

**ARTICLES OF INCORPORATION**  
**OF**  
**STILL WATERS RESIDENTIAL ASSOCIATION, INC.**  
**(a corporation not for profit)**

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**ARTICLES OF INCORPORATION  
OF  
STILL WATERS RESIDENTIAL ASSOCIATION, INC.  
(a corporation not for profit)**

**TO THE JUDGE OF PROBATE OF TALLAPOOSA COUNTY, ALABAMA:**

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of the "Alabama Nonprofit Corporation Act" [1975 Code of Alabama Section 10-3A-1, et seq.], the undersigned do hereby make and file the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**"STILLWATERS RESIDENTIAL ASSOCIATION, INC."**

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

**ARTICLE II  
DEFINITIONS**

- SECTION 2.1**      **Association:**    The Still Waters Residential Association, Inc., its successors and assigns.
- 2.2**      **Association Land:**      That part of Still Waters Property which may at any time hereafter be owned by the Association for so long as the Association or successor thereof may be the owner thereof.
- 2.3**      **Board:**    The Board of Directors of the Association.
- 2.4**      **By-Laws:**      The duly enacted By-Laws of the Association.
- 2.5**      **Declaration:**    The Declaration of Protective Covenants for Still Waters, which shall be recorded in the Probate Records of Tallapoosa County,

Alabama, as the same may from time to time be supplemented or amended in the manner described therein.

- 2.6 **Developer:** Coosa Resort Company, Inc., an Alabama corporation, its successors and assigns.
- 2.7 **Member:** A person or other entity who is a record owner of Subject Property.
- 2.8 **Open Spaces or Common Areas:** Still Waters Property, which is conveyed to the Association by the owners or Developers of Still Waters or a part thereof.
- 2.9 **Parcel:** A Residential Parcel.
- 2.10 **Resident:** Any person or persons occupying or leasing a Residential Parcel.
- 2.11 **Residential Parcel:** Any unit, lot, part or parcel of the Subject Property designed for a single-family residence including condominium units, townhouses and single-family residential lots platted of record, regardless of whether a dwelling has or has not been constructed on such lot.
- 2.12 **Still Waters or Still Waters Property:** The property described as Still Waters in the Declaration and in the Still Waters Covenants, and other property, which may be acquired by Developer and developed as a part of Still Waters.
- 2.13 **Still Waters Covenants:** Those certain Restrictions and Protective Covenants on parts of Still Waters Property previously filed for record in the Probate Office of Tallapoosa County, Alabama and more particularly described in the Declaration as "Still Waters Covenants".
- 2.14 **Subject Property:** That part of Still Waters Property originally subjected to the Declaration, along with any other real property in Still Waters, which is subjected to the Declaration by separate instrument.

### **ARTICLE III**

#### **PRINCIPAL OFFICE AND AGENT**

The initial registered office of the Association shall be 1000 Still Waters Drive, Dadeville, Alabama 36853. The registered agent of the Corporation shall be Graham D. Hutson, Jr., 215 21<sup>st</sup> Street North, Birmingham, Alabama 35203.

**ARTICLE IV**  
**OBJECTS, PURPOSES AND POWERS**

**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.

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

**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 Still Waters.

**4.2.2** To own, acquire, build, operate, and maintain recreation parks, playgrounds, common drives and footways, including buildings, structures, and personal properties incident thereto, which property is hereinafter referred to as the "Open Spaces" or "Common Areas"; maintain un-kept lands and trees; maintain public and private roadways within Still Waters, the water and drainage systems, and other areas and structures beneficial or useful to Still Waters; supplement municipal and other governmental services; fix assessments to be levied against Members and Parcels owned by such Members; enforce any and all covenants, restrictions and agreements applicable to the Open Spaces or to Still Waters, including but not limited to the Declaration and the Still Waters Covenants; perform the duties of the Architectural Committee for Still Waters (as such term is defined in the Declaration) at such time as such duties are delegated to the Association as set forth in the Declaration; and pay taxes, if any, on the Open Spaces; and, insofar as permitted by law, to do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of the Members.

