

State of Alabama

TUSCALOOSA County

CERTIFICATE OF INCORPORATION

OF

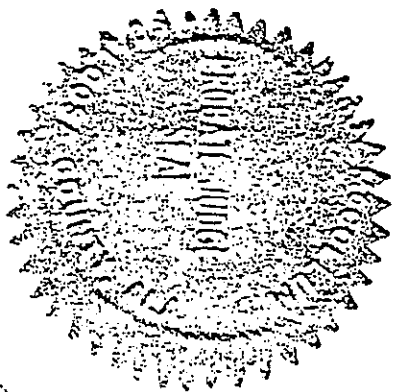
FOX RIDGE HOMEOWNERS ASSOCIATION, INC.

The undersigned, as Judge of Probate of TUSCALOOSA County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of FOX RIDGE HOMEOWNERS ASSOCIATION, INC., duly signed pursuant to the provisions 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 FOX RIDGE HOMEOWNERS ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2 day of MARCH, 19 89.

W. Hanson McCall
Judge of Probate



THE STATE OF ALABAMA
COUNTY OF TUSCALOOSA

ARTICLES OF INCORPORATION OF
FOX RIDGE HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned,
desiring to form a non-profit corporation under the laws of the
State of Alabama, for the purposes hereinafter set forth, do
hereby make and subscribe their names to these Articles of
Incorporation.

ARTICLE I -- NAME

The name of the non-profit corporation shall be FOX RIDGE
HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Association").

ARTICLE II -- DURATION

The period of duration of the Association shall be

perpetual

ARTICLE III -- PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or
profit to the members thereof, and the specific purposes for
which it is formed are to provide for the maintenance and
preservation of the open space of all phases of the Fox Ridge
Planned Development (hereinafter "Fox Ridge") in Tuscaloosa,
Alabama, which may be developed, and to promote the health,
safety and welfare of the owners of lots in said phases of Fox
Ridge, and for these purposes, the Association shall have the
following powers:

(1) The Association shall have all powers now conferred or
which may hereafter be conferred on a non-profit corporation

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under the laws of the State of Alabama which are not in conflict with the terms of these Articles.

(2) The Association shall have all the powers and duties as contained in the By-laws of the Association, including, but not limited to, the following:

(a) To estimate the amount of the annual budget of the Association and to make and collect assessments against owners of lots in Fox Ridge.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace, sanitize and operate all Association property.

(d) To purchase insurance upon the Association property and insurance for the protection of the Association and its members, including fidelity bond coverage for all persons having access to the funds of the Association.

(e) To reconstruct all Association property after casualty and further improve the property.

(f) To enforce by legal means the provisions of these Articles, the By-laws of the Association, and other rules and regulations of the Association.

(g) To retain legal counsel.

(h) To employ personnel to perform the services required for the proper operation and maintenance of the Association property.

(i) Do any other thing permitted by these Articles, the Bylaws of this corporation or the Declaration of Covenants and Restrictions for Fox Ridge, A Planned Unit Development, as said Declaration of Covenants is recorded in the Office of the Judge of Probate of Tuscaloosa County, Alabama.

(j) Without limiting the generality of the foregoing, to own, operate and maintain sewers, pumping stations, water systems, irrigations systems, fences, walls and planting areas, to the extent that same are not owned or maintained by the City of Tuscaloosa.

(3) All funds and titles of all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association in trust for the members of the Association in accordance with the provisions of these Articles and the By-laws.

ARTICLE IV -- MEMBERSHIP

The Association shall issue no shares of stock of any kind or nature whatsoever. The Association shall have two classes of Voting membership:

(a) With the exception of the Declarant, every person, group of persons or entity who is a record owner of a fee interest in any Lot which is or becomes subject by covenants of record to assessment by the Association shall be a Class A member of the Association, provided, however, that any such person, group of persons or entity who holds such interest solely as security for

the performance of an obligation shall not be a member and provided, further, that any person, group of persons or entity who holds such an interest in any Lot designated as Common Area shall not be a member on account thereof. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership. In the event that more than one person, group of persons or entity is the record owner of a fee interest in any Lot then the vote for the membership appurtenant to such Lot shall be exercised as they among themselves determine, but no more than one vote shall be cast with respect to any Lot.

(b) There shall be 71 Class B memberships in the Association. The Class B member shall be the Declarant (and/or such other persons to whom the Declarant shall assign any Class B memberships) and each Class B member shall be entitled to one vote for each Class B membership which it holds, provided, however, that each such Class B membership shall lapse and become a nullity on the first to happen of the following events:

- (i) thirty (30) days following the date upon which the total votes outstanding in the Class A membership equal 48;
- (ii) on January 1, 1997; or
- (iii) upon the surrender of the Class B memberships or any of them, by the then holders thereof, for cancellation on the books of the Association.

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ARTICLE V -- INCORPORATORS

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

<u>Name</u>	<u>Address</u>
James C. Hamner, Jr.	1412 University Blvd. Tuscaloosa, AL 35401
William T. Cole	1412 University Blvd. Tuscaloosa, AL 35401
James J. Sledge	P.O. Box 2727 Tuscaloosa, AL 35403

ARTICLE VI -- OFFICERS

The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer, any two or more of which may be held by one person, except that the President shall not be the Secretary. Each said officer shall be elected or appointed at such time and in such manner and for such terms and shall have such powers and duties as may be prescribed in the By-laws. The initial officers shall be James C. Hamner, Jr. President; William T. Cole, Vice President and Treasurer and James J. Sledge, Secretary.

ARTICLE VII -- DIRECTORS

The initial directors of the Association with their respective addresses are as follows:

<u>Name</u>	<u>Address</u>
James C. Hamner, Jr.	1412 University Blvd. Tuscaloosa, AL 35401
William T. Cole	1412 University Blvd. Tuscaloosa, AL 35401

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 JUDGE ...
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James J. Sledge

P.O. Box 2727
Tuscaloosa, AL 35403

ARTICLE VIII -- REGISTERED AGENT

The registered agent of the Association shall be JAMES C. HAMNER, JR. The registered office of the Association shall be 1412 University Boulevard, Tuscaloosa, Alabama 35401.

ARTICLE IX -- BY-LAWS

The Association as hereinabove provided shall have the power to adopt by-laws for the regulations of its internal affairs and for all other purposes not inconsistent with the constitution and laws of the State of Alabama, and with these Articles of Incorporation.

ARTICLE X -- INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged to be guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all the rights to

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which such director or officer may be entitled. The director shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE XI -- DISPOSITION OF OPEN SPACE

The Association shall not dispose of the open space of Fox Ridge upon its dissolution, nor shall it sell or otherwise dispose of such open space, without first offering to dedicate the same to the appropriate governmental authority for public use. If the offer to dedicate the open space for use by the public is declined by the appropriate governmental authority, the Association shall be free to dispose of such open space as it may deem appropriate.

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IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to the Articles of Incorporation on this the 20th day of February, 1989.

James C. Hamner, Jr.
JAMES C. HAMNER, JR.

William T. Cole
WILLIAM T. COLE

James J. Sledge
JAMES J. SLEDGE

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WILLIAM T. COLE

Sworn to and subscribed before me on this the 20th day of February, 1989.

Pamela A. Bilbini (Mackey)
Notary Public

My Commission expires:
10/25/89