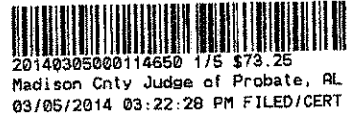


**ARTICLES
OF INCORPORATION OF
APPLEWOOD HOMEOWNERS
ASSOCIATION, INC.**



Article 1

Name. The name of the corporation is Applewood Homeowners Association, Inc. (hereinafter the "Corporation").

Article 2

Duration. The Corporation shall have perpetual duration.

Article 3

Applicable Statute. The Corporation is organized pursuant to the provisions of the Alabama Nonprofit Corporation Act.

Article 4

Purposes and Powers. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members.

- (a) In way of explanation and not of limitation, the purposes for which it is formed are:
 - (i) to be and constitute the association to which reference is made in the Declaration of Protective Covenants for Applewood (hereinafter the "Declaration"), establishing a plan of development recorded or to be recorded in the land records of Madison County, Alabama, to perform all obligations and duties of such association, and to exercise all rights and powers of such association, as specified therein, in the By-Laws of Applewood Homeowners Association, Inc. (hereinafter the "By-Laws"), and as provided by law; and
 - (ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration (such property is hereinafter referred to as the "Development").
- (b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the board of directors of the Corporation:

- (i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the state of Alabama in effect from time to time;
- (ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:
 - (1) to fix and to collect assessments or other charges to be levied;
 - (2) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Corporation by rule, regulation, declaration, or contract has a right or duty to provide such services;
 - (3) to enforce covenants, conditions, or restrictions affecting any property to the extent that the Corporation may be authorized to do so under any declaration or By-Laws;
 - (4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property within the Development;
 - (5) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Corporation;
 - (6) to borrow money for any purpose as may be limited in the By-Laws;
 - (7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;
 - (8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;
 - (9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such By-Laws may not be

inconsistent with or contrary to any provisions of the Declaration;
and

- (10) to provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5

Membership. The Corporation shall be a membership corporation without certificates or shares of stock. Each member of the Corporation shall be entitled to vote as provided in the Declaration and By-Laws.

Article 6

Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a board of directors. The number of directors shall be as provided in the By-Laws. The initial board of directors shall consist of three (3) members. The names and addresses of the initial board of directors are as follows:

Shawn Fairburn, 1806 University Drive, Huntsville, Alabama 35801;
Daniel Nash, 1806 University Drive, Huntsville, Alabama 35801; and
Jeff Korotky, 1806 University Drive, Huntsville, Alabama 35801.

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

Article 7

Dissolution. The Corporation may be dissolved only as provided in the Declaration, By-Laws, and by the laws of the state of Alabama.

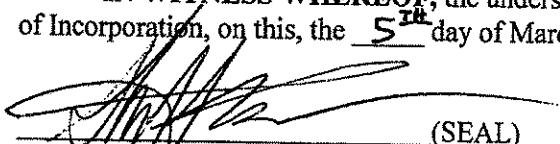
Article 8

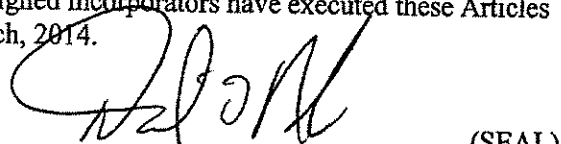
Amendments. These Articles may be amended as provided by the Alabama Nonprofit Corporation Act, provided that no amendment shall be in conflict with the Declaration, and provided further that no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

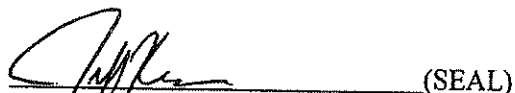
Article 9

Registered Agent and Office. The initial registered office of the Corporation is 1806 University Drive, Huntsville, Alabama 35801, and the initial registered agent at such address is Shawn Fairburn.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, on this, the 5TH day of March, 2014.


_____(SEAL)
SHAWN FAIRBURN


_____(SEAL)
DANIEL NASH


_____(SEAL)
JEFF KOROTKY

This instrument prepared by:

~~Alan P. Judge, Esq.~~
3315 Memorial Parkway, SW
Building 600, Suite B-1
Huntsville, Alabama 35801
Telephone Number: (256) 489-8832

Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Applewood Homeowner's Association, Inc.

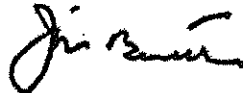
This name reservation is for the exclusive use of Alan P. Judge, 3315 Memorial Parkway SW, Building 600, Suite B-1, Huntsville, AL 35801 for a period of one year beginning March 04, 2014 and expiring March 04, 2015

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Madison Cnty Judge of Probate, AL
03/05/2014 03:22:28 PM FILED/CERT

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

March 04, 2014

Date



RES650818

Jim Bennett

Secretary of State