**4.2.3** To provide for the security of its Members, the property of its Members, Residents and property of Residents of Still Waters; to provide for road maintenance, parking within roadway areas, and traffic control; to provide for garbage and waste collection and disposal; to present a unified effort to the members in protecting the

value of the property of Members and Residents; to provide fire protection services to Still Waters or any part thereof.

**4.2.4** To own, operate and manage the Common Areas or Open Spaces located in Still Waters; to perform and carry out the acts and duties incident to the administration, operation and management of said Open Spaces in accordance with the terms, provisions, and conditions contained in these Articles of Incorporation; to borrow funds on such terms as the Association deems appropriate to carry out the rights, powers and obligations hereof; and to own, operate, lease, sell, mortgage, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient, including the right to charge fees or dues for the use of such property.

**4.2.5** To provide for any or all projects, services, facilities, studies, programs, systems and properties relating to: parks, recreational facilities or services; drainage systems; streets, roads, highways, walkways, curbing, gutters, sidewalks, trees, flowers and landscaping, fountains, benches, shelters, directional and informational signs, walkways and bridges, and street, road and highway lighting facilities; facilities for the collection, treatment and disposal of garbage and refuse; facilities or arrangement for facilities for collection and treatment of sewage; facilities for the fighting and preventing of fires; auditoriums, galleries, halls, amphitheaters, theaters and educational buildings and facilities, including equipment, supplies and accessories in connection therewith; storage and maintenance yards, garages and other buildings and facilities deemed necessary or desirable by the Board in connection with the administration, management, control and operation of the Association; traffic engineering programs and parking facilities; parks, playgrounds and other related or unrelated recreational facilities; marinas, beaches, lakes, swimming pools, stables, golf courses, restaurants, club houses, tennis courts and any and all other improvements, utilities, facilities and services that the Board shall find to be necessary, desirable or beneficial to the interest of the Still Waters Property, Members and Residents of Still Waters.

- 4.2.6** To do such other things as may be necessary and proper for the carrying out and accomplishment of the above objects and purposes and of such other objects and purposes as are deemed necessary and proper by its Directors. The objects and purposes expressed herein relate to services, benefits and expenditures pertaining to, derived from, or in connection with Still Waters or areas thereof intended for and available for the common use and enjoyment or need of the Members and Residents.
- 4.3** 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 reasonable necessary to implement the powers of the Association, which powers shall include but are not limited to, the power:
- 4.3.4** To make, levy and collect assessments and annual, monthly or quarterly maintenance charges from its Members and to expend the proceeds of such assessments and charges for the benefit of its Members.
  - 4.3.5** To collect any "Maintenance Fund" monies required of owners of real property in Still Waters under the Still Waters Covenants and the Declaration, to the extent that such funds and the right to collect the same have been assigned to the Association where required.
  - 4.3.6** To contract with others to provide the services, benefits and advantages desired.
  - 4.3.7** To enforce by legal action suits on behalf of the Association.
  - 4.3.8** To make, establish and enforce reasonable rules and regulations governing the use of the Open Spaces.
  - 4.3.9** To maintain, repair, replace and operate those portions of the Still Waters Property that the Association has the duty or right to maintain, repair, and operate under these Articles and the By-Laws of the Association.
  - 4.3.10** To contract for the management of the property and to delegate to such contractors all or a port of the powers and duties of the Association.
  - 4.3.11** To employ personnel to perform the services required or authorized by these Articles, the Declaration and by the By-Laws of the Association.

- 4.3.12** To purchase insurance upon the Open Spaces for the protection of the Association, its Members and Resident of Still Waters.
- 4.3.13** To reconstruct improvements constructed on the real property after casualty or other loss.
- 4.3.14** To make additional improvements on and to the Association Property.
- 4.3.15** To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to marinas, lakes, golf courses, tennis courts, restaurants, club houses, stables, beaches, swimming pools and other recreational facilities, whether or not contiguous.
- 4.3.16** To enforce by legal action the provisions of these Articles, the By-Laws, the Declaration and the Still Waters Covenants.

**ARTICLE V**  
**MEMBERS**

**SECTION 5.1** The Members of this Association shall consist of all record owners of Subject Property, but shall not include mortgagees or other holders of security interests only. No person other than the Developer of Still Waters or designees of such Developer, who does not own real property in Still Waters may be a Member of the Association. Fees, dues, assessments and charges required of Members shall be set in the manner prescribed by the By-Laws of the Association and in the Declaration.

