

24044

ARTICLES OF INCORPORATION
OF
SADDLETREE HOMEOWNERS' ASSOCIATION, INC.

The undersigned, THIRD NATIONAL BANK IN NASHVILLE, as Transferee of the Declarant, OAK RIDGE DEVELOPMENT COMPANY, a partnership by virtue of that certain Assignment and Transfer of Rights dated September 17, 1993, acting as Incorporator of a nonprofit corporation under the Alabama Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be SADDLETREE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The name and address of the incorporator of the corporation shall be Third National Bank in Nashville, 444 James Robertson Parkway, Nashville, Tennessee 37230.

ARTICLE IV

The initial registered office of the corporation is 2110 Raincreek Trail, Huntsville, Alabama, 35811, and the name of the initial registered agent at that address is W. H. Smith, Jr.

ARTICLE V

The period of duration of the corporation shall be perpetual.

ARTICLE VI

The purpose for which the corporation is organized is to assess and collect a maintenance charge against the residential lots situated in a residential subdivision known as "Saddletree", as the same is recorded in Plat Book 17, Page 100, Probate Records of Madison County, Alabama, in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions ("Declaration") pertaining to said subdivision and filed of record in Book 697, Page 739 in the Office of the Judge of Probate of Madison County, Alabama (said Declaration being incorporated herein by this reference as though set forth herein verbatim), together with the residential lots situated in any subsequently developed lands which are duly situated in any subsequently developed lands which are duly annexed to said subdivision in the manner specified in said Declaration (hereinafter referred to as an "annexed subdivision") and to use the maintenance fund thereby created to provide and pay for such services and things

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as the Board of Directors of the corporation shall deem necessary or advisable from time to time for the maintenance, improvement and general benefit of said subdivision and any annexed subdivision, including the approaches thereto and adjacent streets and rights-of-way, all to be in accordance with the provisions of said Declaration and the deed restrictions covering any duly annexed subdivision to enforce the covenants, conditions, restrictions and other terms contained in the Declaration as aforesaid, to grant variance from the restrictions and obligations set forth in the aforesaid Declaration, those powers specified in the By-Laws of the corporation, to enforce the obligations and covenants of any Owner as set forth in the Declaration, and to do all such other acts and things which the corporation shall deem reasonable or necessary in connection with the foregoing purposes and to do all such other acts or things as may be allowable under applicable law, including the Act, as amended from time to time.

ARTICLE VII

The corporation is to have members. Membership shall not terminate upon the death or termination of existence of any member. Each membership is transferable, but only to the extent set forth in Article VIII hereof.

ARTICLE VIII

Every person or entity owning of record or hereafter acquiring either the entire fee title or an undivided interest in the fee title to any residential lot which is situated in the initial subdivision or an annexed subdivision shall be a member of this corporation. (The foregoing is not intended to include persons or entities holding an interest in a lot merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot.

This corporation shall have two classes of members, designated as Class A and Class B, said classes and their voting rights being defined as follows:

Class A Members shall be all of the owners of residential lots situated in the initial subdivision and any annexed subdivision, other than Class B Members. Voting rights of Class A Members shall be limited to one (1) vote for each lot owned. If any lot is owned by more than one person or entity, all such persons or entities shall be members and the vote to which such lot is entitled shall be exercised as the owners of such lot may determine among themselves.

Class B Member shall be Third National Bank in Nashville, the transferee of Oak Ridge Development Company, a partnership which was the developer of the aforesaid initial subdivision and the successors and assigns of such transferee. The Class B Member shall be entitled to five (5) votes for each residential lot owned. Class B membership shall cease and be converted to Class A membership upon (i) the conveyance and/or dedication of eighty-five (85%) percent or more of the lots to bona fide third parties or (ii) December 31, 2001. It is specifically provided, however, that at any time other residential subdivision areas are duly annexed to the initial subdivision in accordance with

the provisions of the aforesaid Declaration.

ARTICLE IX

Any Director elected by the members of the corporation may be removed from the Board, with or without cause, by a majority vote of those members of the corporation who are entitled to vote for the election of such Director, and in the event of such removal of a Director, a successor shall be elected to serve for the unexpired term of such removed Director by a special election to be held by those members who were entitled to vote for the election of the Director so removed.

No Director shall receive compensation for any service rendered to the corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of services on behalf of the corporation.

