Subdivision. Any change in ownership shall be subject to the relevant Subdivision documents, including the Declaration (as that term is defined in the Certificate of Formation).

ARTICLE III
MEMBERS' MEETINGS

3.1 Place. All meetings of the Members shall be held at such place within Baldwin County, Alabama, as may be stated in the notice of the meeting.

3.2 Membership List. At least ten (10) days before every election of the directors, a complete list of the Members, arranged alphabetically, shall be prepared by the Secretary. Such list shall be maintained by the Secretary of the Association and shall be open to examination by any Member at any reasonable time and on reasonable notice.

3.3 Regular Meetings.

3.3.1 After Turnover (as defined in the Declaration), regular or annual meetings of the Members shall be held annually on a date chosen by the Board of Directors that is not a legal holiday.

3.3.2 The purpose of the annual meeting is for electing directors and for transacting any other business authorized to be transacted by the Members. The annual meeting may be waived by agreement of two-thirds (2/3) of the voting interests of the Members, in writing.

3.4 Special Meetings.

3.4.1 Special meetings of the Members for any purpose may be called at any time by the President, and shall be called by the President or Secretary at the request, in writing, of either a majority of the Board of Directors or twenty percent (20%) of the Members. Such request shall state the purpose of the proposed meeting.

3.4.2 Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

3.5 Notice. Written notice of every meeting, special or regular, of the Members, stating the day and hour and place and, in the case of special meetings, the object or objects thereof, shall be emailed to each Member at such Member's email address as shown in the books of the Association at least ten (10) days, but no more than fifty (50) days, prior to such meeting unless a Member delivers a signed, written notice to the President of the HOA that the Member will not accept notice by electronic mail. If a Member elects to not receive notice by electronic email, the Association shall mail notice of every meeting, special or regular, of the Members to the Member at such Member's mailing address as shown in the books of the Association.

3.6 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Alabama Constitution, Alabama Nonprofit Corporation Law, the Alabama Homeowners' Association Act or the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3.7 Proxies. At any meeting of the Members, each Member shall be entitled to vote in person or by proxy. However, no proxy shall be valid unless it is filed with the Secretary prior to a meeting. Proxies are only valid for the particular meeting designated therein. No proxy vote may be cast on behalf of a Member who is present at a meeting.

3.8 Vote Required to Transact Business. When a quorum is present at any meeting, the holders of a majority of voting rights present and represented at the meeting (whether in person or via proxy) shall decide any question brought before the meeting. If the question is one which requires more than a majority vote by express provision of any statute, the Certificate of Formation, the Declaration or these Bylaws, the express provision shall govern and control the number of votes required. In all cases where reference is made to percentage of the vote of Members, percentage of the Members, or percentage of the Members for purposes of determining the vote thereof, the

percentage stated shall mean the percentage of the voting rights of the Members present and represented at the meeting (whether in person or via proxy).

3.9 Quorum. Twenty-five (25%) percent of the total number of voting rights of the Association present in person or represented by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute or these Bylaws. If a quorum is not present at any meeting, the Members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until quorum is present. No business may be transacted at any adjourned meeting until a quorum is present. Any business may be transacted at any adjourned meeting which could have been transacted at the meeting called.

3. 10 Proviso. Notwithstanding anything contained herein to the contrary, there shall be no meeting of the Members prior to Turnover, unless the Board of Directors elects to call such a meeting.

3.11 Order of Business. The order of business at annual Members' meetings and, as far as practicable, at all other Members' meetings, shall be:

1. Call to order.
2. Calling of roll and certifying of proxie...
3. Proof of notice of meeting or waiver of notice.
4. Reading and disposal of any unapproved minutes.
5. Reports of officers.
6. Reports of committees.
7. Election of Directors.
8. Unfinished business.
9. New business.
10. Adjournment.

3.12 Action by Written Consent. Action required or permitted to be taken at a Members' meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof. The consent shall have the same force and effect as a unanimous vote and may be stated as such in any filing instrument filed with either the judge of probate or Secretary of State. Action taken under this Section 3.12 shall be effective on the date the last consenting Member signs the consent, unless the consent specifies a different effective date.

