

ARTICLES OF INCORPORATION
OF
BRIDGEFIELD HOMEOWNERS ASSOCIATION, INC.,
AN ALABAMA NONPROFIT CORPORATION

We, the undersigned, hereby associated ourselves together, for the purpose of becoming incorporated under the laws of the State of Alabama as a non-profit corporation, and pursuant to the provisions of the Alabama Nonprofit Corporation Act Of 1984, as last amended (Sections 10-3A-1 through 10-3A-225 of the Alabama Code of 1975, as last amended) (herein referred to as the "Corporation Act"), and hereby adopt the following Articles of Incorporation (herein referred to as the "Articles"):

ARTICLE I - NAME

The name of the corporation shall be: BRIDGEFIELD HOMEOWNERS ASSOCIATION, INC (herein referred to as the "Association")

ARTICLE II - PERIOD OF DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III - PURPOSES

The purposes for which the Association is formed are to (a) provide an entity for the management, care, maintenance, repair and insurance of the Common Area (herein referred to as the "Common Area") of BRIDGEFIELD SUBDIVISION, A RESUBDIVISION OF LOT I OF RYAN-SPENCER PROPERTY ACCORDING TO THE FLAT OF SAID SUBDIVISION OF RECORD IN THE OFFICE OF THE JUDGE OF PROBATE OF MADISON COUNTY, ALABAMA IN PLAT BOOK 31, PAGES, 32-33, (herein referred to as the "Subdivision"), (b) for establishing the reasons for and the means and methods of collecting the contributions or Assessments for Common Expenses, (c) for enforcement of the provisions of these Articles and the By-Laws, and (d) for such other purposes as the Board may determine, and as provided for by the Corporation Act. Unless otherwise expressly stated, all words, terms and phrases, as used herein, shall have the same definitions as attributed to them in the By-Laws of the Association (herein referred to as the "By-Laws"), as now constituted and as may be amended hereafter, and which are attached hereto as Exhibit "A", by this reference incorporated herein and made a part hereof.

ARTICLE IV - POWERS

As a means of accomplishing; the foregoing purposes, the Association shall have the following powers:

A. The Association shall have all or the powers now conferred or which may be hereafter conferred on a nonprofit corporation under the laws of the State of Alabama.

B. The Association shall have all of the powers and duties set forth in the Corporation Act except as limited by these Articles and the By-Laws, and all of the powers necessary to carry out its powers, and to enforce the By-Laws as they may be amended from time to time including but not limited to the following:

1. To enforce by legal means the provisions of the Corporation Act, these Articles, and the By-Laws of the Association.
2. To retain legal counsel.
3. To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities.

and to comply with the requirements of the law of the State of Alabama with regard to maintenance of record.

4. To enter into such other contract or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.
5. To employ all personnel necessary to perform the services required to properly exercise the rights, powers, duties and functions of the Association.
6. To exercise any and all common law and statutory powers, although not specifically recited herein, of a nonprofit corporation, and of an association within the meaning of the Corporation Act, reasonably necessary or convenient to carry out and perform the purposes for which the Association is organized and its enumerated powers,
7. To do such acts as may be required to comply with the provisions of the Federal Internal Revenue Code as amended, and applicable Revenue Rulings, and other Federal and State statutes, providing for an exemption from Federal and State income taxes of income of homeowners' associations, if any.
8. To designate those expenses which shall constitute the Common Expenses of the Common Area of the Subdivision, other than those expenses declared as Common Expenses under the By-Laws.
9. To estimate the amount of the Annual Budget and to make and collect Assessments against Lot Owners in the Subdivision as set forth in the By-Laws.
10. To use the proceeds of Assessments in the exercise of its powers and duties.
11. To make and amend reasonable Rules and Regulations respecting the Common Area of the Subdivision.

C. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held for the benefit of the members of the Association in accordance with the provision of the Corporation Act, these Articles, and the By-Laws.

D. No contract or other transaction between the Association and any of its Directors or Officers, or between the Association and any person, corporation, partnership, firm or association in which any Directors or Officers of the Association are directors or officers or are otherwise pecuniarily interested, is prohibited if the common interest is disclosed or known to the Board. Any common or interested Director may be counted in determining the presence of a quorum at any meeting of the Board, and any common or interested Director or Officer may vote to authorize any contract or transaction.

E. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Corporation Act, these Articles, and the By-Laws.

ARTICLE V - MEMBERS

A. QUALIFICATIONS. The members of the Association shall consist only of all of the record owners of all the lots embraced within the plat of said subdivision as shown on the Plat of the Subdivision (said record owners being herein referred to, separately and severally, and collectively, as the "residential Lot Owner" and/or "Residential Lot Owners") (said Lots being herein referred to, separately and severally, and collectively, as the "Residential Lot" and/or "Residential Lots"), which Residential Lot Owners are required to be members of the Association as a condition of their ownership of their respective Residential Lot or Residential Lots.

B. CHANGE OF MEMBERSHIP. Change of membership in the Association shall be established by the recording in the Office of the Judge of Probate of Madison County, Alabama, of a deed or other instrument conveying a record title to a Residential Lot in the Subdivision, and the delivery to the Secretary/Treasurer of the Association of a certified copy of such deed or other instrument, the Residential Lot Owner designated by

such instrument thereby becoming a member of the Association. The membership of the prior Residential Lot Owner shall be terminated thereby.