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining unanimous consent of all the Directors, provided that the action so taken is stated in writing, signed by all the Directors and recorded in the minutes of the corporation. Any action so taken and recorded shall have the same effect as though taken at a meeting of the Directors.

The number of Directors constituting the initial Board of Directors shall be five (5) and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
W. H. Smith, Jr.	2110 Raincreek Trail Huntsville, AL 35811
William Calk	2103 Raincreek Trail Huntsville, AL 35811
Lorna Jackson	2105 Raincreek Trail Huntsville, AL 35811
Steve West	2110 Greenslope Trail Huntsville, AL 35811
Jan Stuhlsatz	2114 Raincreek Trail Huntsville, AL 35811

ARTICLE X

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the membership. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of

the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is not accepted, such assets shall be conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to similar purposes.

ARTICLE XI

Every Director or Officer of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on such Director or Officer in connection with any controversy or proceeding to which he or she may be made a party, or may become involved, by reason of being or having been a Director or Officer at the time such expenses or liabilities are incurred, except in cases where such Director or Officer is adjudged to be guilty of willful misfeasance or malfeasance in the performance of his or her duties of office; provided, that in the event of a settlement of any such controversy or proceeding, the indemnification herein shall apply only when the disinterested or uninvolved majority of disinterested or uninvolved shareholders or independent counsel approves such settlement and any related reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any Director or Office may be entitled.

ARTICLE XII

A Director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a Director; provided, however, that this provision does not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the corporation or its members; (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for a distribution to members that is unlawful; or (iv) for any breach of the Director's duty of care. If Alabama law is amended or modified to authorize corporate action eliminating or further limiting the personal liability of Directors, then, the liability of a Director of the corporation shall thereupon be eliminated or limited, without the necessity of further amendment of these Articles of Incorporation, to the fullest extent permitted by Alabama law. Any repeal or modification of the provision of this Article XII shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has caused these presents to be duly executed on this the 19 day of May, 1995.

INCORPORATOR:

THIRD NATIONAL BANK IN NASHVILLE

ATTEST:

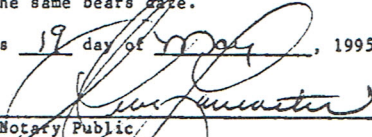
By: [Signature]
Its Vice Pres.

By: [Signature]
Its AVP

STATE OF TENNESSEE)
 :
COUNTY OF DAVIDSON)

I, the undersigned, a Notary Public, in and for said county in said state, hereby certify that Joe K. Sadler and Anna T. Lowell, whose names as Vice President and Asst Vice President, respectively of THIRD NATIONAL BANK IN NASHVILLE, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument, they, as such officers and with full authority, executed the same voluntarily for and as the act of Third National Bank in Nashville on the day the same bears date.

Given under my hand and seal on this 19 day of June, 1995.



Notary Public
My Commission Expires: 7-22-95

THIS INSTRUMENT PREPARED BY:
JAMES G. HARRISON
STEPHENS, MILLIRONS, HARRISON & WILLIAMS, P.C.
333 Franklin Street
Huntsville, Alabama 35801

BOOK 144 PAGE 547

BY-LAWS
OF
SADDLETREE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is SADDLETREE HOMEOWNERS' ASSOCIATION, INC. The principal place of the corporation shall be located at 2110 Raincreek Trail, Huntsville, Alabama, 35811.

ARTICLE II

DEFINITIONS

Section 1. The word "corporation" where used herein shall mean and refer to Saddletree Homeowners' Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to those certain residential subdivisions known as "Saddletree", as recorded in Plat Book 17, Page 100, Probate Records of Madison County, Alabama and "Saddletree, Second Addition", as recorded in Plat Book 18, Page 13, aforesaid Probate Records, and any additional residential subdivisions or Common Area duly annexed thereto and for which the corporation may hereafter be designated to provide maintenance services, as permitted by the Articles of Incorporation of SADDLETREE HOMEOWNERS' ASSOCIATION, INC.

Section 3. "Lot" shall mean and refer to any residential building lot shown upon the recorded plat of any subdivision included in the Properties, or any residential building site resulting from resubdividing or consolidating of lots as permitted by the restrictions applicable to any such subdivision.