ARTICLE IV
DIRECTORS

4.1 Number. The affairs and business of the Association shall be managed by a Board of Directors, consisting of not less than three (3) nor more than five (5) persons. The number of directors shall be determined pursuant to these Bylaws. Each director shall be a person entitled to

cast a vote in the Association or an authorized representative of a Member that is an entity, except for the members of the initial Board of Directors. The number of directors constituting the initial Board of Directors shall be three (3), as designated in the Certificate of Formation.

4.2 Term. Each director shall be elected to serve a term of one (I) year or until his successor shall be elected and shall qualify.

4.3 Vacancy and Replacement. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining directors, though less than a quorum, at a special meeting of directors duly called for this purpose, shall choose a successor or successors who shall hold office for the unexpired term in respect to which such vacancy occurred.

4.4 Nomination of Directors.

4.4.1 The then-serving Board of Directors shall set the terms and procedures for the nomination of directors in the notice of the meeting at which the election will occur.

4.4.2 If the Board of Directors do not provide for a nomination procedure, nominations can be made in advance of the meeting at which directors will be elected by providing notice to the Secretary of the Association or at the meeting at which directors will be elected up until the time of voting.

4.4.3 Any Member or authorized representative of an entity that is a Member may nominate himself as a candidate for the director position. Any Member or authorized representative of an entity that is a Member may nominate another Member as a candidate for the director position as long as the candidate is willing to serve as director.

4.5 Election of Directors. Election of directors shall be conducted in the following manner.

4.5.1 Directors shall be elected at the annual meeting of the Members.

4.5.2 The election shall be by secret ballot (unless dispensed with by unanimous consent). The nominees receiving the greatest number of votes cast shall be elected to the Board.

4.6 Removal. Directors may be removed for cause by an affirmative vote of sixty-seven percent (67%) of the voting interests of the Members that are entitled to vote for the election of such Director. Except with respect to the initial Board of Directors, (a) no director shall continue to serve on the Board if, during his term of office, his membership in the Association shall be terminated for any reason whatsoever, (b) no authorized representative of a Member that is an entity shall continue to serve on the Board if, during his term of office, the entity's membership in the Association shall be terminated for any reason whatsoever, and (c) no authorized representative of a Member that is an entity shall continue to serve on the Board if, during his term of office, the entity revokes his status as an authorized representative thereof or his status as an authorized representative of such entity is otherwise terminated.

4.7 Powers and Duties of Board of Directors. All of the powers and duties of the Association under Alabama law shall be exercised by the Board of Directors, or its delegate, subject only to approval by the Members when such approval is specifically required by law or by the Association's governing documents. The powers and duties of the directors shall include, but are not limited to, the following:

4.7.1 To make and collect an annual maintenance charge against Members to pay the expenses incurred by the Association in carrying out the objects and purposes of the Association.

4.7.2 To suspend a Member's right to use facilities or services provided directly by or through the Association for the nonpayment of assessments to the extent that access to the Member's Lot is not denied.

4.7.3 To use the proceeds of assessments in the exercise of its powers and duties.

4.7.4 To enjoin or seek damages from the Members for violation of these Bylaws, the Declaration and the terms and conditions of any rules and regulations applicable to the use of the Subdivision or any portion thereof.

4.7.5 To assess reasonable penalties against a Member or tenants of a Member as permitted by Section 35-20-11 of the Alabama Code (1975); provided, however, that before doing so, the Board of Directors shall have a hearing upon such matter and shall provide the Member or Members or tenant of a Member or Members against which it seeks to assess penalties with at least ten (10) days written notice of such hearing stating the date, time and place of such hearing. Proceedings before the Board of Directors shall be informal, without technical rules of evidence, and each party aggrieved and/or charged shall be entitled to be present in person and/or by their attorney, and to be heard. The Board of Director's determination shall be dispositive in the event of any disagreements concerning violations, including without limitation, disagreements regarding the proper interpretation and effect of these Bylaws and any rules and/or regulations of the Association.

4.7.6 To employ and contract with service contractors in connection with carrying out the objects and purposes of this Association.

4.7.7 To adopt and publish Rules and Regulations governing the use of the common areas and facilities within the Subdivision, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.

