

**ARTICLES OF INCORPORATION
OF
WINCHESTER HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)**

ARTICLE I - NAME

This corporation shall be known as WINCHESTER HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION." The principal office of the ASSOCIATION shall be located at 7856 Westside Park Drive, Suite A, West Mobile, Alabama 36695, but meetings of the members and directors may be held at such places within or without the State of Alabama, as may be designated by the Board of Directors.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office is 7856 Westside Park Drive, Suite A, West Mobile, Alabama 36695. The Board of Directors may from time to time change the principal office of the ASSOCIATION to any other address in the State of Alabama. The name of the initial registered agent at such registered office is Ray Hudson.

ARTICLE III - PURPOSES AND POWERS

The purpose for which this ASSOCIATION is organized is to create an entity which can provide for maintenance and architectural control of Winchester Subdivision and common properties and architectural control of the residential lots within that certain tract of property described as follows, to-wit:

For legal description, see the attached Exhibit "A," consisting of one page and made a part hereof by reference.

Together with any and all other property added to the control of the ASSOCIATION by amendment to the Declaration of Restrictive Covenants affecting the above-described property, and to promote the health, safety and welfare of the residents within the Subdivision and to:

a. Exercise all of the powers and privileges and perform all of the duties and obligations of the ASSOCIATION as set forth in that certain Declaration of Restrictive Covenants, hereinafter called the "Declaration," applicable to the property and recorded in the Public Records of Mobile County, Alabama, as same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

b. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, to pay all expenses in connection therewith, and all office and other expenses incident 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. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION;

d. Borrow money and, with the assent of two-thirds (2/3) of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. Dedicate, sell, or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale, or transfer;

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and Common Property, provided that any such merger, consolidation, or annexation shall have the consent of two-thirds (2/3) of each class of members except that the Developer may annex additional property as provided in the Declaration;

g. Have and exercise any and all powers, rights and privileges which a corporation not for profit organized under Alabama law may now or hereafter have or exercise by law.

ARTICLE IV - QUALIFICATION AND MANNER OF ADMISSION OF MEMBERS

Every person or entity who is a record owner of a lot, either individually or jointly with others which is subject by covenants of record to assessment by the ASSOCIATION, including a contract seller, shall be a member of the ASSOCIATION. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the ASSOCIATION.

A member, unless acting in the capacity of a duly elected officer of the Association, does not have the authority to act for the Association solely by virtue of being a member.

ARTICLE V - VOTING RIGHTS/TRANSITION OF CONTROL

The ASSOCIATION shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person or entity holds an interest in a lot, then the vote attributable to such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be the Declarant, or his assigns, as defined in the Declaration of Restrictive Covenants, who shall be entitled to three (3) votes for each lot owned, as set forth in the Declaration. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, provided, however, that if, after conversion of the Class B membership to Class A membership, additional property is annexed and brought under the jurisdiction of the Association, the Class B membership shall thereupon be reinstituted with Declarant being a Class B member as to all Lots owned by Declarant in the annexed phase until the

then total votes outstanding in the Class A membership again equal or exceed the total votes outstanding in the Class B membership in that annexed phase.

Declarant shall be entitled to elect at least one member to the Board of Directors as long as Declarant holds at least five percent (5%) of the Lots for sale in the ordinary course of business.

After Declarant relinquishes control of the Association, Declarant may continue to vote any Declarant owned lots in the same manner as any other member.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is Ray Hudson, 7856 Westside Park Drive, Suite A, West Mobile, Alabama 36695.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this ASSOCIATION shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3).

The members of the Board of Directors need not be members of the ASSOCIATION and shall serve for a term as set forth in the Bylaws.

The President of the ASSOCIATION shall at all times be a member of the Board of Directors, and members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and street addresses of the persons who are to serve as the first Board of Directors of the corporation are:

1. Ray Hudson
7856 Westside Park Drive, Suite A
West Mobile, AL 36695
2. T. J. Monti
7856 Westside Park Drive, Suite A
West Mobile, AL 36695
3. Nancy Craze
7856 Westside Park Drive, Suite A
West Mobile, AL 36695

ARTICLE IX - OFFICERS

The officers of this ASSOCIATION shall be a President, who shall at all times be a member of the Board of Directors, a Vice President, Secretary and Treasurer, and such other officers as the

Board of Directors may from time to time create. Other than the office of President, one person may hold more than one office at a time.

The names of the persons who are to serve as officers of this ASSOCIATION until the first election are:

President:	Ray Hudson
Vice President:	T. J. Monti
Secretary:	Nancy Craze
Treasurer:	Nancy Craze

The officers shall be selected at the annual meeting of the Board of Directors as provided in the Bylaws and each shall hold office until he or she shall sooner resign or shall be removed or otherwise disqualified to serve. Officers shall serve at the pleasure of the Directors.

ARTICLE X - DISSOLUTION

The ASSOCIATION may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the ASSOCIATION, other than incident to a merger or consolidation, the assets of the ASSOCIATION shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this ASSOCIATION was created. In the event that acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI - AMENDMENTS

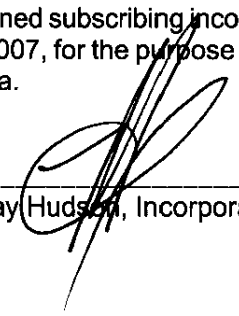
These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the total members at a special meeting of the membership called for that purpose.

