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ARTICLES OF INCORPORATION

OF

BLAKELEY FOREST HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator desiring to become a body corporate for the purpose or purposes hereinafter set forth, does hereby make and file these Articles of Incorporation under and pursuant to the Alabama Nonprofit Corporation Act, Secs. 10-3A-1 et seq., Code of Alabama 1975 (hereinafter referred to as the "Act").

1. Name of Corporation. The name of the corporation is Blakeley Forest Homeowners' Association, Inc. (hereinafter referred to as the "Corporation").

2. Period of Duration. The period of duration of the Corporation shall be perpetual.

3. Purpose or Purposes of Corporation. The Corporation is organized and shall be operated to provide exclusively for the acquisition, construction, management, maintenance, and care of association property (as hereinafter defined) with respect to Blakeley Forest, a private single-family residential subdivision (the "Subdivision") located at the intersection of Highways 72 and 225 near Spanish Fort in Baldwin County, Alabama. The property comprising the Subdivision shall be that included in Units One, Two and Three, which are the existing Units of the Subdivision, as shown on Slides Nos. 1184-A, 1220-B and 1221-A, and 1259-A, respectively, of the records in the Office of the

Judge of Probate of Baldwin County, Alabama, together with such additional adjacent or contiguous property or properties, if any, owned by Spanish Fort Investment Venture, the developer of the Subdivision, or any subsequent developer, (all the "Developer"), as the Developer, in its sole discretion, may elect to add to the Subdivision at any time or from time to time hereafter.

The Corporation shall be the "homeowners association" with respect to the Subdivision within the meaning of Sec. 528 of the United States Internal Revenue Code of 1986 (the "Code"), and the Regulations thereunder.

The Corporation shall have authority to assess and collect membership dues, fees and assessments from its members for the acquisition, construction, management, maintenance, and care of association property, and to expend its funds exclusively for such purpose.

The term "association property" means -

- (a) property held by the Corporation,
- (b) property commonly held by the members of the Corporation,
- (c) property within the Corporation privately held by the members of the Corporation, and
- (d) property owned by a governmental unit and used for the benefit of residents of such unit.

"Association property" shall not include any private lake in the Subdivision reserved by the Developer exclusively for the use

of the owners of residential lots adjoining such lake, or any such lake owned by the owners of lots adjoining such lake or by others, and the Association shall have no authority to assess or collect dues, fees or assessments from its members for the acquisition, construction, management, maintenance, or care of such lake, or to expend its funds for such purpose, which shall be the sole responsibility of the owners of the residential lots adjoining such lake, or the owner or owners of such lake. The residential lot owners having lots in the Subdivision adjoining any such lake shall, however, be members of the Association, and, in addition thereto, members of any association, if any, formed by the Developer, or a majority of the owners of residential lots adjoining such lake, organized and operated to provide for the acquisition, construction, management, maintenance, and care of such lake.

No part of the net earnings of the Corporation shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any member of the Corporation or private individual.

The purposes set forth herein shall be construed as powers as well as purposes. The Corporation shall have and may exercise all such powers and all powers given corporations by the Act and any act now or hereafter amendatory thereof, supplementary thereto or substituted therefor, and all other applicable laws

now or hereafter enacted, as if such powers were set forth in full herein, including, without limitation, all powers as shall enable it to do each and everything necessary, suitable, convenient, expedient or proper for the accomplishment of any or all of the purposes and the attainment of any or all of the objects set forth herein; provided, however, that the Corporation shall not have or exercise any power that would cause the Corporation not to be a homeowners association under Sec. 528 of the Code and the Regulations thereunder.

4. Members. The Corporation shall have only one class of member. The members of the Corporation shall consist solely of the owners of residential lots in the Subdivision. The owner of each residential lot in the Subdivision shall become a member of the Corporation upon the acquisition of his or her residential lot and shall cease being a member at the time he or she no longer owns a residential lot in the Subdivision. The Developer of the Subdivision shall be a member of the Association as long as it owns a residential lot or lots in the Subdivision or any planned addition thereto.