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

**5.3** The Association shall have two classes of membership: Class A and Class B.

Class A Members shall be all persons owning a Parcel, a condominium unit or town home on one or more Residential Parcels constituting Subject Property, excepting those persons (or other entities) who are Class B Members.





## 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 three (3) nor more than fifteen (15) Directors. The first Board of Directors shall consist of five (5) Directors. All Directors shall be Members of the Association; provided that the first Board of Directors named in these Articles of Incorporation, and other Directors selected by Class B Members, shall not be required to own real property in Still Waters or otherwise be Members of the Association. Change in the maximum number of Directors shall be permitted by amendment to 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. So long as the Class B Members are entitled to select all of the members of the Board of Directors, at least one of the Directors shall be an owner of a Residential Parcel (other than a time share owner of a Parcel). The names and addresses of the first Board of Directors who shall hold office until December 31, 2006, or until all the then Class B Members so designate in a writing delivered to the Association, whichever shall first occur, and thereafter until their successors are elected and have qualified, are as follows:

Class I. Graham D. Hutson	215 21 <sup>st</sup> Street North Birmingham, Alabama 35203
Class I. Dr. Fred Stone	7 Beach Island Trace Dadeville, Alabama 36853
Class II. Frank B. Yeilding, III	215 21 <sup>st</sup> Street North Birmingham, Alabama 35203
Class II. Chris Scott	P. O. Box 1818 Jackson, Mississippi 39205
Class II. Ray Miller	P. O. Box 1818 Jackson, Mississippi 39205

Provided however, that at a time no later than December 31, 1993, the number of Directors shall be increased to seven (7), at least two (2) of whom are elected by Class A Members and five (5) of whom are elected by Class B Members. After December 31, 2006, and for so long as there are Class B Members, the Class B Members shall be allowed to elect one (1) Director.

Subsequent to December 31, 2006, or when all of the then Class B members so designate in a writing delivered to the Association, whichever shall first occur, Class I Directors shall be elected for terms of two (2) years and Class II Directors shall be elected for a term of three (3) years.

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

Among other things, the Board of Directors shall have authority to make and alter By-Laws and the further authority to exercise all such other powers and to do all such other lawful acts and things which this Association, or its Members might do, unless prohibited from doing so by applicable laws, or the Articles of Incorporation, or by the By-Laws of this Association.

## **ARTICLE IX**

### **OFFICERS**

The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. 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. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

## **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 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**

### **DISPOSTION 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 each and every class of 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 corporations, associations, 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 title 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 subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 21<sup>st</sup> day of April 1987.

Graham D. Hutson, Jr.

Cleatus Ledford

Frank B. Yeilding, III

STATE OF ALABAMA )

COUNTY OF Jefferson)

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Graham D. Hutson, Jr., who is known to me and who, after first being duly sworn, deposes under oath and said that the foregoing Articles of Incorporation were prepared under his direction and that he had knowledge of and was informed of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this the 21<sup>st</sup> day of April, 1987.

Karen O. Brubaker  
Notary Public

My Commission expires:

3 – 23 – 1991

STATE OF ALABAMA )

COUNTY OF TALLAPOOSA )

Before me, the undersigned Notary Public, in and for said county and State, personally appeared Cleatus Ledford, who is known to me and who, after first being duly sworn, deposes under oath and said that the foregoing Articles of Incorporation were prepared under his direction and that he had knowledge of and was informed of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this the 21<sup>st</sup> day of April, 1987.

Randolph H. Lanier  
Notary Public

My Commission expires:

7-26-1989

STATE OF ALABAMA        )  
COUNTY OF JEFFERSON )

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Frank B. Yeilding, III, who is know to me and who, after first being duly sworn, deposes under oath and said that the foregoing Articles of Incorporation were prepared under his direction and that he had knowledge of and was informed of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this the 21<sup>st</sup> day of April, 1987.

Karen O. Brubaker  
Notary Public

My Commission expires:

4-23-1991

THIS INSTRUMENT PREPARED BY:  
Randolph H. Lanier  
Balch & Bingham  
P. O. Box 306  
Birmingham, AL 35203