C. VOTING RIGHTS. Where, in any provision of these Articles or the By-Laws, a vote of Residential Lot Owners is required or permitted, each Residential Lot Owner shall be entitled to cast one vote for each lot owned by him at all meetings of the Association. If more than one person or entity jointly own a Residential Lot or Residential Lots such persons or entities shall only have one (1) vote per lot which they jointly own, and such vote shall be exercised as provided in the By-Laws. The manner of exercising voting rights shall be determined by the By-Laws.

D. APPROVAL OR DISAPPROVAL BY RESIDENTIAL LOT OWNERS.

Whenever the approval or disapproval of a Residential Lot Owner is required upon any matter, whether or not the subject of an Association meeting such approval or disapproval shall be expressed by the same person who would cast the vote of such Residential Lot Owner at an Association meeting.

E. RESTRAINT UPON ASSIGNMENT OF SHARE IN ASSETS.

The share of a Residential Lot Owner in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to such Residential Lot Owner's Residential Lot.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The location and mailing address of the Association's initial registered office, and the name of the Association's initial registered agent at such address, are:

NAME	ADDRESS
OSCAR N MAXWELL	303 WILLIAMS AVENUE HUNTSVILLE, AL 35801

ARTICLE VII - BOARD OF DIRECTORS

A. NUMBER. All corporate Powers of the Association shall be exercised by or under authority of, and the business and affairs of the Association shall be managed and conducted by and under the direction of, the Board of directors herein referred to as the "Board" and/or the "Directors"). The exact number of Directors on the Board may from time to time be provided for by the By-Laws.

B. INITIAL MEMBERS. The number of Directors constituting the initial Board shall be three (3). The names and address of the initial Directors are as follows:

NAME	ADDRESS
Place 1: Oscar N. Maxwell	303 Williams Avenue Huntsville, Alabama 35804
Place 2: Dan Maxwell	303 Williams Avenue Huntsville, Alabama 35804
Place 3: Judy S. Maxwell	303 Williams Avenue Huntsville, Alabama 35804

C. SUCCESSORS. At the expiration of the term of each initial Director, his successor shall be elected by the Residential Lot Owners to serve for a term set out in the By-Laws, subject to the rights of the Developer under the By-Laws.

D. ELECTION. Directors of the Association shall be elected at the annual meeting of the Residential Lot Owners in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws. The first annual meeting of the Board shall be held as provided in the By-Laws.

E. REMOVAL. Any Director other than the ones designated by the Developer as set forth in the By-Laws may be removed, either with or without cause, by an affirmative

vote of two thirds (2/3's) of the votes eligible to be cast by Residential Lot Owners in person or by proxy at a meeting of Residential Lot Owners duly held for such purpose.

Any Director whose removal has been proposed by the Residential Lot Owners shall be given at least ten (10) days notice of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting.

ARTICLE VIII - INCORPORATORS

The names and addresses of each of the incorporators of the Association are as follows:

NAME	ADDRESS
1. Oscar N. Maxwell	303 Williams Avenue Huntsville, Alabama 35804
2. Dan. Maxwell	303 Williams Avenue Huntsville, Alabama 35804

ARTICLE IX - OFFICERS

The officers of the Association shall consist of a President, a Vice-President and a Secretary/Treasurer and such other officers and assistant officers as may be deemed necessary by the Board (herein referred to as the "Officers"), each of whom shall be elected or appointed at such time and in such manner and for such terms as may be prescribed in the By-Laws. the names or the Officers who are to serve until the next election are.

NAME	OFFICE
1. Oscar N. Maxwell	President
2. Judith Maxwell	Vice President
3. Dan Maxwell	Secretary/Treasurer

ARTICLE X - INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities by reason of his being or having been a Director or Officer of the Association, at the time such expenses and liabilities are incurred, as provided under the By-Laws.

ARTICLE XI - BY-LAWS

The initial By-Laws of the Association shall be in the form as attached hereto as Exhibit "A", by this reference incorporated herein, and made a part hereof. The procedure for amending the By-Laws shall be provided for in the By-Laws.

Dated this the 16 day of March, 1995.

Oscar N. Maxwell, Incorporator

Dan Maxwell, Incorporator

STATE OF ALABAMA

COUNTY OF MADISON

I, the undersigned, a Notary Public in and for said County and State, hereby certify that Oscar N. Maxwell and Dan Maxwell, whose names as Incorporators are signed to the foregoing Articles of Incorporation of Bridgefield Homeowners Association, Inc., and who are known to me acknowledged before me on this day that being informed of the contents of the foregoing Articles of Incorporation of Bridgefield Homeowners Association, Inc., they, as Incorporators, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 16 day of March 1995.

NOTARY PUBLIC

COMMISSION EXPIRES:

11/26 /95

THIS INSTRUMENT WAS PREPARED BY:

MICHAEL C. MOORE
2311-B MARKET PLACE
HUNTSVILLE, AL 35801