

RESTATED ARTICLES OF INCORPORATION

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WYNLAKES RESIDENTIAL HOMEOWNERS ASSOCIATION, INC.

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RESTATED ARTICLES OF INCORPORATION
OF
WYNLAKES RESIDENTIAL HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 10-3A-#4 of the "Alabama Nonprofit Corporation Act", the undersigned corporation, pursuant to a resolution duly adopted by its board of directors and an affirmative vote of its members hereby adopts the following Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Wynlakes Residential Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal offices of the Association is located at 5776 Carmichael Parkway, Montgomery, Alabama, 36104.

ARTICLE III

REGISTERED AGENT

John Hall, whose address is 5776 Carmichael Parkway, Montgomery, Alabama 36117, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Units and Common Area within the Planned Unit Development known as Wynlakes as same become subject to the Declaration of Covenants, Conditions and Restrictions for Wynlakes and to promote the welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration of Covenants, Conditions and Restrictions - Wynlakes hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Judge of Probate of Montgomery County, Alabama, and as the same may be amended from time to time as therein provided, said Declaration being incorporation 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 government charges levied or imposed against the property of the Association;

(c) To enforce by legal action suites on behalf of the Association;

(d) Acquire by mortgage, pledge, deed lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members according to the terms of the Declaration;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, according to the terms of the Declaration.

(h) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Alabama by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

a. The owner of each Unit subject to the Declaration of Covenants, Conditions and Restrictions for Wynlakes shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

b. Change of membership in the Association shall be established by recording in the Office of the Judge of Probate of Montgomery County, a deed or other instrument establishing record title to a Unit subject to the Declaration and written notice to the Association of such change in title. The owner designated by such instrument thereby becomes a member of the Association, and the membership of the prior owner is terminated.

c. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his Unit.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) Directors. The number of directors may be changed by amendment of the By-Laws of the

Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
James W. Wilson, Jr.	300 Water Street Montgomery, Alabama 36104
John E. Hall, Jr.	5776 Carmichael Parkway Montgomery, Alabama 36117
Carl J. Bartlett, Jr.	300 Water Street Montgomery, Alabama 36104

The method of election and term of office, removal, and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

ARTICLE VII

BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE VIII

MEMBERSHIP ASSOCIATION

This will be a membership Association.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted as provided in Section 10-3A-81, Code of Alabama 1975, provided that no amendment may be in conflict with the Declaration, and provided further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

The foregoing restated articles of incorporation correctly set forth the provisions of the articles of incorporation as heretofore amended, which have been duly adopted as required by law. These Restated Articles of Incorporation supersede the original articles of incorporation and all amendments thereto.

Dated: _____, 1986

WYLAKE'S RESIDENTIAL HOMEOWNERS ASSOCIATION, INC.

BY: _____
James W. Wilson, Jr.
As its President

AND

BY: _____
Carl J. Bartlett, Jr.
As its Secretary

STATE OF ALABAMA)
MONTGOMERY COUNTY)

Before me, the undersigned authority, personally appeared James W. Wilson, Jr., President of Wynlakes Residential Homeowners Association, Inc., who being duly sworn, deposes and says that the facts averred in the above Restated Articles of Incorporation of Wynlakes Residential Homeowners Association, Inc., are true and correct according to the best of his knowledge, information and belief.

James W. Wilson, Jr.

SWORN TO AND SUBSCRIBED to before me this _____ day of _____, 1986.

(NOTARIAL SEAL)

Notary Public
My Commission Expires: _____

THIS INSTRUMENT PREPARED BY:
PATRICIA S. WILLIAMSON
JONES, MURRAY AND STEWART, P.C.
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MONTGOMERY, AL 36195