Section 4. "Declaration" shall mean and refer to any instrument recorded in the Office of the Judge of Probate of Madison County, Alabama, which sets forth restrictions, reservations, covenants, conditions and easements applicable to the residential lots situated in a subdivision constituting part of the Properties and specifically includes the Declaration of Covenants, Conditions

and Restrictions of Saddletree as recorded in Deed Book 697, Page 739, and as adopted in Deed Book 706, Page 749, in the Office of the Judge of Probate of Madison County, Alabama.

Section 5. "Developer" shall mean and refer to THIRD NATIONAL BANK IN NASHVILLE, as Transferee of the Declarant, Oak Ridge Development Company, a partnership by virtue of that certain Assignment and Transfer of Rights dated September 17, 1993.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, but shall exclude parties having an interest in any Lot merely as security for the performance of an obligation or who owns merely an equitable interest in any Lot under a contract to purchase.

Section 7. The terms "member" or "members" shall mean and refer to those persons entitled to membership in this corporation, as provided in its Articles of Incorporation, unless otherwise specifically defined in context (e.g., a member of the Board of Directors).

Section 8. Capitalized terms used herein and not otherwise defined herein shall have the meanings respectively assigned to such terms in the Articles of Incorporation of the corporation.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first regular annual meeting of the members shall be held within one year from the date of incorporation of the corporation on a date to be set by the initial Board of Directors and each subsequent regular annual meeting of the members shall be held on the same day

of the same month of each year thereafter, at a time set in the notice described in Article III, Section 3 below. If the day for the annual meeting of the members in any year is a Saturday or Sunday or legal holiday, the meeting will be held on the first day thereafter which is not a Saturday or Sunday or legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or a member of the Board of Directors of the corporation, or upon written request of the members who are entitled to cast at least a majority of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary of the corporation or the person authorized to call the meeting, by hand delivery or mailing a copy of such notice, postage prepaid, at least ten (10) but not more than sixty (60) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the corporation or supplied by such member to the corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10th) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a

quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The business affairs of this corporation shall be managed by a Board of Directors consisting of five (5) persons, who need not be members of the corporation.

Section 2. Election and Term of Office. The initial Board of Directors has been elected and stated in the Articles of Incorporation of the corporation and shall serve until the earlier of (i) the conversion of the Class B membership to Class A membership, pursuant to Article VII of the corporation's Articles of Incorporation or (ii) one (1) year from the date elected; and thereafter until his successor is elected and qualified. Directors shall be elected at the annual meetings of the members of the corporation. Except as otherwise provided in this Section 2, each director shall hold office for a term of one (1) year and until his successor is elected and qualified or until his earlier death, resignation or removal. Such directors need not be members or residents of the State of Alabama and shall be elected by a plurality of the votes cast in the election. A director's term of office shall not determine his term as Chairman of the Board or any other office to which the Board may elect him.

Section 3. Removal. Any director may be removed from office, with or without cause, by a majority vote of those members of the corporation who are

entitled to vote for the election of directors, and in the event of such removal of a director, a successor shall be elected to serve for the unexpired term of such removed director by an election held at a special meeting of the members of the corporation called for such purpose.

Section 4. Compensation. No director shall receive compensation for any service he may render to the corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining unanimous consent of all the directors, provided that the action so taken is stated in writing, signed by all the directors and recorded in the minutes of the corporation. Any action so taken and recorded shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held annually without notice, immediately following the annual meeting of the members, at the place of such annual meeting of members. Should said meeting fall upon a Saturday or Sunday or legal holiday, then that meeting shall be held at the same time on the next day which is not a Saturday or Sunday or legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the corporation, or by any two directors, after not less than two (2) days' notice to each other.

Section 3. Quorum. A majority of the number of directors shall constitute

a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of any facilities made available to the members, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend any member's voting rights and right to use any facilities which may be made available to members during any period in which such member shall be in default in the payment of any assessment levied by the corporation, and, after notice and hearing, to suspend such rights for a period not to exceed sixty (60) days, for each infraction of published rules and regulations;
- (c) exercise for the corporation all powers, duties and authority vested in or delegated to this corporation and not reserved to the members by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of an elected member of the Board of Directors to be vacant in the event such director shall be absent from three (3) consecutive meetings of the Board of Directors;
- (e) employ a manager, independent contractors, employees, and such agents as the Board of Directors deems necessary to carry out the functions of the corporation; and

