

THE GROVES HOMEOWNERS ASSOCIATION, INC.
(an Alabama Nonprofit Corporation)

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a nonprofit corporation under the laws of the State of Alabama.

ARTICLE I
NAME

The name of the corporation is THE GROVES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The initial address of the Association is 169 Dauphin Street, Suite 101, Mobile, Alabama 36602.

ARTICLE II
DURATION

The corporate existence will begin upon the filing of these Articles of Incorporation. This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Alabama.

ARTICLES III
PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of that certain tract of property (the "Property") described in the Subdivision Plat of The Groves at Point Clear, recorded as Instrument No. 1117268 on Slide No. 2390-E and 2390-F in the Probate Office of Baldwin County, Alabama and all subdivision plats recorded hereafter which add additional phases (hereinafter collectively the "Subdivision Plat") for the mutual advantage and benefit of the members of this Association, who shall be owners of lots within the Property. To promote the health, safety and welfare of the owners of lots in the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, the Association shall have and exercise the following authority and powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Restrictions & Covenants of The Groves at Point Clear recorded in the

Office of Probate of Baldwin County, Alabama as Instrument No. 1129976 ("Restrictions") which are hereby incorporated herein by reference.

- (b) To fix, levy, collect and enforce payment by any lawful means all charges and assessments, pursuant to the terms of the Restrictions or as the Board of Directors may determine are necessary. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.
- (c) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (d) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.
- (e) To dedicate, sell or transfer all or any part of the common area shown on the Subdivision Plat to any public agency, authority or utility for such purposes, subject to the procedure as established in the Restrictions and such conditions as may be agreed to by the members.
- (f) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.
- (g) To act as purchasing agent for goods and services for the Association and for the benefit of the members.
- (h) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Alabama, by law, may now or hereafter have or exercise.

ARTICLE IV MEMBERSHIP

THE GROVES AT POINT CLEAR, L.L.C. shall be the initial member of the Association and every person or entity who is a record owner of a lot within the property shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Except for the initial members of the Association, the membership shall be appurtenant to and may not be separated from ownership of any lot. The Association shall have three

classes of voting membership, Classes A, B and C. The Class A membership shall consist of the owners of all lots 1 - 8 in the Subdivision. The Class B membership shall consist of the owners of lots 1, 2, 3 and 7, i.e., the Lake Lot owners. The Class C membership shall consist of lots 3, 4, 5 and 6, i.e., the Oldenburg Drive lot owners. Each lot shall be entitled to one vote on each matter that lot is entitled to vote on.

**ARTICLE V
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors, who shall be members of the Association. The number of Directors of the Association shall be three (3). The name and address of the persons who are to act in the initial capacity of Director until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
JAMES A. YANCE, JR.	169 Dauphin Street, Suite 101 Mobile, Alabama 36602
RICHARD D. INGE	169 Dauphin Street, Suite 101 Mobile, Alabama 36602
P. MATTHEW SANKEY	169 Dauphin Street, Suite 101 Mobile, Alabama 36602

Directors shall serve for a term of one year, and shall hold office until qualified successors are duly elected at the next annual meeting of members and have taken office. Directors may be re-elected for successive terms.

**ARTICLE VI
REMOVAL OF DIRECTOR**

Any director may be removed from office, with or without cause, by at least a majority vote of all Members, at any duly called meeting of Members. A special Association Meeting to remove a director or directors from office may be called by ten percent (10%) of all Members giving notice of the meeting. The notice shall state the purpose of the meeting and shall be given to all Members in writing at least one week prior to the Association Meeting.

Any vacancy occurring in the Board may be filled by a majority vote of the remaining Board members, except that a vacancy resulting from removal of a director by the Members shall be filled by a vote of the membership.

**ARTICLE VII
DIRECTOR COMPENSATION**

Directors shall receive no compensation for their services unless expressly provided for in resolutions adopted by the Members.

