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ARTICLES OF INCORPORATION OF  
THE PROPERTY OWNER'S ASSOCIATION OF  
BRIGADOON WEST, PHASE I, INC.  
A NON PROPIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Incorporator does hereby form a corporation under the Alabama Nonprofit Corporation Act [1975 Code of Alabama, Section 10-3A-1 et. seq.], and declares:

ARTICLE I - NAME

The name of this Corporation shall be The Property Owner's Association of Brigadoon West, Phase I, Inc. (hereinafter the "Corporation" or the "Association").

ARTICLE II - PERIOD OF DURATION

The Corporation shall exist perpetually, unless terminated according to the terms of these Articles.

ARTICLE III - PURPOSES AND POWERS.

The Corporation does not contemplate pecuniary gain or profit to its Members. The purposes for which the Corporation is organized are to promote the health, safety and welfare of the residents and owners living within the perimeter boundaries of "the Properties" as hereinafter defined and for these purposes, including, without limitation, the right to:

- (a) Maintain common areas for the mutual benefit of all of the residents and owners in the Properties; common areas include, but are not limited to, the boat ramp area between Lot Number 8 and Lot Number 9, street lights, the private roads designated Inverness Place and Brigadoon Drive, and any other areas developed and designated as common;
- (b) Provide for the preservation of property values;
- (c) Provide for the maintenance of common facilities and services;

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- (b) Provide for the preservation of property values;
- (c) Provide for the maintenance of common facilities and services;

- (d) Fix assessments and/or charges to be levied against "the Properties";
- (e) Fix fees and charges, if any, that are to be made for the use of Association facilities and equipment;
- (f) Enforce any and all covenants, restrictions and agreements applicable to "the Properties";
- (g) Pay taxes, if any, on the "Common Properties" and any facilities thereon; and
- (h) Insofar as permitted by law to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of "the Properties" and to acquire, own, and operate assets and property, both real and personal for said purposes and to transact such Not-For-Profit business or activities consistent with the purposes for which this Corporation is organized and to protect the lawful rights and interests of its owners and residents in connection therewith, in accordance with the authority and powers given and granted to a corporation Not-For-Profits as set forth under the Alabama Non-Profit Corporation Act.

"The Properties", as used throughout this document, is defined as and shall mean and refer to all those tracts or parcels of land situated, lying and being in Limestone County, Alabama, which are more particularly described in a plat recorded in the Office of the Judge of Probate of Limestone County, Alabama, for Brigadoon West, Phase I, indicated as common area or private roadway, but shall not include areas designated for future development.

#### ARTICLE IV - MEMBERSHIP

Every person or entity who or which is an Owner of a Lot (Lots 2 through 20) in Brigadoon West, Phase I, shall be a member of this Association.

For purposes of membership, a "Residential Lot" or "Lot" is defined as Lots 2 through 20, of Brigadoon West, Phase I, as shown on a plat recorded in the Office of the Judge of Probate, Limestone County, Alabama.

ARTICLE V - NOT FOR PROFIT CORPORATION

This Corporation shall be without capital stock, will not be operated for profit and will not distribute gains, profits or dividends to any of its Members. The Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of this Corporation. The purposes of this Corporation shall be served without pecuniary profit to any director, officer or Member of the Corporation.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is as follows:

| <u>NAME</u>          | <u>ADDRESS</u>                                           |
|----------------------|----------------------------------------------------------|
| James W. Christopher | 1313 Frazier Street<br>P. O. Box 997<br>Athens, AL 35612 |

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ARTICLE VII - VOTING RIGHTS, BOARD OF DIRECTORS,  
DISSOLUTION; DISPOSAL OF ASSETS ON DISSOLUTION; AMENDMENTS