4.7.8 To maintain a class action, and to settle a cause of action, on behalf of Record Property Owners with reference to the common areas, the roof and structural components of a building or other improvement, and mechanical, electrical and plumbing elements serving an improvement or a building; and to bring an action, and to settle the same, on behalf of two (2) or more of the Record Property Owners their respective interests may appear, with respect to any cause of action relating to the common areas; all as the Board deems available.

4.7.9 To elect the officers of the Association and otherwise exercise the powers regarding officers of the Association as set forth in these Bylaws.

4.7.10 To determine who shall be authorized to make and sign all instruments on behalf of the Association and the Board.

4.7.11. To employ a management agent or manager, at a compensation established by the Board, to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in this Section.

4.7.12 To take appropriate action to enforce the provisions of the Declaration, any rules and regulations adopted by the Association, and the Bylaws. In connection with same, the Board is authorized to file or defend appropriate suits or request for arbitration filed under any of said instruments, acts or provided for by the laws of Alabama.

4.7.13 To employ attorneys, accountants, and other persons or firms reasonably necessary to carry out the provisions of the Declaration, Bylaws and Certificate of Formation of the Association and the Rules and Regulations.

4.8 Eligibility. A person who is delinquent in the payment of any fee, fine, or other mandatory obligation to the Association for more than ninety (90) days is not eligible for Board membership. A person who has been convicted of any felony in Alabama or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in Alabama, is not eligible for Board membership unless such felon's civil rights have been restored for at least 5 years as of the date on which such person seeks election to the Board.

4.9 Annual Statement. The Board will present a full and clear statement of the business and condition of the Association and an account of the financial transactions of the past year at the annual meeting of the Members.

4.10 Compensation. The directors shall not be entitled to any compensation for service as directors, but directors may be reimbursed for approved out-of-pocket expenses incurred on behalf of the Association.

ARTICLE V
DIRECTORS MEETINGS

5.1 Organizational Meetings. The first meeting of each new Board elected by the Members shall be held immediately upon adjournment of the meeting at which they were elected or as soon thereafter as may be practicable. The annual meeting of the Board shall be held at the same place as the general Members' meeting.

5.2 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings

shalJ be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

5.3 Specia] Meetings. Special meetings of the Board may be called by the President on five (5) days notice to each director. Special meetings shall be called by the President or Secretary in like manner and on like notice upon the written request of one-third (1/3) of the directors.

5.4 Waiver of Notice. No written notice of a Board meeting shall be required if all of the directors meet by unanimous consent. The directors may, by resolution duly adopted, establish regular monthly, quarter-annual or semi-annual meetings. If such resolution is adopted, no notice of such regular meetings of the Board shall be required. Any required notice may be waived in writing signed by the person entitled to such notice whether before or after the time stated therein.

5.5 Quorum. A quorum at a directors' meeting shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present, shall constitute the act of the Board, except when approval by a greater number of directors is required by statute or by these Bylaws.

5.6 Adjourned Meetings. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called, may be transacted without further notice.

5.7 Joinder in Meeting by Approval of Minutes. The joinder of a director in any action taken at a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

5.8 Presiding Officer. The presiding officer of a directors' meeting shall be the President of the Association. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

5.9 Action Without a Meeting. Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 5.9 shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE VI
ARCHITECTURAL REVIEW COMMITTEE; OFFICERS

6.1 Architectural Review Committee. The Architectura1 Review Committee (herein "ARC") shall consist of three (3) members at all times, who initially shall be Randall Caldwell, Chason Franks, and Melissa Franks. Their address is 24115 Bay View Dr West, Foley, AL 36535, and the point of contact is Randall Caldwell. If any member of the Architectura] Review Committee shall resign, become unable to serve or die, then the remaining member(s) shall appoint a

successor member(s) to the Architectural Review Committee. Members of the ARC are not required to be an Owner. If no member of the ARC remains to appoint new members of the ARC, then the Declarant (as that term is defined in the Certificate of Formation) shall have the exclusive right to appoint members of the ARC until the Declarant causes the first meeting of the Members to be held as provided for under Section 3.3 herein. Thereafter, the ARC members will be elected, appointed and removed in the same manner as the executive officers of the Association.

