

I certify that this instrument was filed on

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ARTICLES OF INCORPORATION

OF

ROMAR TOWERS CONDOMINIUM, INC.

and that no tax was collected. Recorded in Misc

Book 47  
Page 137-80  
D.P. 1:10 Index 3 By [Signature]

TO THE JUDGE OF PROBATE OF BALDWIN 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", the undersigned do hereby make and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: "ROMAR TOWERS CONDOMINIUM, INC."

The corporation is sometimes referred to herein as the "Corporation" or the "Association".

ARTICLE II

PRINCIPAL OFFICE AND AGENT

The registered office of the Corporation shall be 604 Bank for Savings Building, Birmingham, Alabama 35203. The registered agent of the Corporation shall be Bruce Andrews, 604 Bank for Savings Building, Birmingham, Alabama 35203.

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ARTICLE III

OBJECTS, PURPOSES AND POWERS

The terms used herein shall have the same meaning attributed to them in the Declaration of Condominium Ownership and in the Alabama Condominium Ownership Act [Alabama Act No. 1059, 1973 Regular Legislative Session].

3.1 This Corporation is organized to operate and manage the affairs and property of Romar Towers Condominium, Inc., a condominium to be established in accordance with the Alabama Condominium Ownership Act upon real property situate, lying and being in Baldwin County, Alabama; to perform and carry out the

Sec. 14.26.77

acts and duties incident to the administration, operation and management of said Condominium in accordance with the terms, provisions and conditions, contained in these Articles of Incorporation, in the Declaration of Condominium Ownership of said Condominium and any amendments thereto, which will be recorded in the Public Records of Baldwin County, Alabama, and, to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

3.2 In furtherance of the aforesaid objects, purposes and powers, 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 now or hereafter granted to condominium associations by the Alabama Condominium Ownership Act, as the same may be hereafter amended or supplemented and all the powers reasonably necessary to implement the powers, objects and purposes of the Association, which powers shall include but are not limited to, the power:

3.2.1 To enforce the covenants and restrictions contained in the Declaration of Condominium Ownership and to make, establish and enforce reasonable rules and regulations governing administration and management of the Condominium Property and the use of the Condominium Property;

3.2.2 To make, levy and collect assessments against Unit Owners of the said Condominium to provide the funds to pay for Common Expenses and Limited Common Expenses of the Condominium as provided for in the Condominium Documents and the Condominium Ownership Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association;

3.2.3 To maintain, repair, replace, clean, sanitize and operate those portions of the Condominium Property that the Association has the duty or right to

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maintain, repair, replace, clean, sanitize and operate under the Condominium Documents;

3.2.4 To have access to each Unit from time to time during reasonable hours as may be necessary for the maintenance, repair or replacement of any Common Elements or Limited Common Elements therein or accessible therefrom, or, to have immediate access at any time as may be necessary, for making emergency repairs necessary to prevent damage to any other Unit or Units;

3.2.5 To contract for the management of the Condominium Property and to delegate to such contractor(s) all or some of the power, duties and responsibilities of the Association;

3.2.6 To employ personnel to perform the services required for proper operation of the Condominium;

3.2.7 To purchase and maintain all forms of insurance upon the Condominium Property for the protection of the Association and its members;

3.2.8 To reconstruct improvements constructed on the real property submitted to Condominium Ownership after casualty or other loss;

3.2.9 To make additional improvements on and to the Condominium Property;

3.2.10 To approve or disapprove the transfer, mortgage and ownership of Condominium Units to the extent such power is granted to it under the Condominium Documents;

3.2.11 To the extent permitted by law, to acquire and enter into agreements whereby it acquires personal property, real property, leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to country clubs, golf courses, marinas and other recreational facilities, whether

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or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Corporation;

3.2.12 To enforce by legal action the provisions of the Condominium Documents;

3.2.13 To acquire by purchase or otherwise Condominium Units in the Condominium, and to hold, lease, mortgage and convey the same;

3.2.14 To lease or license the use of Common Elements and Limited Common Elements in a manner not inconsistent with the rights of Unit Owners.

#### ARTICLE IV

##### MEMBERS

#### 4.1 Members.

4.1.1 The members of the Association shall consist of all persons owning a vested present interest in the fee title to any Condominium Unit in the Condominium which interest is evidenced by a duly recorded instrument in the official Public Records of Baldwin County, Alabama, and after the termination of the Condominium, shall consist of those persons who are members at the time of such termination.