Amendments may also be made at a regular meeting of the membership by a two-thirds (2/3) vote of the total members upon notice given, as provided by the Bylaws, of intention to submit such amendments. However, no amendment shall be effective without the written consent of the Developer until after five (5) years from date of filing these Articles of Incorporation with the Judge of Probate in and for Mobile County, Alabama.

ARTICLE XII - DEFINITIONS

The terms used herein shall have the same definition as set forth in the Declaration of Restrictive Covenants and the Bylaws.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 3rd day of Oct, 2007, for the purpose of forming this corporation not for profit under the laws of the State of Alabama.



Ray Hudson, Incorporator

STATE OF ALABAMA
COUNTY OF Mobile

I, the undersigned notary public in and for said state and county, hereby certify that Ray Hudson, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and notarial seal on this the 3rd day of October, 2007.

Nancy L. Cray
Notary Public
State of Alabama

RESIDENT AGENT'S CERTIFICATE

Winchester Homeowners Association, Inc., an Alabama corporation not for profit, desiring to organize under the laws of the State of Alabama, with its principal office as indicated in the Articles of Incorporation, in West Mobile, Mobile County, Alabama, has named Ray Hudson as its agent to accept service of process within this State.

Acknowledgment and Acceptance

Having been named to accept service of process for the above stated corporation (or Association) at the place designated in this Certificate, I hereby accept such designation and agree to comply with the provisions of said Act relative to keeping open said office.

Ray Hudson

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by several loops and a long horizontal stroke extending to the right, crossing over the printed name 'Ray Hudson'.

EXHIBIT "A"

PROPERTY DESCRIPTION

STATE OF ALABAMA:
COUNTY OF MOBILE:

BEGINNING AT THE NORTHEAST CORNER OF LOT 30, HARMONY RIDGE UNIT ONE AS RECORDED IN MAP BOOK 103, PAGE 73, IN THE RECORDS OF THE JUDGE OF PROBATE, MOBILE COUNTY, ALABAMA; ALABAMA; THENCE RUN NORTH 89°44'02" EAST A DISTANCE OF 199.99 FEET TO A POINT; THENCE RUN NORTH 89°45'07" EAST A DISTANCE OF 294.99 FEET TO A POINT; THENCE RUN NORTH 89°41'27" EAST A DISTANCE OF 204.67 FEET TO A POINT; THENCE RUN NORTH 00°22'17" WEST A DISTANCE 140.00 FEET TO A POINT; THENCE RUN NORTH 10°30'59" EAST A DISTANCE OF 52.94 FEET TO A POINT; THENCE RUN NORTH 00°22'17" WEST A DISTANCE OF 138.00 FEET TO A POINT; THENCE RUN SOUTH 89°41'27" WEST A DISTANCE OF 228.68 FEET TO A POINT; THENCE RUN SOUTH 89°44'57" WEST A DISTANCE OF 171.32 FEET TO A POINT; THENCE RUN NORTH 00°22'17" WEST A DISTANCE OF 646.93 FEET TO A POINT; THENCE RUN NORTH 89°59'19" EAST A DISTANCE OF 270.00 FEET TO A POINT; THENCE RUN NORTH 00°22'17" WEST A DISTANCE OF 140.00 FEET TO A POINT; THENCE RUN NORTH 30°41'14" EAST A DISTANCE OF 58.15 FEET TO A POINT; THENCE RUN NORTH 00°22'17" WEST A DISTANCE OF 140.00 FEET TO A POINT; THENCE RUN SOUTH 89°59'19" WEST A DISTANCE OF 830.02 FEET TO A POINT; THENCE RUN SOUTH 00°22'17" EAST A DISTANCE OF 374.01 FEET TO A POINT; THENCE RUN NORTH 89°59'19" EAST A DISTANCE OF 200.00 FEET TO A POINT; THENCE RUN SOUTH 00°22'17" EAST A DISTANCE OF 560.31 FEET TO A POINT; THENCE RUN SOUTH 89°44'57" WEST A DISTANCE OF 200.00 FEET TO A POINT; THENCE RUN SOUTH 00°22'17" EAST A DISTANCE OF 374.00 FEET TO A POINT; THENCE RUN NORTH 89°44'57" EAST A DISTANCE OF 120.37 FEET TO A POINT; THENCE RUN NORTH 89°43'46" EAST A DISTANCE OF 99.98 FEET TO THE POINT OF BEGINNING. CONTAINS 18.49 ACRES.

State of Alabama-Mobile County
I certify this instrument was filed on:
October 9, 2007 @ 3:05:22 PM
RECORDING FEE \$25.00
S.R. FEE \$2.00
RECORDING FEES \$1.00
TOTAL AMOUNT \$28.00

2007079064
Don Davis, Judge of Probate

STATE OF ALABAMA
PROBATE COURT OF MOBILE COUNTY
Incorporation/Amendment/Dissolution Certificate

I, **Don Davis**, as Probate Judge in and for Mobile County, Alabama, do hereby certify that the forgoing Articles, duly signed and verified pursuant to the provisions of Alabama Statute, have been received and recorded in this office and are found to comply with law in such matters. Accordingly, the undersigned Probate Judge, by the authority so vested, hereby issues this Certificate.

Given under My Hand and Official Seal of the Probate Court of Mobile County, Alabama This *Tuesday, October 09, 2007*



Don Davis, Probate Judge
Mobile County, Alabama

Recorded at Book: 6271
Page: 480
Clerk: PCRC09

