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Madison Cnty Judge of Probate, AL
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**ARTICLES OF INCORPORATION
OF
GRAND LAKE SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.
(a corporation not for profit)**

ARTICLE 1.

NAME. The name of the corporation is GRAND LAKE SUBDIVISION HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Corporation").

ARTICLE 2.

DURATION. The Corporation shall have perpetual duration.

ARTICLE 3.

APPLICABLE STATUTE. The Corporation is organized pursuant to the provisions of the Alabama Nonprofit Corporation Act.

ARTICLE 4.

PURPOSES AND POWERS. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) In way of explanation and not of limitation, the purposes for which it is formed.

(i) To be and constitute the association to which reference is made in the Declaration of Protective Covenants for GRAND LAKE SUBDIVISION RECORDED IN THE OFFICE OF THE JUDGE OF PROBATE OF MADISON COUNTY, ALABAMA AS DOCUMENT NUMBER 20081030000682910 (hereinafter the "Declaration"), establishing a plan of development recorded, or to be recorded, in the land records of Madison County, Alabama, to perform all obligations and duties of such association, as specified herein, in the Bylaws of GRAND LAKE SUBDIVISION (hereinafter the "Bylaws"), and as provided by law; and,

(ii) to provide an entity for the furtherance of the interest of the owners of property subject to the Declaration (such property is hereinafter referred to as the "Development").

(b) In furtherance of its purposes, the Corporation shall have the following powers, which unless indicated otherwise by the Declaration or, Bylaws, may be exercised by the Board of Directors of the Corporation.

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Alabama in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, or the Declaration, including, without limitation, the following:

(1) to fix and to collect assessments or other charges to be levied;

(2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration, or any other property, for which the Corporation by rule, regulation, declaration, or contract has a right or duty to provide such services;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent that the Corporation may be authorized to do so under any Declaration or Bylaws;

(4) to engage in activities which will actively foster, promote, and advance the common interest of all owners of property within the Development;

(5) to buy or otherwise acquire, sell, convey, or otherwise dispose of, mortgage, pledge, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;

(6) to borrow money for any purpose as may be limited in the Bylaws;

(7) to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms or individuals and as such to advance the business or ownership interests in such corporations, firms or individuals.

(9) to adopt, after and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided however, such Bylaws may not be inconsistent with, or contrary to, any provisions of the Declaration; and,

(10) to provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may not or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs or provisions of this Article 4.

ARTICLE 5.

MEMBERSHIP. The Corporation shall be a membership corporation without certificates or shares of stock. Each member of the Corporation shall be entitled to vote as provided in the Declaration and Bylaws.

ARTICLE 6.

BOARD OF DIRECTORS. The business and affairs of the Corporation shall be conducted, managed and controlled by the Board of Directors. The number of Directors shall be as provided in the Bylaws. The initial Board of Directors shall consist of three (3) members. The name and address of the initial Board of Directors are as follows:

| | |
|------------------------|--|
| COLLINS PEARSON | 905 Bob Wallace Ave. Ste 200 Huntsville, AL 35801 |
| HUNTER PEARSON | 905 Bob Wallace Ave. Ste 200 Huntsville, AL 35801 |
| JEREMY CARTER | 905 Bob Wallace Ave Ste 200 Huntsville, AL 35801 |

The method of election and term of office, removal and filling of vacancies shall be as set forth in the Bylaws. The Board of Directors may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

ARTICLE 7.

DISSOLUTION. The Corporation may be dissolved only as provided in the Declaration, Bylaws, and by the laws of the State of Alabama.

ARTICLE 8.

AMENDMENTS. These Articles may be amended as provided by the Alabama Nonprofit Corporation 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 members that are governed by such Declaration.

ARTICLE 9.

INCORPORATOR. The name and address of the incorporator is as follows:

TIMBERLAKES DEVELOPERS, INC.
905 Bob Wallace Ave.
Ste 200
Huntsville, AL 35801

ARTICLE 10.

REGISTERED AGENT AND OFFICE. The initial registered Office of the Corporation is **TIMBERLAKES DEVELOPERS, INC.**, and the initial registered agent at such address is **905 Bob Wallace Ave. Ste 200, Huntsville, AL 35801.**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

TIMBERLAKES DEVELOPERS, INC.



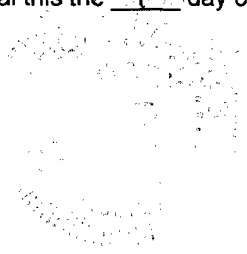
COLLINS PEARSON, PRESIDENT

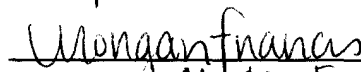
STATE OF ALABAMA)
COUNTY OF MADISON)

BEFORE ME, the undersigned, a Notary Public, in and for said County and State, personally appeared **COLLINS PEARSON as President of Timberlakes Developers, Inc.**, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this date that, being informed of the contents of the said instruments, he executed the same voluntarily on the day the same bears date; and who, being first duly sworn by me, deposes and says that he is the initial incorporator of **GRAND LAKE SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**, that he is authorized to make this verification and that the facts contained in the above and foregoing Articles are true and correct

GIVEN under my hand and seal this the 9th day of February, 2009.

(SEAL)





Notary Public: Morgan Francis
My Commission Expires: 3/10/10

STATE OF ALABAMA)
COUNTY OF MADISON) IN THE OFFICE OF THE JUDGE OF PROBATE

CERTIFICATE OF INCORPORATION
OF GRAND LAKE SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.

I, the undersigned, Judge of Probate, Madison County, Alabama, hereby certify that Articles of Incorporation of the incorporation of GRAND LAKE SUBDIVISION Homeowners 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.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the authority vested in my by law, hereby issue this Certificate of Incorporation of GRAND LAKE SUBDIVISION Homeowners Association, Inc., and attach hereto a certified copy of the Articles of Incorporation.

DATED this 12 day of Feb, 2009.

Doc#20090212000089500

THIS INSTRUMENT WAS PREPARED BY:
DANIEL C. BOSWELL

Y Wolfe, Jones, Boswell, Wolfe, Hancock & Daniel, LLC
905 Bob Wallace Avenue, Suite 100
Huntsville, Alabama 35801
(256) 534-2205

STATE OF ALABAMA
MADISON COUNTY

OFFICE OF THE JUDGE OF PROBATE

CERTIFICATE OF INCORPORATION

OF

Grand Lake Subdivision Homeowners Association Inc

I, the undersigned, Judge of Probate, Madison County, Alabama here certify that Articles of Incorporation for the incorporation of Grand Lake Subdivision Homeowners 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 Grand Lake Subdivision Homeowners Association Inc. and attached hereto a certified copy of the Articles of Incorporation.

Dated Feb 12, 2009.

Jeremy Ragland
Judge of Probate