6.2 Officers. The executive officers of the Association shall be a President, Vice President, Treasurer and Secretary, each of whom shall be elected at the annual meeting of the Board of Directors. The Board may elect more than one Vice President. The Board may appoint such other officers and agents that it may deem necessary, who shall hold office at the pleasure of the Board and have such authority and perform such duties as from time to time may be prescribed by said Board.

The initial officers are as follows:

Chason Franks - President
Randall Caldwell - Vice President
Melissa Franks - Secretary/Treasurer

6.3 Qualification. Except with respect to the office of the Secretary, no person shall be entitled to hold office except a Member or an authorized representative of a Member that is an entity. The President and Vice President must be members of the Board.

6.4 Term. The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of sixty-seven percent (67%) of the voting interests of the Members. Notwithstanding the foregoing, (a) no officer that is a Member shall continue to serve as an officer of the Association if, during his term of office, his membership in the Association shall be terminated for any reason whatsoever, (b) no authorized representative of a Member that is an entity shall continue to serve as an officer of the Association if, during his term of office, the entity's membership in the Association shall be terminated for any reason whatsoever, and (c) no authorized representative of a Member that is an entity shall continue to serve as an officer of the Association if, during his term of office, the entity revokes his status as an authorized representative thereof or his status as an authorized representative of such entity is otherwise terminated.

6.5 President. The President shall be the chief executive officer of the Association; he shall preside at all meetings of the Members and directors; shall be an ex-officio member of all standing committees; shall have general management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect.

6.6 Secretary.

6.6.1 The Secretary shall keep the minutes of the Members' meetings and of the Board of Directors' meetings in one or more books provided for that purpose. Resolutions shall be maintained in one such minute book.

6.6.2 The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

6.6.3 The Secretary shall be custodian of the corporate records and of the seal of the Association.

6.6.4 The Secretary shall keep a register of the post office address of each Member, which shall be furnished to the Secretary by such Member.

6.6.5 In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned to him by the President or by the Board of Directors.

6.7 Vice President. The Vice President shall be vested with all the powers and required to perform all the duties of the President in his absence, and such other duties as may be prescribed by the Board of Directors.

6.8 Treasurer. The Treasurer shall be vested with all powers, and shall be required to perform all of the duties, as may be prescribed by the Board of Directors.

6.9 Vacancies. If any office becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining directors by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

6.lO Resignations. Any director or other officer may resign his office at any time. Such resignation shall be made in writing, to the Secretary, and shall take effect at the time of its receipt by the Association, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

6.11 Compensation. The compensation, if any, of all employees of the Association shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the Association.

ARTICLE VII
LIABILITY

7.1 Liability. The Association assumes no responsibility for injuries sustained by or damages resulting from the acts or omissions of Members or contractors of the Association.

ARTICLE VIII
AMENDMENT OF BYLAWS

8.1 Bylaws. The Bylaws of the Association may be altered, amended or repealed by a majority vote of the Directors.

ARTICLE IX
CONFLICT

9.1. Conflict. In the event there shall exist a conflict between these Bylaws and the Certificate of Formation, the Certificate of Formation shall govern. In the event there shall exist a conflict between these Bylaws and the Declaration, the Declaration shall govern. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants and conditions set forth herein in these Bylaws and the Alabama Association Act (Title 35, Chapter 20, Code of Alabama 1975, as amended from time to time (the "HOA Act")), then the provisions of the HOA Act shall at all times control.

ARTICLEX
COMMUNICATIONS AND RECORDS

10.1 Budget. The Board of Directors shall adopt an annual budget for the Association for each calendar year on or before December 31 of the preceding calendar year. A copy of the budget shall be provided to Members following its adoption. If the Board of Directors fails to adopt an annual budget for any particular year, the Association shall operate using the most recent budget that has been properly adopted until such time as the Board of Directors adopts a new budget.

10.2 Communications. The Association shall establish and maintain an efficient method of communication with the Members, which may include, but is not limited to, U.S. mail, electronic mail, and/or the use of an Association owned website. Notwithstanding the foregoing, the Association shall have the right to provide all notices and other communications to the Members required under the Certificate of Formation, the Declaration, these Bylaws, the Alabama Nonprofit Corporation Law (and any successor thereto), and/or the Alabama Homeowners' Association Act (and any successor thereto) by electronic email unless a Member delivers a signed, written notice to the President of the Association that the Member will not accept notice by electronic mail. In such an event, the Association shall provide all such notices and other communications to such Member via United States mail at such Member's mailing address as shown in the records of the Association.