Each member in good standing shall be entitled to one vote for each residential lot owned by him on each matter submitted to a vote of members. If a residential lot is owned by more than one person, the owners of said lot, collectively, shall be a single member of the Corporation, and shall designate among themselves by proxy the one of their number entitled to vote for

all of them. Such proxy shall be in writing, shall be signed by each owner of such lot, or by his or her duly authorized attorney-in-fact, and shall be filed with the Secretary of the Corporation. Such proxy shall remain in effect until a new proxy in writing signed by each of the owners of such lot, or his or her duly authorized attorney-in-fact, is filed with the Secretary of the Corporation, provided, however, that no such proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Each residential lot owner in the Subdivision shall, by acceptance of title, be conclusively presumed to have agreed to abide by these Articles of Incorporation, and the By-laws and Rules and Regulations from time to time made and promulgated by the Corporation, and to pay, when due, all membership dues, fees and assessments due by him or her to the Corporation, together with interest thereon from the due date at the interest rate, not to exceed the maximum rate permitted by law, set by the Corporation. The Corporation shall have a lien on each residential lot for any unpaid membership dues, fees and assessments duly made by the Corporation against the owner(s) of said lot, together with interest thereon at the rate aforesaid, and reasonable attorney's fees and costs. Such lien shall be effective from and after the time of recording in the public records of Baldwin County, Alabama of a claim of lien stating the description of the lot, the name of the record owner(s), the

amount due and the date when due. Such claim of lien shall include only sums that are due and payable when the claim of lien is recorded and shall be signed and verified by an officer or agent of the Corporation. Upon full payment of all sums secured by the lien, the party making payment shall be entitled to a recordable satisfaction of lien. All such liens shall be subordinate to any lien for taxes, the lien of any mortgage of record and any other lien recorded prior to the time of recording of the claim of the Corporation's lien. Such liens may be foreclosed by an action brought in the name of the Corporation in the same manner as a foreclosure of a mortgage on real property. The Corporation shall have the power to bid in the lot at foreclosure sale and to acquire, hold, lease, mortgage and convey the same. An action to recover a money judgment for unpaid dues, fees and assessments may be also maintained without waiving the lien securing the same.

The members of the Corporation shall not, as such, be liable for the debts of the Corporation.

5. Registered Office and Agent. The location and mailing address of the initial registered office of the Corporation is 740 Museum Drive, Mobile, Alabama 36608. The name of the Corporation's initial registered agent as such address is The Claridge Group Corporation, an Alabama corporation.

6. Board of Directors. The activities and affairs of the Corporation should be managed by a Board of Directors, provided,

however, that the Board of Directors shall not exercise any power or authority conferred herein or by the Act upon the members. The number of directors of the Corporation shall be not less than three (3). Subject to such limitation, the number of directors shall be fixed by the By-laws, except as to the number of directors constituting the first Board of Directors. The directors may but need not be members of the Corporation, unless so required by the By-laws or by the Act.

The number of directors constituting the first Board of Directors shall be three (3). The names and addresses of the persons who are to serve as such directors until the first annual meeting of the members or until their successors are elected and qualified are as follows:

Name	Address
Robert J. Isakson	740 Museum Drive Mobile, Alabama 36608
Maury Friedlander	740 Museum Drive Mobile, Alabama 36608
Michael Friedlander	740 Museum Drive Mobile, Alabama 36608

The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more

committees which, to the extent provided in said resolution or resolutions or in the By-laws of the Corporation, and not prohibited by law, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the Corporation. Such committee or committees may further have power to authorize the seal of the Corporation to be affixed to all papers that may require it; and shall have such name or names as may be stated in the By-laws of the Corporation or as may be determined from time to time by resolution adopted by the Directors.

The directors of the Corporation may, if the By-laws so provide, be classified as to term of office.