SECTION 1 - VOTING RIGHTS. The Corporation shall have only one (1) class of regular voting membership. Members shall be all Owners (including the Developer, but not including mortgagees) of Unimproved and Improved Residential Lots, as herein defined. Each Member who has presented to the Corporation satisfactory proof that he is an Owner of any such Residential Lot prior to the close of business on the Record Date established in accordance with the Corporation's By-laws, shall be entitled to notice of and shall be entitled to one (1) vote for each Unimproved or Improved Residential Lot owned in all matters in which membership voting is authorized in these Articles, the Corporation's By-Laws or any other rules and regulations binding upon the Corporation and its Members with respect to Members' voting rights; provided, however, when more than one person or entity is proven to be an Owner of any such Lot, one person shall be designated to vote to bind all the Owners of such

Lot and written evidence thereof by all such owners shall be delivered to the Board of Directors in a form satisfactory to them, and in no event shall more than one vote be cast with respect to any such Lot.

Each Member who has provided satisfactory proof of ownership as set forth above, prior to the applicable Record Date shall be entitled to vote at any meeting of Members, or on any matter requiring a vote of Members, occurring subsequent to the date upon which the Member became an Owner (provided however, that the Member is not delinquent in the payment of assessments), and each such Member shall be entitled to the number of votes as calculated above as if each Member had been a Member for a full year and had paid the regular annual assessment for the year in which the vote takes place. Payment of any special assessment shall not entitle Members to additional votes.

An "Improved" Residential Lot shall mean and refer to a Residential Lot on which is located a building and/or other structure as to which required approvals for use and occupancy have been made. An "Unimproved" Residential Lot shall mean and refer to the status of any parcel which is not an Improved Residential Lot.

SECTION 2 - BOARD OF DIRECTORS.

(a) The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) Members. ~~The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors at the organizational meeting following the filing of record of these Articles of Incorporation, The number of Directors and their terms of office shall be set from time to time as provided in the By-Laws. The names and addresses of the persons who are to serve as the initial Directors are as follows:~~

| NAME                 | ADDRESS                                                        |
|----------------------|----------------------------------------------------------------|
| James W. Christopher | 1313 Frazier Street<br>Post Office Box 997<br>Athens, AL 35612 |
| Teresa Hilliard      | 1313 Frazier Street<br>Post Office Box 997<br>Athens, AL 35612 |

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Danny Dewayne Putman

Rogersville, AL 35652

The initial Board of Directors shall have the same powers and duties enumerated in these Articles and in the By-Laws for the elected Board of Directors.

The initial By-Laws of this Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors of this Corporation.

(b) In electing Directors, each Member shall be entitled to cast a number of votes equal to the number of votes allocated to such Member, determined in accordance with this Article, for each Director's position to be filled. No cumulative voting is permitted.

SECTION 3 - DISSOLUTION. The Corporation may be dissolved only with the assent given in writing and signed by the Members entitled to cast two-thirds (2/3) of the vote of its membership; written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be in accordance with Article VII Section 4 hereof) shall be mailed to every Member at least thirty (30) days in advance of any such action sought to be taken.

SECTION 4 - DISPOSITION OF ASSETS UPON DISSOLUTION. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable, if possible, the same as those to which they were required to be devoted by the corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested in him under the recorded Declaration and

deeds applicable to "the Properties" unless made in accordance with the provisions of such covenants and deeds.

#### SECTION 5 - AMENDMENTS.

These Articles may be amended with the assent given in writing and signed by the Members entitled to cast two-thirds (2/3) of the vote of its membership, provided that the quorum and voting requirements specified for any action under any provisions of these Articles shall also apply to any amendment of such provisions and provided, further, that no amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration or other recorded covenants and restrictions applicable to "the Properties" (as for example, membership and voting rights) which are part of the property interest created thereby.

#### ARTICLE VIII - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1313 Frazier, Athens, Alabama 35611, and the name of the its initial registered agent at such address is James W. Christopher.

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a

presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless such person did not act in good faith and had good cause to believe his conduct was negligent or improper.

