

ARTICLES OF INCORPORATION

OF

BRIDLE BROOK FARMS HOME OWNERS ASSOCIATION, INC.

ARTICLE I

NAME

The name of the corporation is and shall be Bridle Brook Farms Home Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

REGISTERED OFFICE

The initial registered office of the Association is 35 Carol Villa Drive, Montgomery, Alabama 36109.

ARTICLE III

REGISTERED AGENT

Ted B. Watts, whose address is 35 Carol Villa Drive, Montgomery, Alabama 36109, is hereby appointed as the initial registered agent of this Association.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

This Association is organized as a nonprofit corporation and does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation, architectural control, and other benefits to the property, lots, and common areas within Bridle Brook Farms (herein defined to be that property platted or un-platted and lying within that property described in Real Property Book 1018, at Page 237 recorded in the Office of the Judge

of Probate of Montgomery County, Alabama) located in Montgomery County, Alabama, and to promote the general welfare, pleasure, and general benefits of the owners and residents within Bridle Brook Farms and any additions thereto, as may hereafter be brought within the jurisdiction of this Association, and for these purposes to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain documents, including plats and each portion thereof designated as Bridle Brook Farms #_____, as the same may be declared from time to time and those Plat Restrictions recorded in Real Property Book 1143, at Page 631 in the Office of the Judge of Probate of Montgomery County, Alabama (hereinafter collectively referred to as the "Restrictions"), applicable to Bridle Brook Farms and recorded in the Office of the Judge of Probate of Montgomery County, Alabama, as the same may be changed, modified or amended from time to time as therein provided, said Restrictions being incorporated by reference herein as if fully set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Restrictions, or pursuant to the terms of the By-Laws of the Association; pay all expenses in connection therewith and all office and operational expenses and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) have and exercise any and all powers, rights and privileges which a nonprofit corporation organized under the Alabama Nonprofit Corporation Act, § 10-3A-1, et seq., Code of Alabama (1975), or any other law may now or hereafter have the legal right to exercise.

ARTICLE V

MEMBERSHIP

A. This Association will be a membership association. The fee owners of platted lots (excluding lots or property owned by the Association) within the residential areas of Bridle Brook Farms and the undersigned incorporators so long as either is an owner of property in Bridle Brook Farms will be the members of the

Association. Each residential platted lot within Bridle Brook Farms is subject to the Restrictions. Said Restrictions, by its terms, declares that the fee owners of said lots will be members of the Association, will be subject to the jurisdiction of the Association, will be subject to pay assessments to the Association and are otherwise subject to the jurisdiction of this corporation. The membership privileges and obligations are not intended to include mortgagees or the holders of security interests in said lots while acting in said capacities. The members of the Association shall enjoy only such rights as are fixed in the By-Laws of this corporation or as are fixed in the said Restrictions, including entitlement to voting rights and manner of exercising same.

B. Change of membership in the Association shall be established by recording in the Office of the Judge of Probate of Montgomery County, Alabama, a deed or other instrument establishing record title to a lot within Bridle Brook Farms, subject to the aforementioned Restrictions and written notice to the Association of such change in title ownership. The owners designated by such instrument thereby become a member of the Association, and the membership of the prior owner is terminated. There shall be only one ownership vote for each respective lot, regardless of the number of individual owners reflected in said title document.

C. The share of a member in the funds and assets of the Association cannot be sold, transferred, assigned, or hypothecated in any manner, except as an appurtenance of the lot which the member holds title.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

A. The corporate powers, business and affairs of this Association shall be managed under the direction of the Board of Directors. The number of directors comprising the Board of Directors shall be not less than three (3) individuals. Subject to such limitation, the number of directors shall be fixed by or in the manner provided in the By-Laws. All officers and directors shall hold office until their successors are elected and qualified, in accordance with the By-Laws, provided, however, that any officer or director elected or appointed by the Board of Directors or by the members may be removed from office at any time, in such manner as shall be provided for in the By-Laws of the corporation. In the

event of death, resignation or removal of a director, the remaining directors, even if less than a quorum, shall have the authority to elect a successor director.