The Board of Directors is expressly authorized to make, alter, or repeal the By-laws of this Corporation.

Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the members.

Directors of the Corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the Corporation or its members; (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (3) a transaction from which the director derived an improper personal benefit.

7. Incorporator. The name and address of the incorporator of the Corporation is The Claridge Group Corporation, an Alabama



corporation, 740 Museum Drive, Mobile, Alabama 36608.

8. Dissolution. Upon dissolution of the Corporation all of the assets of the Corporation shall be distributed for one or more exempt purposes, or to the Federal government, or to a State or local government, for a public purpose, in accordance with the plan of distribution adopted by the members of the Corporation, or if there are no members, or no members entitled to vote thereon, adopted at a meeting of the board of directors, in the manner provided by the Act. Upon dissolution, the Corporation's assets shall be deemed distributed for one or more exempt purposes if distributed to an organization described in Section 501 (c)(3) of the Code if it is organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, educational, or prevention of cruelty to children or animals purposes within the meaning of Section 501 (c)(3) of the Code and the Regulations thereunder.

9. Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Act, and all rights conferred upon members herein are granted subject to such reservation; provided, however, that no such amendment, alteration, change or repeal of any such provision shall be effective if it would cause the Corporation not to be a homeowners association under Sec. 528 of the Code and the Regulations thereunder.

IN WITNESS WHEREOF, the incorporator has caused this instrument to be executed by its duly authorized officer hereunto appearing on this, the 24th day of July, 1991.

THE CLARIDGE GROUP CORPORATION

By: *Robert J. Isakson*  
Robert J. Isakson  
As Its President

STATE OF ALABAMA )  
COUNTY OF MOBILE )

I, the undersigned Notary Public in and for said County in said State, hereby certify that Robert J. Isakson, whose name as President of The Claridge Group Corporation, an Alabama corporation, 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 for and as the act of said corporation on the day the same bears date.

Given under my hand this, the 24th day of July, 1991.

*Catherine N. King*  
Notary Public 6/30/93  
My Commission Expires: \_\_\_\_\_

THIS INSTRUMENT WAS PREPARED BY:  
Thomas E. Twitt, Jr.  
Lawyer  
P.O. Box 8548  
Mobile, Alabama 36608

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# State of Alabama Mobile County

CERTIFICATE OF \_\_\_\_\_ INCORPORATION \_\_\_\_\_

OF

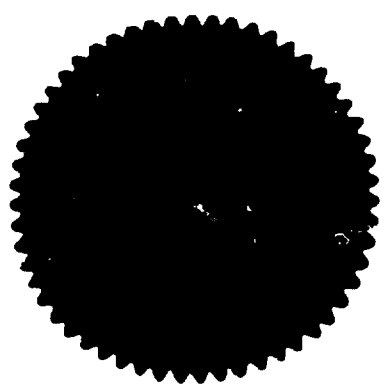
BLAKELEY FOREST HOMEOWNERS' ASSOCIATION, INC.

The undersigned, as Judge of Probate of Mobile County, State of Alabama, hereby certifies that the foregoing Articles of INCORPORATION

duly signed and verified pursuant to the provisions of Alabama NON-PROFIT Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby, issues this Certificate of \_\_\_\_\_ INCORPORATION \_\_\_\_\_ of \_\_\_\_\_ BLAKELEY FOREST HOMEOWNERS' ASSOCIATION, INC. \_\_\_\_\_

Given Under My Hand and Official Seal on this the 7 TH day of AUGUST, 19 91.



*L. W. Noonan*  
L. W. Noonan  
Judge of Probate  
Mobile County, Alabama

State of Alabama, Baldwin County  
I certify this instrument was filed  
and taxes collected on  
2002 October -28 10:13AM  
Instrument Number 690127 Pages 11  
Recording 33.00 Mortgage  
Deed Min Tax  
Index DP 1.00  
Archive 3.00  
Adrian T. Johns, Judge of Probate