#### ARTICLE X - ASSESSMENTS

1. To provide the total sum necessary for the insurance, reserve fund for replacements, maintenance and operation of the Common Properties of the Properties and all expenses incurred in connection therewith, each Member for each Residential Lot owned shall pay a portion of the total amount necessary for such purposes to the Corporation. The portion to be paid by a Member for each Residential Lot owned shall be equal to the total sum necessary for such purpose, multiplied by a percentage equal to one divided by the total number of Residential Lots in the Properties.

2. The amount of assessment against each Member as provided under paragraph 1 immediately above, shall be assessed by the Corporation as a lien. Each assessment shall be due and payable within forty-five (45) days of

*Annual Assessments*



assessment, and upon default of payment within such period of time, the assessment shall be a lien against each Residential Lot owned by the defaulting Member and the Corporation shall be entitled to enforce the payment of said lien according to the laws of the State of Alabama and to take any other action for collection from the defaulting party or parties. Any such lien against a Residential Lot shall be subordinate to a recorded mortgage covering such Residential Lot.

3. In addition to the annual assessments authorized above, the Corporation may levy in any assessment year, special assessments approved by the Board of Directors or provided for in the By-Laws, provided that any such assessment shall have the approval of a majority vote of the Members or a duly constituted quorum of the Members in person or by proxy at a meeting duly called for this purpose.

4. Of the total sum approved by the Corporation to meet the costs and expenses as provided under paragraph 3 immediately above, each Owner shall pay to the Corporation for each Residential Lot a special assessment equal to the total sum approved for such purposes multiplied by a percentage equal to one divided by the total number of Residential Lots in the Properties on the day the amount of the special assessment is approved by the Members as set forth in Section 3 above.

5. The amount of the special assessment provided for in paragraphs 3 and 4 above shall be assessed as a lien by the Corporation. Each such assessment shall be due and payable within forty-five (45) days of assessment and, upon default of payment within such period of time, shall be a lien against each Residential Lot owned by the defaulting Member, and the Corporation shall be entitled to enforce the payment of said lien according to the laws of the State of Alabama and to take any other actions for collection from the defaulting parties. Any such lien against a residential lot shall be subordinate to a recorded mortgage covering such residential lot.

#### ARTICLE XI - RESERVE FOR REPLACEMENTS

The Corporation shall establish and maintain a reserve fund for replacements by the allocation and payment annually to such reserve fund in such amounts as are established by the Board of Directors. Such fund shall be deposited in a special account with a safe and responsible depository and may

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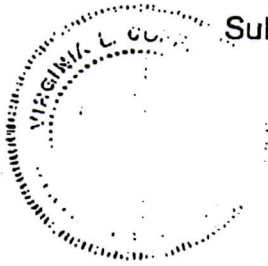
be in the form of a cash deposit or invested in obligations of, or fully guaranteed as to principal by, the United States of America. The reserve fund is for the purpose of effecting replacements for structural elements and mechanical equipment of the Common Properties of the Corporation and for such other purposes as may be determined by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal on this the 19<sup>th</sup> day of March, 1997.

*James W. Christopher*  
James W. Christopher

STATE OF ALABAMA  
COUNTY OF LIMESTONE

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that James W. Christopher, 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 same bears date.



Subscribed and sworn to before me on this 19<sup>th</sup> day of March, 1997.

*Virginia L. Coffield*  
Notary Public,  
State of Alabama at Large

THIS INSTRUMENT PREPARED BY:

Winston V. Legge, Jr.  
Attorney at Law  
315 West Market Street  
Athens, AL 35611

STATE OF ALABAMA  
LIMESTONE COUNTY, PROBATE COURT  
I hereby certify that the foregoing instrument was filed to record  
in this office on 3-21 19 97 at 4:21 o'clock and  
duly recorded in Ficho 97183 page 76  
Dead Tax \$ \_\_\_\_\_ Mig. Tax \$ \_\_\_\_\_ Fee \$ 25.00 \*  
Michael I. Davis, Judge of Probate 1.00