

**ARTICLES OF INCORPORATION OF
WOODMILL TRACE TOWNHOMES HOME OWNERS ASSOCIATION, INC
A NON-PROFIT CORPORATION**

In compliance with the requirements of the Code of Alabama, 1975, Section 10-3A-1 et seq., the undersigned, all of which are residents of Madison County, 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 Woodmill Trace Townhomes Home Owners' Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 7545 Highway 72 W, Madison, AL 35758.

ARTICLE III

Michael W. Friday, whose address is 7545 Highway 72 W, Madison, AL 35758, is hereby appointed the initial registered agent for this Association. The address of the Association's initial registered office is 7545 Highway 72 W, Madison, AL 35758.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This 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 residence Lots and Common Area within those certain tracts of property described on Exhibit "A", attached hereto and made a part hereof, and to promote the health, safety and welfare of the residents within the said 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 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 forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all changes 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;

(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 to three-fourths (3/4) of all members entitled to vote, mortgage, 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 or any part of the Common Area to any public agency, 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 effective unless an instrument has been signed by three-fourths (3/4) of all members entitled to vote, agreeing to such dedication sale or transfer

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent to three-fourths (3/4) of all members entitled to vote;

(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 MEMBERSHIP

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 as 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 VOTING RIGHTS

The Association shall have one (1) class of membership consisting of all record owners of a fee or undivided interest in any lot in Woodmill Trace Townhomes. Each member shall be entitled to one vote for each Lot in which he, she or it holds the interest required for membership by the Declaration. When more than one person or entity holds such interest in any Lot, the vote for such Lot shall be exercised as those owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one person seeks to exercise it.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors. The number of Directors may be changed by amendment of the By-Laws of the Association. The names, term of office and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
Michael W. Friday	7545 Highway 72 W. Madison, AL 35758
Susan Klopfenstein	7545 Highway 72 W. Madison, AL 35758
Jeannie Sams	7545 Highway 72 W. Madison, AL 35758

The terms of the initial and subsequent Directors shall be fixed by the By-Laws. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

ARTICLE VIII

The name and address of the incorporator of this Association is as follows:

NAME	ADDRESS
Michael W. Friday	7545 Highway 72 W, Madison, AL 35758

ARTICLE IX

The Association may be dissolved with the assent given in writing and signed by

not less than three-fourths (3/4) of the members entitled to vote. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

The corporation shall exist perpetually.

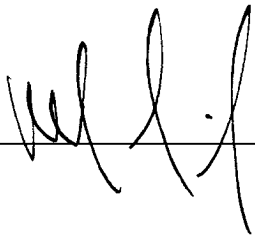
ARTICLE XI

Amendments of these Articles shall require the assent of two-thirds (2/3) of the members entitled to vote.

ARTICLE XII

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, or any settlement thereof, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time, except in such cases wherein the director or officer is adjudged guilty of willful misconduct or bad faith in the performance of his duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled under the Declaration or Bylaws, or otherwise.

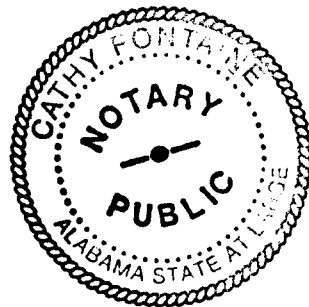
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Alabama, I the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 26th day of OCTOBER, 2005.

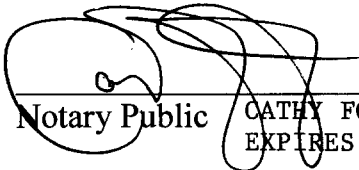


STATE OF ALABAMA
COUNTY OF MADISON

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Michael W. Friday whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that he signed the foregoing Articles of Incorporation voluntarily on the day the same bears date.

Given under my hand this 26th day of OCTOBER, 2005.




Notary Public CATHY FONTAINE
EXPIRES: 04/16/08

THIS INSTRUMENT PREPARED BY

Keith S. Jones

HUNTSVILLE, ALABAMA

EXHIBIT "A"

LOTS 1 THRU 37, A RESUBDIVISION OF WOODMILL TRACE PHASE ONE, A RESUBDIVISION OF LOT 12 SCHRIMSHER ESTATES RECORDED IN PLAT BOOK 10, PAGE 51, AS RECORDED IN DOCUMENT NUMBER 20041124000527490, AS RECORDED IN DOCUMENT NUMBER 20050915000626540, IN THE OFFICE OF THE JUDGE OF PROBATE OF MADISON COUNTY, ALABAMA.

STATE OF ALABAMA
MADISON COUNTY

OFFICE OF THE JUDGE OF PROBATE

CERTIFICATE OF INCORPORATION

OF

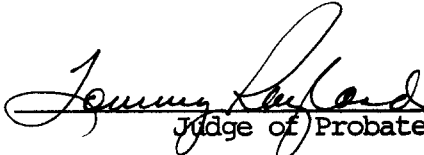
Woodmill Trace Townhomes Home Owners Association, Inc.

I, the undersigned, Judge of Probate, Madison County, Alabama here certify that Articles of Incorporation for the incorporation of Woodmill Trace Townhomes Home Owners Association, Inc. duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and found to conform to law and that the name of the corporation is now reserved with the Secretary of State of Alabama under reservation No. _____ dated _____.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation of Woodmill Trace Townhomes Home Owners Association, Inc. and attached hereto a certified copy of the Articles of Incorporation.

Dated October 27, 2005.

20051027000730250 7/7 \$42.25
Madison Cnty Judge of Probate, AL
10/27/2005 12:34:22PM FILED/CERT



Judge of Probate