B. The initial directors who are to act in the capacity of directors until the election of their successors, according to the BY-Laws, are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Ted B. Watts	35 Carol Villa Drive Montgomery, AL 36109
2.	Billy J. Johns	35 Carol Villa Drive Montgomery, AL 36109
3.	David Strickland	259 Lakeshore Pike Road, AL 36064

C. The Board of Directors shall have all rights, powers and authorities conferred by statute and shall have such powers, rights and authorities as are otherwise granted to them in the By-Laws of the Association.

D. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly empowered and authorized:

(a) To sell, lease, exchange, mortgage, pledge or otherwise dispose of any part of the property and assets of the corporation and cause to be executed conveyance, mortgages, and liens upon any and all of the real and personal property and other assets of the corporation provided that if any such transaction involves all, or substantially all, of the property and assets of the corporation the same shall be authorized by a vote of a majority of the directors then in office and no member, as such, shall have any right to vote thereon.

(b) To make, alter or repeal the By-Laws of the corporation, provided, however, that the By-Laws may provide that the voting members may also amend, change or repeal the By-Laws or enact other By-Laws not inconsistent with the Articles of Incorporation at any annual or special meeting, in accordance with such provisions as shall be contained in the By-Laws.

E. The directors, officers, employees and members of the corporation shall not, as such, be liable for the obligations of the corporation.

No director or officer of the corporation shall be personally liable to the corporation or its members or to any person or entity for monetary damages for breach of duty as a director or officer of the corporation except for acts or omissions taken in bad faith or which involve intentional misconduct or knowing violation of the law, or such other act, omission or misconduct for which the law of Alabama prohibits exculpation of such liability.

The corporation shall indemnify each and every director or officer or former director or officer of the corporation, or each and every person who may have served at its request as a director or officer of another corporation, whether for profit or not, in which it owns shares of capital stock or which it is a creditor, against expenses (including attorneys' fees subject to the corporation's prior approval of such attorney) actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been such director, or officer, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for actions taken in bad faith or which involve intentional misconduct in the performance of his or her duty. If the Alabama Nonprofit Corporation Act or the law of the State of Alabama is hereafter amended to provide for more liberal indemnification of such expenses, such indemnification to the fullest extent then permitted by law shall be provided such person. The corporation shall further indemnify any person who was or is a director or officer or former director or officer of the corporation or any person who may have served at its request as an officer, director, partner, employee or agent of another corporation, whether for profit or not, against judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, if such person acted in good faith and in a manner that such person reasonably believed to be in and not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its

equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. To the extent that such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to herein or any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees subject to the corporation's prior approval of such attorney) actually and reasonably incurred by him or her in connection therewith, notwithstanding that such person has not been successful on any other claim, issue or matter in any such action, suit or proceeding. Any indemnification hereunder shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of such person is proper in the circumstances because such person has met the applicable standard of conduct set forth herein. Such determination shall be made by (a) the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable a quorum of the disinterested directors so directs by independent legal counsel in a written opinion, or (c) the members of the corporation. Expenses (including attorneys' fees subject to the corporation's prior approval of such attorney) incurred in defending any such action or proceeding may be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount, if any, that shall ultimately be determined that such person is not entitled to be indemnified for by the corporation as authorized herein. The payment of expenses shall be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate including the selection of legal counsel to represent the said person. The indemnification and advancement of expenses herein provided shall not be deemed exclusive of and shall be in addition to any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, rule of law, provision of by-law, agreement, vote of members or disinterested directors or otherwise. The indemnification and advancement of expenses herein provided shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person. All of the foregoing provisions of this Paragraph E shall apply with like and equal effect to each and every member of the Architectural Review

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted as provided in Article 4 of the Alabama Nonprofit Corporation Act, provided that no amendment may be in conflict with the above-referenced Restrictions, or Restrictions as amended, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Restrictions.