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation is 169 Dauphin Street, Suite 101, Mobile, Alabama, 36602. The name of the initial Registered Agent of the Association at that address is P. Matthew Sankey.

**ARTICLE IX
OFFICERS**

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the By-laws of this Association. Said officers shall be elected annually by the Board. The names and addresses of the officers who shall serve until the first annual meeting of the Board are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	P. MATTHEW SANKEY	169 Dauphin Street, Suite 101 Mobile, Alabama 36602
Vice-President	JAMES A. YANCE, JR.	169 Dauphin Street, Suite 101 Mobile, Alabama 36602
Secretary/Treasurer	RICHARD D. INGE	169 Dauphin Street, Suite 101 Mobile, Alabama 36602

**ARTICLE X
BY-LAWS**

The By-Laws of this Association shall be adopted by the first Board. The By-Laws may be altered, amended, modified or repealed in a manner provided for in the By-Laws.

**ARTICLE XI
AMENDMENTS**

This Association reserves the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto with the approval of two-thirds (2/3) of the Members. No amendment shall conflict with the Restrictions.

**ARTICLE XII
SUPREMACY**

These Articles and By-Laws are subject to the Restrictions and in the event of a conflict, the Restrictions shall govern. In the event of a conflict between the Articles and By-Laws, the Articles shall govern.

**ARTICLE XIII
INDEMNIFICATION**

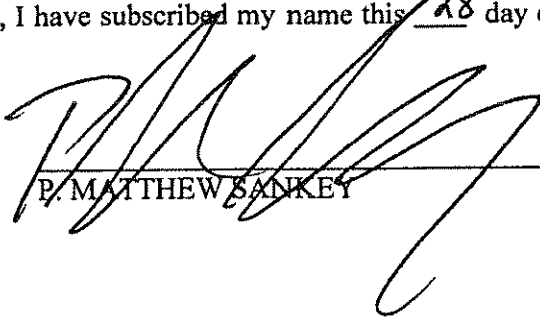
This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include, but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE XIV
INCORPORATOR**

The name and address of the incorporator of the corporation is:

P. MATTHEW SANKEY 169 Dauphin Street, Suite 101
Mobile, Alabama 36602

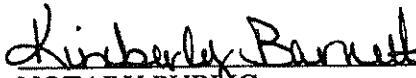
IN WITNESS WHEREOF, I have subscribed my name this 28th day of October, 2008.


P. MATTHEW SANKEY

STATE OF ALABAMA)
COUNTY OF MOBILE)

I, the undersigned Notary Public in and for said County in said State, do hereby certify that P. MATTHEW SANKEY, 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 executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 28th day of October, 2008.


NOTARY PUBLIC
My Commission Expires: 8/22/2012

State of Alabama-Mobile County
I certify this instrument was filed on:
October 28, 2008 @ 4:44:36 PM
RECORDING FEE \$25.00
S.R. FEE \$2.00
RECORDING FEES \$1.00
TOTAL AMOUNT \$28.00

2008076853
Don Davis, Judge of Probate

This instrument prepared by:
Clay A. Lanham, Esq.
Vickers, Riis, Murray & Curran, L.L.C.
Regions Bank Building, 11th Floor
106 St. Francis Street
Mobile, Alabama 36602-3419
(251) 432-9772

STATE OF ALABAMA
PROBATE COURT OF MOBILE COUNTY
Incorporation/Amendment/Dissolution Certificate

I, **Don Davis**, as Probate Judge in and for Mobile County, Alabama, do hereby certify that the forgoing Articles, duly signed and verified pursuant to the provisions of Alabama Statute, have been received and recorded in this office and are found to comply with law in such matters. Accordingly, the undersigned Probate Judge, by the authority so vested, hereby issues this Certificate.

Given under My Hand and Official Seal of the Probate Court of Mobile County, Alabama This *Tuesday, October 28, 2008*



Don Davis, Probate Judge
Mobile County, Alabama

Recorded at Book: 6455
Page: 1956
Clerk: PCML04

