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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA

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§ ss.
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SHELBY COUNTY

**ARTICLES OF INCORPORATION
OF
THE FOOTHILLS OF FOREST PARKS
RESIDENTIAL ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS,

That I, Grady Gunnells, the undersigned incorporator, for the purpose of forming a nonprofit corporation pursuant to the provisions of title 10, chapter 3A, Code of Alabama (1975), as amended ("Alabama Nonprofit Corporation Act"), do hereby adopt these Articles of Incorporation, the same to constitute a charter for carrying on the business hereinafter specified.

ARTICLE I

NAME OF CORPORATION: The name of the corporation shall be **The Foothills of Forest Parks Residential Association, Inc. d/b/a Foothills Of Forest Parks HOA**

ARTICLE II

PURPOSES: The nature of the business and the purposes for which the corporation is formed shall be as follows:

- (1) To establish an association of individuals, lot owners, and residents residing within the area encompassing the neighborhood known as the "Foothills of Forest Parks" which shall consist of all Forest Park sectors as identified by the records

of the Probate Court of Shelby County, Alabama that are connected by county road or a regularly and routinely accessible highway with neighborhood entrances directly connected to County Road 43 of Shelby County, Alabama (hereinafter "Forest Parks"), to provide a means whereby individuals committed to maintaining and improving the common areas, signs, foliage and appearance of Forest Parks can accomplish said activities;

(2) To provide an environment and activities for the The Foothills Of Forest Parks Residential Association, Inc. d/b/a Foothills Of Forest Parks HOA (hereinafter referred to as "HOA") necessary to carry into effect the foregoing purposes, and to provide a forum for the services and work of related programs of this organization with other organizations, institutions, and individuals committed to promoting, improving and enhancing Forest Parks; and,

(3) Without in any way limiting the generality of the foregoing, the corporation shall also have the following powers:

(a) To acquire by lease option, gift, grant, purchase, devise or conveyance or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein.

(b) To acquire by option, purchase, gift, grant, bequest, transfer or otherwise; to hold, enjoy, possess, acquire and pledge its security, sale, lease, transfer on any matter, dispose of personal property of any class or description whatsoever; to hold or retain any property, investments or securities received by the corporation or thereafter acquired by it so long as the directors of the corporation shall consider the retention thereof desirable; to invest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investments or securities as the directors of the corporation may, in the discretion of the directors, deem advisable, however doubtful, hazardous or limited the description or nature of any property, investment or securities so obtained may be, whether or not the same may be currently producing incomes and whether or not the same are, or may be, such as are authorized or deemed proper for investment of trust funds and the constitutional laws of the State of Alabama or United States; to convert real property owned by the corporation to personal property and personal property to real property; to improve or cause or

permit real property to be improved, and to abandon any property which the directors of the corporation believe to be without substantial value; to manage or control any shares of stock, certificates of deposit, bonds or other securities of the corporation, trusts or associations, at any time acquired in any way by this corporation with respect to the same, to concur on any plan, scheme or arrangement for the consolidation, conversion, recapitalization, reorganization or dissolution or lease or other disposition of the properties of any such corporation, trust or association, the securities of which are held by this corporation, as an owner thereof, to vote or give proxy or proxies to vote any security of any corporation, trust or association as held by this corporation at any meeting of the holders of the same class of securities of the issuing entity, and generally in all respects to exercise all the rights of the ownership therein; to pledge any of its property, real, personal or mixed, or to otherwise offer the same as security.

(c) To encourage, solicit, receive and administer voluntary assessments or dues, gifts, bequests, donations and benefactions by deed, will otherwise, for the attainment and caring out of the purposes of the corporation as hereinabove stated.

(d) To take, receive, own, hold, administer, distribute and dispose of property, gifts or donations of all kinds, whether owned by others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the attainment and carrying out of the purposes of the corporation as hereinabove stated.

(e) To do and perform solely for cultural, educational, entertainment, social or charitable purposes things which may be done and performed by a non-profit corporation organized under the Alabama Non-Profit Corporations Act, as the same may be amended from time to time.

(4) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

(5) To transact all lawful business for which nonprofit corporations may be incorporated under the Alabama Nonprofit Corporation Act.

(6) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code for 1986, as the same may be amended from time to time, (the "Code"), or by corporation, contribution

as to which are deductible under subsection 107(c)(2) of the Code.

(a) The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of §501(c)(3) of the Code.

(b) The assets of the corporation shall be permanently dedicated to the exempt purposes of §501(c)(3) of the Code.

(7) The corporation shall not engage in any business of a kind ordinarily carried on for profit, and nothing in the Articles of Incorporation or in the Constitution or Bylaws shall authorize the corporation to, and the corporation shall not enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the corporation shall be applied only to the nonprofit purposes and objectives of the corporation set forth herein, and no part thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

(8) Upon termination or dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE III

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the corporation shall be 147 Woodbury Drive, Sterrett, Alabama 35147, and the initial registered agent at such address shall be Grady Gunnells.

ARTICLE IV

DURATION: The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

ARTICLE V

(1) INCORPORATOR: The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Grady Gunnells	147 Woodbury Drive Sterrett, AL 35147

(2) OFFICERS AND DIRECTORS: The corporation shall have seven (7) Directors who shall elect from amongst themselves four (4) members to serve as the Officers, whose election shall be performed in accordance with the Bylaws. The initial Director-Officers shall consist of seven Board members from which shall be elected four Officers, and such number thereafter as may be fixed by the Bylaws. The names, addresses and offices of the persons who are to serve as Director and Officers until their successors are elected and qualified, are as follows:

DIRECTORS & OFFICERS

NAME & ADDRESS

President, Tim White

60 Woodbury Drive
Sterrett, AL 35147

Vice-President, Shawn Brainard

205 Woodbury Drive
Sterrett, AL 35147

Secretary, Richard Reece

109 Woodbury Drive
Sterrett, AL 35147

Treasurer, Mary Donaghe

217 Woodbury Drive
Sterrett, AL 35147

Grady Gunnells

147 Woodbury Drive
Sterrett, AL 35147

Cary Cowart

113 Forest Parks Road
Sterrett, AL 35147

Marc Shannon

68 Woodbury Drive
Sterrett, AL 35147

ARTICLE VI

MEMBERSHIP: The corporation shall have no general members, and shall have such Governing Members as set forth in the Bylaws.

ARTICLE VII

(1) VOTING: At any meetings of the members of the corporation, the members of record shall be entitled to one vote each.

(2) MANAGEMENT: The business and affairs of the corporation shall be managed and conducted in accordance with the Bylaws of the corporation.

(3) AMENDMENTS: The corporation reserves the right to amend or repeal

any provision of these Articles of Incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and members of the nonprofit corporation are granted subject to this reservation.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on this the 6 day of March 2009.


Grady Gunnells

THIS DOCUMENT PREPARED BY:
Randal S. Ford, Esq.
Post Office Box 20468
Tuscaloosa, Alabama 35402
Telephone (205) 752-4440



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State of Alabama
Shelby County

Certificate of Corporation


Of

THE FOOTHILLS OF FOREST PARKS RESIDENTIAL ASSOCIATION, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of THE FOOTHILLS OF FOREST PARKS RESIDENTIAL ASSOCIATION, INC., duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business 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 THE FOOTHILLS OF FOREST PARKS RESIDENTIAL ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 9th day of March, 2009


James W. Fuhrmeister
Judge of Probate

