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RECORD FEE 25.00  
STATE OF ALABAMA  
BALDWIN COUNTY  
I CERTIFY THIS INSTRUMENT WAS  
FILED AND TAXES COLLECTED ON

MAY 11 2 00 PM '93

DEED TAX \_\_\_\_\_  
MAY TAX \_\_\_\_\_  
RECORDED AT MISSISSIPPI 8-96  
*James T. ...*  
JUDGE OF PROBATE

ARTICLES OF INCORPORATION  
OF

ROCK CREEK PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator for a not-for-profit corporation under the Alabama Non-Profit Corporation Act, Code of Alabama 1975, Section 10-3A-1, et seq., (hereinafter referred to as the "ACT") adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is ROCK CREEK PROPERTY OWNERS ASSOCIATION, INC. The corporation is herein referred to as the "ASSOCIATION."

ARTICLE TWO

DEFINITIONS

The terms used herein shall have the meaning for each stated in the Declaration of Covenants, Conditions, and Restrictions filed for ROCK CREEK, a PLANNED UNIT DEVELOPMENT (herein "DECLARATION") unless the context otherwise requires.

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ARTICLE THREE

PERIOD OF DURATION

The period for the ASSOCIATION'S duration is perpetual unless and until hereafter legally dissolved.

ARTICLE FOUR

PURPOSES AND POWERS OF THE ASSOCIATION

This ASSOCIATION does not contemplate pecuniary gain or profit, direct or indirect, to the MEMBERS. The specific purposes for which the ASSOCIATION is formed are to provide for maintenance, preservation, and architectural control of the LOTS and COMMON AREA within that certain tract of property described as:

ROCK CREEK, a PLANNED UNIT DEVELOPMENT, as per its plat thereof recorded in Slide #1395B, #1396A and #1396B in the records in the office of the Judge of Probate of Baldwin County, Alabama,

(herein the "PLANNED UNIT DEVELOPMENT")

and to promote the health, safety, and welfare of the OWNERS and OCCUPANTS within the PLANNED UNIT DEVELOPMENT and any additions thereto as may hereafter be brought within the jurisdiction of this ASSOCIATION. In addition to the foregoing and by way of explanation and not of limitation, the purposes for which the ASSOCIATION are formed are:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the ASSOCIATION as set

forth in the DECLARATION applicable to the PLANNED UNIT DEVELOPMENT and recorded or to be recorded in the office of the Judge of Probate of Baldwin County, Alabama, and as the same may be amended from time to time as therein provided, the DECLARATION being incorporated herein as if set forth at length;

2. 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 incident 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;

3. 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;

4. Borrow money, and with the assent of the vote of two-thirds (2/3) of the total votes entitled to be cast by MEMBERS of the ASSOCIATION, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. Dedicate, sell, or transfer all or any part of the COMMON AREA or COMMON PROPERTY to any public agency, authority, or

utility for such purposes and subject to such conditions as may be agreed to by the MEMBERS according to the terms of the DECLARATION.

6. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex ADDITIONAL PROPERTY and COMMON AREA, according to the terms of the DECLARATION;

7. Have and to exercise any and all powers, rights, and privileges which a corporation organized under the ACT may now or hereafter have or exercised.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by Alabama law or by the DECLARATION.

#### ARTICLE FIVE

#### NOT FOR PROFIT

The ASSOCIATION is not organized for pecuniary profit, and it shall pay no dividend, and shall distribute no part of its income to its MEMBERS, directors, or officers. Nevertheless, the ASSOCIATION may pay compensation in a reasonable amount to its MEMBERS, directors, and officers for services rendered, and it may confer benefits on its MEMBERS in conformity with the DECLARATION and for the purposes of the ASSOCIATION. On termination, the ASSOCIATION may make distributions to its MEMBERS as permitted by law, and no such payment, benefit, or distribution shall be deemed

to be a dividend or distribution of income. All funds and property acquired by the ASSOCIATION and all proceeds therefrom shall be held and used for the benefit of the MEMBERS of the ASSOCIATION in accordance with the provisions of the DECLARATION, these ARTICLES and the BYLAWS.

#### ARTICLE SIX

##### MEMBERSHIP AND VOTING RIGHTS

This ASSOCIATION shall issue no shares of stock of any kind or nature whatsoever. Every person or entity who is a record owner of a fee or undivided fee interest in any LOT (as defined in the DECLARATION) 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 as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from the ownership of any LOT which is subject to ASSESSMENT by the ASSOCIATION. The MEMBERS shall enjoy such qualifications, rights and voting rights as may be fixed in the DECLARATION and in the BYLAWS of the ASSOCIATION.

