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STATE OF ALA. JEFFERSON CO.
 I CERTIFY THIS INSTRUMENT
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1990 NOV -7 PM 2:01

ARTICLES OF INCORPORATION

OF

SHERMAN OAKS HOMEOWNERS ASSOCIATION

(A non-profit corporation)

TO THE JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA:

This is to certify that for the purpose of forming a corporation pursuant to the provisions of the "Alabama Non-Profit Corporation Act" which is found in Section 1-3-1, et seq. CODE OF ALABAMA, 1975, as ammended, the undersigned do hereby make and file the following ARTICLES OF INCORPORATION.

The purpose for which this corporation is formed is to promote the health and general welfare of it's members and in pursuance thereof to promote the goals established for the enhancement of Sherman Oaks Subdivision, together with such incidental objects as are appropriate in the conduct of it's activities, in the County of Jefferson and State of Alabama for the exclusive use of it's members and their families. This corporation is for non-profit.

ARTICLE I

NAME

The name of this non-profit corporation shall be known as the: "Sherman Oaks Homeowners Association, Inc."

Hereafter, this corporation shall be known in this document as the Association or the Corporation.

ARTICLE II

Definitions used hereafter:

Associated Land: The part of Sherman Oaks Homeowners Association, Inc., which may from time to time, or at any time hereafter be owned by the Association for so long as the Association itself or it's successor thereof may be considered the owner thereof.

BOARD: The Board of Directors of the Association.

BY-LAWS: Those By-Laws which were duly enacted by the Association.

MEMBER: A person or other entity who is a record owner of

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James R. Reynolds
 JUDGE OF PROBATE

the Members property.

OPEN SPACES OR OTHER "COMMON AREAS": Any Association Land which is conveyed to the Association by the developers of Sherman Oaks or any part thereof;

RESIDENT: Any individual occupying or living in a Member's home or on his property.

ASSOCIATION: The Sherman Oaks Homeowners Association, Inc. it's assigns and successors.

ARTICLE III

The initial registered office of the Association shall be 114 Water Oak Drive, Trussville, Alabama 35173. The registered agent for the association shall be Kay Scheinert, 114 Water Oak Drive, Trussville, Alabama 35173.

ARTICLE IV

SECTION 4.1 This Association shall be a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of the Association.

SECTION 4.2 The objects and purposes for which this Corporation is organized are as follows:

SECTION 4.2.1 To establish, maintain, operate and provide all community services of every kind and nature required or desired by the owners of real property within that part of Sherman Oaks Subdivision which shall be made subject to the jurisdiction of the Association.

SECTION 4.2.2 To do all other lawful acts as designated by the Board of Directors of said corporation and recognized under the laws of the State of Alabama.

SECTION 4.2.3 The Association shall have and exercise all of the powers of a Corporation NOT for profit organized and existing under the laws of the State of Alabama and all the powers reasonable necessary to implement the powers of the Association, which powers shall include but are not limited to, the power:

A. To make and collect assessments from it's Members and to expend the proceeds of such assessments and charges for the benefit of it's Members.

B. To contract with others to provide the services, benefits and advantages desired.

C. To enforce legal action suits on behalf of the Association.

D. To make, establish and enforce reasonable

rules and regulations governing the use of the Open Spaces.

E. To maintain, repair, replace and operate those portions of the property that the Association has the duty or right to maintain, repair, replace and operate under these Articles and the By-Laws of the Association.

F. To employ personnel to perform the services required or authorized by these Articles and by the By-Laws of the Association.

G. To purchase insurance, if necessary, for the protection of the Association and its Members.

H. To reconstruct improvements constructed on the real property after casualty or other loss.

I. To make additional improvements on and to the Association Property.

J. To enforce by legal action the provisions of these Articles and the By-laws.

ARTICLE V

MEMBERS

SECTION 5.1 The Members of this Association shall consist of all record owners of Member's Property, but shall not include mortgagees or other holders of security interest only. No person other than the Developer of SHERMAN OAKS HOMEOWNERS ASSOCIATION, INC., or designees of such Developer, who does not own real property in SHERMAN OAKS HOMEOWNERS ASSOCIATION, INC., may be a Member of the Association.