4.1.2 The first Board of Directors named in these Articles of Incorporation shall also be members of the Association until twenty-seven (27) Condominium Units have been conveyed to persons who thereby become members or three (3) years after the date of the recording of the conveyance of title to the first unit purchaser in the Public Records of Baldwin County, Alabama, or until such Director(s) withdraw from the Association by written instrument, whichever shall first occur. At such time said Directors shall no longer be members of the Association unless otherwise qualified as such. In the

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event any Director named in these Articles of Incorporation should for any reason be unwilling or unable to be an active member of the Association, the remaining Directors shall select a successor member to serve in his place and stead.

#### 4.2 Voting Members.

4.2.1 Except as specifically provided in Article VII with respect to election of Directors, until twenty-seven (27) of the Condominium Units have been conveyed, or three (3) years after the date of the recording of the conveyance to the first unit purchaser shall have been recorded in the Public Records of Baldwin County, Alabama, or when the initial Directors, by written instrument withdraw from the Association, whichever event shall first occur, as aforesaid, the first Board of Directors named in these Articles of Incorporation, or their successors, shall be the only members of the Association who are entitled to have any voice or vote in the management of the business and affairs of the Association, and no other member shall have any vote or voice with respect to any matter whatsoever. This section shall not be amended without the consent of the Board of Directors.

4.2.2 After conveyance of twenty-seven (27) Condominium Units or three (3) years after the date of the recording of the conveyance to the first unit purchaser shall have been recorded in the Public Records of Baldwin County, Alabama, or after all of the initial Directors withdraw, by written instrument, from the Association, whichever shall first occur, as aforesaid, each Condominium Unit shall be entitled to a vote or votes which shall (i) with respect to matters arising out of ownership of Common Elements, correspond approximately with each Unit Owner's undivided interest in the

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Common Elements; and (ii) with respect to matters arising out of ownership of Limited Common Elements, correspond approximately with each Unit Owner's undivided interest in the Limited Common Elements, which in both cases, shall be the vote assigned to the Unit of which the member is the owner, as stated in the Declaration of Condominium Ownership. Such vote shall be exercised by the Unit Owner designated by the Owner or Owners of a majority interest in a single Condominium Unit to cast the vote appurtenant to said Unit. The designation of voting members shall be perfected in the manner provided in the Condominium Declaration.

4.3 Assignment.

Neither the share of a member in the funds and assets of the Association, nor membership in this Association, may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Condominium Unit.

4.4 The members of the Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Condominium Documents.

ARTICLE V

TERM

This Corporation shall exist perpetually.

ARTICLE VI

SUBSCRIBERS

The names and addresses of the three incorporators of the Association are as follows:

Bruce Andrews	604 Bank for Savings Building Birmingham, Alabama 35203
Fred Burgos	604 Bank for Savings Building Birmingham, Alabama 35203
Traweek Dickson	604 Bank for Savings Building Birmingham, Alabama 35203

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ARTICLE IX

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 X

AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of three-fourths (3/4) of the Voting Members of the Association, unless otherwise provided herein.

ARTICLE XI

BY-LAWS

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The first By-Laws shall provide the method by which they may be altered, amended or rescinded.

ARTICLE XII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Association shall be located at 604 Bank for Savings Building, Birmingham,

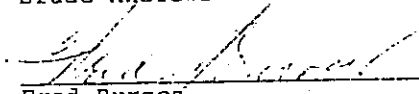
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Alabama 35203, or at such other place or places as may be designated from time to time by the Board of Directors.

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 13th day of December, 1983.

  
Bruce Andrews

  
Fred Burgos

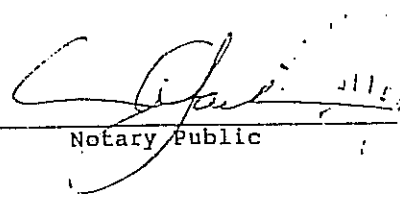
  
Traweck Dickson

STATE OF ALABAMA )  
                          )  
JEFFERSON COUNTY)

Before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Bruce Andrews, Fred Burgos and Traweck Dickson, who are known to me, and who, after being duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that they had knowledge of the facts stated therein, that said facts are true, and that they executed the same freely and voluntarily and for the purposes stated therein.

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Given under my hand and official seal this the 13th day of December, 1983.

  
Notary Public

This instrument was prepared by:

William A. Jackson, Attorney  
2204 Lakeshore Drive, Suite 320  
Birmingham, Alabama 35209