10.3 Records. The Association shall compile, organize, and maintain full and complete records of the Association, which will be available to any Member upon request within a reasonable time, not to exceed thirty (30) days from the date of the request, and upon the payment of reasonable associated costs. The Association, acting through its officers, may provide the records and information in paper or electronic form or direct the Member to the location of any public record containing the record or information sought by such Member.

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IN WITNESS WHEREOF, we, being all of the directors of the Heritage Farms Homeowners Association, Inc., have hereunto set our hands this 13th day of October, 2026, and certify that these are the duly adopted Bylaws of Heritage Farms Homeowners Association, Inc.

Randall Caldwell (Manager)

STATE OF ALABAMA
COUNTY OF BALDWIN

I, the undersigned Notary Public, in and for said State and said County, hereby certify that Randall Caldwell, 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, as such officer and with full authority, executed the same voluntarily as and for the act of said entity on the day the same bears date.

Given under my hand and official notarial seal this the 13th day of October, 2026.

{AFFIX SEAL}

NOTARY PUBLIC
My Commission Expires: July 9, 2028

THIS INSTRUMENT
PREPARED BY

Randall Caldwell
24115 Bay View Dr. W
Foley, AL 36535

STATE OF ALABAMA

HOMEOWNERS' ASSOCIATION (HOA)
DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF INCORPORATION

PURPOSE: In order to form a Homeowners' Association (hereinafter HOA) under Title 35, Chapter 20 as a Nonprofit Corporation under Article 3 of Chapter 1 and Section 10A-3A-2.02 of the *Code of Alabama 1975,* this Certificate of Incorporation, all required attachments, and the appropriate filing fees must be filed with the Office of the Alabama Secretary of State. **The information required in this form is required by Title 10A and Title 35.**

INSTRUCTIONS: **Mail 2 copies of this completed form along with a self-addressed, stamped envelope to:**
***Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103.**
*Include a check, money order, or credit card payment for the **$200.00** processing fee.
*The Secretary of State shall pay the sum of $100.00 to the county treasurer for the county in which the office of the initial registered agent for that entity is located.
*The Certificate will not be registered if the credit/debit card does not authorize and will be removed from the index if the check is dishonored ($30 fee).

This form must be typed and will not be accepted via email.

1. The name of the HOA: Heritage Farms Homeowners Association, Inc.
2. ***A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.***
3. This is a nonprofit corporation which (MUST check one):

   ◉ has Members **or** ○ has no Members
4. The name of the Registered Agent: Randall Caldwell

   The entity ID # of the registered agent if the agent is an entity/organization/business – AL ID # 000 - ____ - ____

   Satisfies requirement that entity/organization must be a registered business in Alabama per 10A-1-5.31.
5. Street (**No PO Boxes**) address in Alabama of Registered Agent (must be where registered agent is located):
   24115 Bay View Drive West, Foley, Alabama 36535

   ***COUNTY** of above address: _____
   *County of Registered Agent is requested in order to determine distribution of County filing fees

   Mailing address of Registered Agent in Alabama (if different from street address): Same

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Randall Caldwell
24115 Bay View Drive West
Foley AL 36535

DOMESTIC HOA CERTIFICATE OF INCORPORATION

6. Purpose for which corporation is formed: Homeowners' Association – Nonprofit Corporation; the purpose includes the transaction of any lawful business for which HOAs may be incorporated in Alabama under Title 35, Chapter 20 of the *Code of Alabama*.

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

8. The name of the Incorporator: Randall Caldwell

   Address of Incorporator: 24115 Bay View Dr West, Foley AL 36535

   The name of the Incorporator: _____

   Address of Incorporator: _____

   The name of the Incorporator: _____

   Address of Incorporator: _____

   The name of the Incorporator: _____

   Address of Incorporator: _____

Name, address and signature of all Incorporators. (The entity cannot be listed as an Incorporator):
MUST PROVIDE AT LEAST ONE INCORPORATOR

9. A list of initial Directors names and addresses may be attached to this Certificate of Incorporation.

10. **REQUIRED ATTACHMENTS per Title 35, Chapter**
This organization document shall provide for all of the following:

1} methods of efficient communication with the members of the association unless a different method is required by Chapter 3, Title 10A, Code of Alabama 1975. On an attachment list all types of communication such as emails, newsletters, meetings, posted signage, correspondence, etc..
Attach any section of the governing documents that pertains to required communication with the members.

