

ARTICLES OF INCORPORATION  
OF  
BERRY HILL ESTATES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the Non-Profit Corporation Act of the State of Alabama, the undersigned, all of whom are residents of Alabama and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the Corporation is BERRY HILL ESTATES HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 11 Asbury Road, Huntsville, Alabama 35801.

ARTICLE III

Ronald H. Pierce, whose address is 11 Asbury Road, Huntsville, Alabama, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

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 maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property described as:

Berry Hill Estates, Phase I, as recorded in the Office of the Judge of Probate of Madison County, Alabama in Plat Book 35, page 26.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Judge of Probate of Madison County, Alabama, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set out fully herein.
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) Dedicate, sell or transfer all of any of the Common Areas to any public agent, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be unless an instrument has been signed by two-third (2/3) of each class of members, agreeing to such dedication, sale or transfer.

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members.

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Alabama by law may now or hereafter have or exercise.

#### ARTICLE V

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

#### ARTICLE VI

The Association shall have two classes of membership:

Class A - Class A members shall be owners with the exception of the Declarant (as defined in the Declaration) and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members and the vote for such lot shall be exercised as the among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B - The Class B member(s) shall be the Declarant (as defined in the Declaration) and shall be entitled to fifteen (15) votes for each lot owned in Phase I, Phase II and Phase III, of Berry Hill Estates. The Class B membership shall cease and be converted to Class A membership at such time as the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B membership.

#### ARTICLE VII

The affairs of this Association shall be managed by a Board of Directors comprised of three (3) persons, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association.

At the first annual meeting of the Association, the members shall elect all three (3) Directors for a term of one (1) year; at each annual meeting thereafter, the members shall elect a Director or Directors, as the case may be, to fill the term of the outgoing Director or Directors.

#### ARTICLE VIII

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger

or consolidation. the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 such similar purpose.

ARTICLE IX

The corporation shall exist perpetually.

ARTICLE X

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

An indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of a majority of the votes cast by the members of the Board of Directors at a lawfully held meeting subject to the provisions of Article IV(d) as to mortgages or hypothecations.

ARTICLE XII

For those actions which by the provisions of preceding Articles require a vote of the members, there must be a duly held meeting. Written notice (unless waived in writing by all members) of any meeting called for the purpose of taking any action authorized hereunder shall be sent to all members not less than ten (10) days in advance of the meeting. At the first such meeting called, the presence of members or of proxies entitled to cast sixty percent (60%) of all the votes of each class of membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Alabama, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

\_\_\_\_\_  
RONALD H. PIERCE

\_\_\_\_\_  
JOHN T. RAGLAND

\_\_\_\_\_  
ALBERT M. MORRIS

\_\_\_\_\_  
ROLAND MORRIS