(f) exercise all of the powers of a director of a corporation under the Alabama Nonprofit Corporation Act, as amended from time to time.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this corporation, and to see that their duties are properly performed;

(c) enforce the annual assessment on all Lots, as more fully provided in the Restrictions, and in connection therewith to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, or to bring an action at law or take any other appropriate action against the Owner personally obligated to pay the same;

(d) enforce any special assessments on all Lots, as more fully provided in the Declaration, and in connection therewith to fix the amount thereof against each Lot, send written notice of such special assessment to every Owner subject thereto and to foreclose the lien against any property for which special assessments are not paid within thirty (30) days after due date, or to bring an

action at law or take any other appropriate action against the Owner personally obligated to pay the same;

(e) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain adequate liability and hazard insurance on property owned by or under the jurisdiction of the corporation;

(g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and,

(h) cause any area or facility under the jurisdiction of the corporation to be adequately maintained.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time by resolution create, each of whom may be members of the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the regular meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this corporation shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to

serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as said Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any two or more offices may be held by the same person, except those of President and Secretary.

Section 8. Duties. The duties of the officers are as follows:

(a) The President shall be the chief executive officer of the corporation and shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of said Board are carried out; shall sign all contracts, leases, mortgages, promissory notes, deeds and other written instruments and shall co-sign all checks.

(b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and

shall exercise and discharge such other duties as may be required of him by the Board of Directors.

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and the members; keep the corporate seal of the corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the corporation, together with their addresses, and shall perform such other duties as required by the Board of Directors.

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the corporation; keep proper books of account; cause an annual review of the corporation books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE VIII

COMMITTEES

The Board of Directors shall appoint such committees as may be deemed appropriate in carrying out the purpose of the corporation.

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The

Declaration, the Articles of Incorporation and the By-Laws of the corporation shall be available for inspection by any member at the principal office of the corporation, where copies may be purchased at reasonable cost.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the corporation annual assessments and special assessments, which are secured by a continuing lien upon the property against which the assessment is made.

ARTICLE XI

CORPORATE SEAL

The corporation may have a seal in circular form having within its circumference the words:

SADDLETREE HOMEOWNERS' ASSOCIATION, INC.

However, the presence or absence of such a seal shall in no way affect, impair or enhance the enforceability or binding nature of any document duly executed by the corporation.

ARTICLE XII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a majority of the voters of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation of the corporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

MISCELLANEOUS

Section 1. The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year or part thereof shall begin on the date of the incorporation.

Section 2. The corporation shall not issue shares of stock. The directors may, however, vote to issue certificates evidencing membership in the corporation.

Section 3. These By-Laws are intended to be in conformity with the requirements of the Alabama Nonprofit Corporation Act, as amended. If the Alabama Nonprofit Corporation Act, as amended, does not allow certain of these By-Laws to control in any given situation, then the applicable provisions of said Act shall prevail.

IN WITNESS WHEREOF, the undersigned, being all of the directors of SADDLETREE HOMEOWNERS' ASSOCIATION, INC. have hereunto affixed our signatures, effective as of the date of incorporation.

W. H. Smith, Jr.
W. H. Smith, Jr.

William Calk
William Calk

Lorna L. Jackson
Lorna Jackson

Steve West
Steve West

Jan Stuhlsatz
Jan Stuhlsatz

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OFFICE OF THE JUDGE OF PROBATE
MADISON COUNTY, ALABAMA
CERTIFICATE OF INCORPORATION
OF
SADDLETREE HOMEOWNERS' ASSOCIATION, INC.

The undersigned, as Judge of Probate of Madison County, Alabama, hereby certifies that Articles of Incorporation for the incorporation of SADDLETREE HOMEOWNERS' ASSOCIATION, INC., duly signed pursuant to the provisions of the Code of Alabama, 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 SADDLETREE HOMEOWNERS' ASSOCIATION, INC., and attaches hereto a certified copy of the Articles of Incorporation.

DATED: June 30, 1995

Frank H. Riddick
JUDGE OF PROBATE
MADISON COUNTY, ALABAMA

STATE OF ALA. MADISON CO
CERTIFY THIS INSTRUMENT
WAS FILED ON
95 JUN 30 AM 8:44
RECORDED TO PAY TAX
& S. ON THIS INSTRUMENT
Frank H. Riddick
JUDGE OF PROBATE