2} rules and regulations for the conduct of any meetings of the association -
Attach the section appropriate of the bylaws or governing documents detailing the conduct of meetings, if any.

3} the compilation, organization, and maintenance of full and complete financial records of the association available to any member at a reasonable time and place upon the payment of reasonable associated costs -
Attach an example of the financial records that will be made available to members upon request and payment.

4} reasonable rules and regulations for the use, maintenance, repair, replacement, or modification of any common areas, if any, including penalties for violations -
Attach copies of the appropriate rules and regulations.

DOMESTIC HOA CERTIFICATE OF INCORPORATION

5} power to grant easements, leases, licenses, and concessions through or over the common areas, if any – **Attach a copy of the document(s) granting these powers.**

6} statements regarding the payment of dues and assessments to be provided to any person having an interest upon the payment of reasonable associated costs – **Attach the appropriate statement and/or any document(s) requiring the statements.**

7} preparation and submission of the annual budgets of the association to the members – **Attach section of governing documents regarding annual budgets and reporting of same.**

8} The undersigned certifies that the Homeowners' Association will do any other act a nonprofit is required to do under the law.

In addition to the required items in item 10 of this document, the organizational documents of a Homeowners' Association may provide for the following – **CHECK ALL THAT APPLY TO THIS HOA:**

- [X] Indemnification and insurance for the association, its officers, and directors
- [X] Fidelity bonds for any person or entity having custody or control of any funds of the association
- [■] Periodic audits of the financial records of the association
- [X] Power to acquire real and personal property for the benefit of the association and its members
- [X] Power to hire and discharge managing agents and other employees, agents, and independent contractors

11. The undersigned certify that the homeowners' association provided for by declaration and subject to the Alabama Homeowners' Association Act shall be formed by this filing prior to the conveyance of any lot in the development by the declarant in accordance with the requirements of Section 35, Chapter 20.

12. Unless an attachment to this Certificate of Incorporation provides that a change in the number of directors shall be made only by amendment to the Certificate of Incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Incorporation is inconsistent with a bylaw, the provision of the Certificate of Incorporation shall be controlling.

13. If a conflict exists between the declaration and the governing documents of a homeowners' association, the declaration prevails, except to the extent that the declaration is inconsistent with the Alabama Homeowners' Association Act.

14. The filing of the limited liability company is effective immediately on the date filed by the Secretary of State's office or at **the delayed filing date** (cannot be prior to the filing date of the Secretary of State's office) specified in this filing. [10A-1-4.12] If a delayed effective date is not desired do not complete the information in this item. The undersigned specify _____/_____/_____ as the delayed effective date (must be on or after the date filed in the office of the Secretary of State, but no later than the 90th day after the date this instrument was signed) and the time of filing to be _____:____ ☐ AM or ☐ PM. (cannot be noon or midnight – 12:00)

☐ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the HOA nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

DOMESTIC HOA CERTIFICATE OF INCORPORATION

Additional Signatures May Be Attached

10/13/2026
Date (MM/DD/YYYY)

C. Randall Caldwell, Jr.
Signature as required by 10A-1-3.04

Typed name of above signature

Typed title/capacity to sign under 10A-1-3.04

/ /
Date (MM/DD/YYYY)

Signature as required by 10A-1-3.04

Typed name of above signature

Typed title/capacity to sign under 10A-1-3.04

/ /
Date (MM/DD/YYYY)

Signature as required by 10A-1-3.04

Typed name of above signature

Typed title/capacity to sign under 10A-1-3.04

EXHIBIT "A"
Description of Subdivision Property

All property within the Heritage Farms Subdivision, as shown on the plat recorded Slide 3090-D and as Instrument Number 2282677 in the Office of the Judge of Probate of Baldwin County, Alabama, and any additional real property made subject to the Declaration in accordance with the terms thereof.