ARTICLE X

DISSOLUTION

The Association may be dissolved only after the adoption of a resolution of the Board of Directors recommending such dissolution and with consent in writing and signed by members representing not less than two-thirds of the votes entitled to be cast by the membership. Upon dissolution of the Association, other than as incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate governmental agency or public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is not accepted, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization devoted to such similar purposes.

Done this 9th day of July 1999.

PIKE ROAD PROPERTIES, LTD.

BY: WATTS DEVELOPMENT COMPANY, INC.
GENERAL PARTNER

BY: Ted B. Watts
TED B. WATTS, ITS PRESIDENT

WATTS DEVELOPMENT COMPANY, INC.

BY: Ted B. Watts
TED B. WATTS, ITS PRESIDENT

Pursuant to the provisions of §10-3A-80, et seq., Code of Alabama, the Articles of Incorporation of Bridle Brook Farms Home Owners Association, Inc. are amended to add the following new article as follows:

ARTICLE VI-A

INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Pike Road Properties, LTD.	35 Carol Villa Drive Montgomery, AL 36109
Watts Development Company, Inc.	35 Carol Villa Drive Montgomery, AL 36109

On September 1, 1999, these Articles of Amendment of the Articles of Incorporation were adopted without a meeting by written consent of all of the directors as allowed under § 10-3A-40 of the Code of Alabama, said written consent to have the same force and effect as a unanimous vote. There are no members entitled to vote to amend the Articles of Incorporation.

Adopted the 1st day of September 1999.

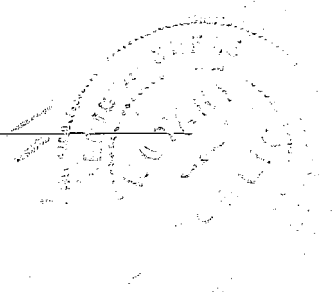
Bridle Brook Farms Home Owners
Association, Inc.

By: Ted B. Watts
President

By: [Signature]
Secretary

The above Articles of Amendment was verified before me on this the 1st day of September 1999 by Ted B. Watts, President of Bridle Brook Farms Home Owners Association, Inc.

Eric C. Andrae
Notary Public



Pursuant to the provisions of §10-3A-80, et seq., Code of Alabama, Article VI (E) of the Articles of Incorporation of Bridle Brook Farms Home Owners Association, Inc. is amended to read as follows:

ARTICLE VI

INITIAL BOARD OF DIRECTORS

E. ...

Declarant Directors. The Declarant Directors shall be the Initial Directors of the Association referred to above, and their replacements as may be appointed by the incorporators hereunder, in accordance with the By-Laws. The incorporators hereunder also referred to as the "Declarant" may turn over their right to appoint the directors of the Association at any time they deem appropriate prior to the full and total development of 75% of the lots in Bridle Brook Farms subdivisions, but shall give up the right to appoint said directors after the closing of the sale of the last lot comprising 75% of the lots in Bridle Brook Farms subdivisions; it being the intent that Declarant Directors will continue to serve until 75% of the lots in Bridle Brook Farms subdivisions are sold.

On November 2, 1999, these Articles of Amendment of Articles of Incorporation were adopted without a meeting by written consent of all of the directors as allowed under § 10-3A-40 of the Code of Alabama, said written consent to have the same force and effect as a unanimous vote. There are no members entitled to vote to amend the Articles of Incorporation.

Adopted the 2nd day of November 1999.

Bridle Brook Farms Home Owners
Association, Inc.

By: Ted B. Watts
Ted B. Watts, President

By: Billy J. Johns
Billy J. Johns, Secretary

2^d The above Articles of Amendment was verified before me on this the 2^d day of November 1999 by Ted B. Watts, President of Bridle Brook Farms Home Owners Association, Inc., and Billy J. Johns, Secretary of Bridle Brook Farms Home Owners Association, Inc.

[Signature]
Notary Public