#### ARTICLE SEVEN

##### BOARD OF DIRECTORS

The property, business, and affairs of the ASSOCIATION shall be managed by a BOARD OF DIRECTORS which shall consist of such

number as shall, from time to time, be determined and fixed by a vote of a majority of the voting rights present at any annual meeting of the MEMBERS. The number of directors may be changed by amendment of the BYLAWS of the ASSOCIATION. Except as may otherwise be provided in the BYLAWS, each director may be either a person designated by the DECLARANT or a person entitled to cast a vote in the ASSOCIATION. Directors may be designated or elected and removed, and vacancies on the BOARD OF DIRECTORS shall be filled as provided in the BYLAWS. All the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES, and the BYLAWS shall be exercised exclusively by the BOARD OF DIRECTORS, its agents, contractors, or employees, subject only to approval by LOT OWNERS when such approval is specifically required by the DECLARATION, these ARTICLES, or the BYLAWS.

The initial BOARD OF DIRECTORS shall be composed of three (3) members. The names and addresses of the three (3) members of the initial BOARD OF DIRECTORS, who shall hold office until election or appointment of their successors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dilana G. Norman	2 Rock Creek Parkway Fairhope, Alabama 36532
Albert Corte III	2 Rock Creek Parkway Fairhope, Alabama 36532
Alexander V. Allain	2 Rock Creek Parkway Fairhope, Alabama 36532

ARTICLE EIGHT

BYLAWS

The BYLAWS of the ASSOCIATION shall be adopted by the BOARD OF DIRECTORS and may be altered, amended, or rescinded in the manner provided by the BYLAWS.

ARTICLE NINE

OFFICERS

The affairs of the ASSOCIATION shall be administered by the officers designated in accordance with the BYLAWS. The names and the addresses of the officers who shall serve until the election or appointment of their successors in accordance with the BYLAWS are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Dilana G. Norman	President	2 Rock Creek Parkway Fairhope, Alabama 36532
Albert Corte III	Secretary- Treasurer	2 Rock Creek Parkway Fairhope, Alabama 36532

ARTICLE TEN  
INCORPORATORS

The name and address of the incorporator of the ASSOCIATION is:

<u>NAME</u>	<u>ADDRESS</u>
H/M PARTNERS, an Alabama General Partnership	18300 Scenic Highway 98, Suite B, Post Office Box 230, Point Clear, Alabama 36564

ARTICLE ELEVEN

REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the corporation are as follows:

Location: 18300 Scenic Highway 98, Point Clear, Alabama 36564

Mailing Address: Post Office Box 230, Suite B, Point Clear,  
Alabama 36564

The name of its initial registered agent at such address is  
DAVID H. HEAD.

ARTICLE TWELVE

AMENDMENT

These ARTICLES may be amended as provided in the ACT, provided that no amendment shall be in conflict with the DECLARATION and provided further that no amendment shall be effective to impair or dilute any rights of any MEMBERS that are governed by the DECLARATION.

ARTICLE THIRTEEN

DISSOLUTION

The ASSOCIATION shall be dissolved upon the termination of the PLANNED UNIT DEVELOPMENT in the manner provided by the DECLARATION. Upon dissolution of the ASSOCIATION, the assets of the ASSOCIATION, if any, and all money received by the ASSOCIATION from its operations, after the payment in full of all debts and obligations

of the ASSOCIATION of whatsoever kind and nature, shall be used and distributed solely and exclusively in the manner provided for in the Act.

IN WITNESS WHEREOF, the subscriber has caused this instrument to be executed this the 5<sup>th</sup> day of May, 1993.

H/M PARTNERS  
An Alabama General Partnership

By: [Signature]  
DAVID H. HEAD  
Its: Partner

STATE OF ALABAMA :

COUNTY OF BALDWIN :

I, the undersigned Notary Public in and for said County in said State, personally appeared DAVID H. HEAD, being known to me and who, being by me first duly sworn, deposes and says that he is the Partner of H/M PARTNERS, an Alabama general partnership, and that he is authorized to make this verification on behalf of the initial subscriber of the ASSOCIATION and that the facts contained in the above and foregoing Articles of Incorporation are true and correct.

[Signature]  
DAVID H. HEAD

Subscribed and sworn to before me this 5<sup>th</sup> day of May, 1993.

[Signature]  
NOTARY PUBLIC  
STATE OF ALABAMA AT LARGE  
My Commission Expires: 2/19/95

THIS INSTRUMENT PREPARED BY:  
Sam W. Irby  
Irby & Heard, P.C.  
Attorneys at Law  
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Post Office Box 1031  
Fairhope, Alabama 36533

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