

STATE OF ALABAMA)
JEFFERSON COUNTY)



20100628000700210 1/4
Bk: LR201005 Pg: 16114
Jefferson County, Alabama
I certify this instrument filed on
06/28/2010 04:43:57 PM NPINC
Judge of Probate- Alan L. King

**ARTICLES OF INCORPORATION
OF
GOLDWIRE HEIGHTS HOMEOWNERS ASSOCIATION, INC.
A BODY CORPORATE**

# 0571818	
Posted by:	Checked by:
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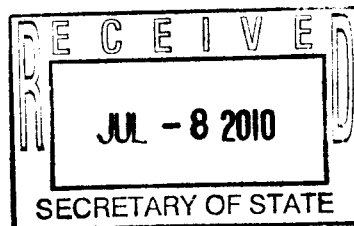
TO THE HONORABLE JUDGE OF PROBATE,
JEFFERSON COUNTY, ALABAMA

The undersigned, desiring to organize a body corporate pursuant to Title 10-3A-1 et seq. Code of Alabama 1975, as amended, entitled The Alabama Nonprofit Corporation Act, and each of whom is over the age of nineteen (19) years, do make, sign and file these Articles of Incorporation as follows:

1. The name of the corporation shall be GOLDWIRE HEIGHTS HOMEOWNERS ASSOCIATION, INC.

The objects and purposes for which the corporation is formed are:

- (a) To acquire, own, manage, convey and develop certain areas for common use located in the residential housing development commonly known as Goldwire Heights in Jefferson County, Alabama.
- (b) To enforce the restrictive covenants filed in the Office of the Judge of Probate of Jefferson County, Alabama, on June 28, 2010, in Book LR 201005, Page 16085 (the "Declaration"; all capitalized terms not otherwise defined herein shall have the meaning attributed to such terms in the Declaration).
- (c) To make and collect assessments against the members and Lot Owners as provided in the Declaration to defray the costs, expenses and losses of the Property or any other business enterprise, venture or property interest of the corporation, and to use the proceeds of the assessments in the exercise of the powers and duties herein provided and for the purposes set forth in the Declaration.
- (d) To borrow funds to pay for such expenditures as may be authorized by the provisions of the Declaration.
- (e) To purchase and maintain insurance on the property of the corporation and Common Areas.



- (f) To lease or grant easements or licenses for use of the Common Area in a manner not inconsistent with the rights of lot owners.
- (g) To perform such other and further acts as are necessary and appropriate to accomplish the foregoing purposes.

2. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or any other corresponding provision of any future United States Internal Revenue law.

3. The general welfare of the Association, not individual profit, is the object for which this charter is granted and no dividend or profit shall be divided among any person or persons. The corporation shall not operate any listing service, or take steps which will serve to facilitate the transaction of specific business by any individual or firm, or promote the private interest of any individual or firm, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

4. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no person or firm shall be entitled to any distribution or division of its remaining property or its proceeds, and after the payment, satisfaction and discharge of all liabilities and obligations, all of the corporation's residual or remaining assets and property of every nature and description, whatsoever, not held upon a condition requiring return, transfer or conveyance, shall be applied and distributed pursuant to Section 10-3A-140 et. seq. of the Code of Alabama, 1975, and within the intentment of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding section of any prior or future Internal Revenue Code, as the same now exists or may be hereafter amended from time to time.

5. The members of the Association shall consist of all of the record Owners of Lots and their heirs, successors and assigns. Membership in the Association shall be evidenced by a deed or other instrument establishing a record title to a Lot recorded in the Probate Office of Jefferson County, Alabama. Upon such recordation, the Owner of the Lot designated by such instrument shall become a member of the Association and the membership of the prior Owner shall be terminated. The share of a member in the assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Lot. The exact

number of votes to be cast by Owner(s) of a Lot and the manner of exercising voting rights shall be determined by the Declaration and the by-laws of the Association.

6. The location of the corporation shall be in the City of Birmingham, County of Jefferson, State of Alabama.

7. The names and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Cary W Neil	3800 Colonnade Parkway, Suite 550 Birmingham, Alabama 35243

8. The number of directors shall be established as provided for in the by-laws, but in no event shall such number be less than three (3) nor more than five (5). Any director may be removed, either with or without cause, at any time, by a two-thirds vote of all persons present in person and entitled to vote at a meeting of the members with such vacancy being filled by the members at such meeting or as prescribed in the by-laws of the corporation.

9. The names and addresses of the directors who shall hold office until the first annual meeting of members or until their successors have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Cary W Neil	3800 Colonnade Parkway, Suite 550 Birmingham, Alabama 35243
Patrick Denney	3800 Colonnade Parkway Suite 550 Birmingham, Alabama 35243
Van Gladney	3800 Colonnade Parkway Suite 550 Birmingham, Alabama 35243

10. The location and mailing address of the initial registered office of the corporation is 3800 Colonnade Parkway, Suite 550, Birmingham, Alabama 35243 and the name of its initial registered agent at such address is Cary W Neil.

11. The period for the duration of the corporation shall be perpetual.

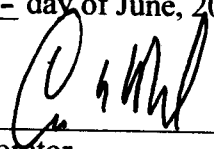
12. The corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by these Articles of Incorporation or the by-laws. The Board of Directors shall be elected as established in the by-laws.

In furtherance and not in limitation of powers conferred by law, the Board of Directors is hereby expressly authorized:

- A. To adopt, alter, amend and repeal the by-laws of the corporation.
- B. To appoint such subordinate offices and agents in addition to the President, Vice President, Secretary and Treasurer, as the purposes of corporation may require and to designate the name of such office and the compensation of such office.
- C. To the extent permitted by law, to indemnify each person who shall serve as a director, officer, employee or agent of the Association, or shall serve at the request of the Association in a similar capacity.

The Association may, in its by-laws confer upon its Board of Directors, in addition to the foregoing and in addition to the powers and authority expressly conferred upon directors by statute, such additional powers as are appropriate. The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter provided by law, and all rights conferred upon officers and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their names to these Articles of Incorporation on this the 28th day of June, 2010.



Incorporator

Cary W. Neal

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Bk: LR201005 Pg: 16114
Jefferson County, Alabama
06/28/2010 04:43:57 PM NPINC
Fee - \$26.00

Total of Fees and Taxes-\$26.00
JCOCKRELL

Jefferson County

I, the undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of

record in this office in vol. 22125 page 10114

Given under my hand and official seal, this the 28 day of June, 2010.

Adam J. King
Judge of Probate

Jefferson County
I, the undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of record in this office in vol. _____ page _____ Given under my hand and official seal, this the _____ day of _____, _____
Judge of Probate