SECTION 5.2 Membership in the Association cannot be assigned, hypothecated or transferred in any manner except as may be provided in the By-Laws.

ARTICLE VI

TERM

This Corporation shall exist perpetually.

ARTICLE VII

SUBSCRIBERS

The names and residences of the five incorporators of the Corporation are as follows:

- | | |
|-------------------------|--|
| (1) Michael R. Lunsford | 112 Water Oak Drive
Trussville, Alabama 35173 |
| (2) Paul Carr | 106 Water Oak Drive
Trussville, Alabama 35173 |

- | | | |
|-----|----------------|--|
| (3) | John Cockrell | 107 Black Walnut Lane
Trussville, Alabama 35173 |
| (4) | Kay Scheinert | 114 Water Oak Drive
Trussville, Alabama 35173 |
| (5) | Terry W. Fleck | 121 Black Walnut Lane
Trussville, Alabama 35173 |

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than five (5) no more than fifteen (15) Directors. The first Board of Directors shall consist of five (5) members. Change in the number of Directors shall be permitted by amendment of the By-Laws of the Association or by amendment to the Articles of Incorporation. The Board of Directors shall be elected by the Members of the Association entitled to vote. The names and addresses of the first Board of Directors who shall hold office until September 11, 1990, are as follows:

- | | | |
|-----|---------------------|--|
| (1) | Michael R. Lunsford | 112 Water Oak Drive
Trussville, Alabama 35173 |
| (2) | Paul Carr | 106 Water Oak Drive
Trussville, Alabama 35173 |
| (3) | John Cockrell | 107 Black Walnut Lane
Trussville, Alabama 35173 |
| (4) | Kay Scheinert | 114 Water Oak Drive
Trussville, Alabama 35173 |
| (5) | Terry W. Fleck | 121 Black Walnut Lane
Trussville, Alabama 35173 |

The Directors of the Association shall be elected at the time and in the manner provided for in the By-Laws.

ARTICLE IX

OFFICERS

The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer or such other officers designated by the Board of Directors. The officers of the Association shall be elected by the Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association.

ARTICLE X

INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, 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 of the Association, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI

DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or Officer of the Association or other private individual shall be entitled to share in the distribution of any of the Association assets upon dissolution of the Association. Unless agreed to the contrary by seventy-five percent (75%) of the membership, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporation, association, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall be effective to divest or diminish any right or titled of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

ARTICLE XII

AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Association entitled to vote.

ARTICLE XIII

BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.

IN WITNESS WHEREOF, the subscribed incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 16 day of August, 1990.

Richard J. Albright
Richard J. Albright
Expires 2-26-94

Michael R. Lunsford
MICHAEL R. LUNSFORD

Paul Carr
PAUL CARR

John Cockrell
JOHN COCKRELL

Kay Scheinert
KAY SCHEINERT

Terry W. Fleck
TERRY W. FLECK

State of Alabama
Jefferson County
I, the undersigned, as Judge of the Court of Probate,
in and for said County, in said State, hereby certify that
the foregoing is a true and correct copy of the instru-
ment which was filed to me as appears of record in this
Court, and that the same is a true and correct copy of
the original as the same appears of record in this
Court.
Witness my hand and the seal of said Court, this 16th
day of August, 1990.
[Signature]
Judge of Probate

State of Alabama
Jefferson County

CERTIFICATE OF _____ INCORPORATION _____

OF
SHERMAN OAKS HOMEOWNERS ASSOCIATION

The undersigned, as Judge of Probate of Jefferson County, State of Alabama, hereby certifies that _____ Articles of INCORPORATION _____

duly signed and verified pursuant to the provisions of Alabama _____ NONPROFIT _____ 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 _____ SHERMAN OAKS HOMEOWNERS ASSOCIATION _____

and attaches hereto a copy of the _____ Articles of INCORPORATION _____

Given Under My Hand and Official Seal on this the _____ 7TH _____ day of _____ NOVEMBER _____, 19 _____ 90 .



George A. Reynolds

Judge of Probate