

ARTICLES OF INCORPORATION

OF

**WEST RICHLAND ARCHITECTURAL REVIEW AND COVENANT COMPLIANCE BOARD,
INC.**

(An Alabama Nonprofit Corporation)

TO THE JUDGE OF PROBATE OF LEE 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 does hereby make and file the following Articles of Incorporation. Capitalized terms not defined herein shall have the meanings ascribed to them in that certain West Richland Subdivision Declaration of Covenants, Conditions and Restrictions for West Richland subdivision filed in the Public Records of Lee County, Alabama at Book 2513, Page 694 (the "Declaration"), unless the context indicates otherwise.

Article 1. Name. The name of the corporation is *West Richland Architectural Review and Covenant Compliance Board, Inc.* (the "Association").

Article 2. Nonprofit Corporation. The Association is organized as a nonstock, nonprofit corporation pursuant to the laws of the State of Alabama, Title 10, Chapter 3A, Article 1, et seq., 1975 Code of Alabama.

Article 3. Principal Office. The initial principal office of the Association is located in Lee County, Alabama at the following address:

8219 North Crossing Court
Fortson, Georgia 31808

Article 4. Duration. The Association shall have perpetual duration.

Article 5. Purposes. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The purposes for which the Association is formed are:

(a) To provide for the maintenance, preservation, and architectural control of the residential development known as West Richland in Auburn, Alabama as more specifically described in that certain West Richland Village Plat recorded in **Plat Book 39, at Page 18** in the Office of the Judge of Probate of Lee County, Alabama ("Properties" and individual lots within the subdivision hereinafter referred to as "Lot" or collectively as "Lots");

(b) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration and the By-Laws and as provided by law; and

(c) to provide an entity for the furtherance of the interests of the Owners.

Article 6. Powers. The powers of the Association shall include and be governed by the following provisions:

(a) The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Alabama law and 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 power:

(i) to establish, collect and enforce payment, by any lawful means, of assessments and other charges to be levied against the Lots;

(ii) to manage, control, operate, maintain, repair, and improve the common areas or common improvements and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;

(iii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) to engage in activities which will actively foster, promote and advance the common interests of all Owners;

(v) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, grant easements, and otherwise deal in and with real and personal property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vi) to borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or By-Laws;

(vii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation or other entity or agency, public or private;

(viii) 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;

(ix) 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 Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all services to the Properties as may be necessary or proper.

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

(b) The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members and shall make no distributions of income to its Members, directors or officers.

Article 7. Members.

(a) The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot, excluding builders and developers, shall be a Member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the By-Laws. Membership is appurtenant to, and inseparable from, ownership of a Lot.

The Association shall have two classes of membership, Class "A" and Class "B." The Class "A" Members shall be all Owners, except the Class "B" Member, if any. The Class "B" Member shall be the Declarant. The Class "B" Member's rights are specified in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

(b) Change of membership in the Association shall be established by recording in the Public Records a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

(c) The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of its Lot.

Article 8. Directors and Officers.

(a) The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board shall consist of three (3) directors. The number of directors may be increased in accordance with the By-Laws. Directors may be removed in accordance with the By-Laws.

(b) The names and mailing addresses of the initial directors, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Jack M. Hughston
Edgar Hughston
Janie Barber
All of whom shall use the corporate address

Article 9. 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 in the By-Laws. The quorum requirements for meetings of Members and directors shall be set forth in the Declaration and By-Laws.

Article 10. Liability of Directors, Officers and Committee Members. To the fullest extent that Alabama law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no director, officer or committee member of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer or committee member of the Association for or with respect to any acts or omissions of such director, officer or committee member occurring prior to such amendment or repeal. The Association shall indemnify any director, former director, officer, former officer, committee member, or former committee member of the Association against liability to the fullest extent permitted under Alabama law.

Article 11. Dissolution. The Association may be dissolved only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members representing at least sixty-seven percent (67%) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant. Upon dissolution of the Association, if and so long as the Department of Veterans Affairs ("VA") is guaranteeing and/or The United States Department of Housing and Urban Development ("HUD") is insuring any Mortgage on any Lot, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property 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, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any Mortgage on any Lot; provided, however, HUD and/or VA shall be notified of such dissolution.

Article 12. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members representing at least sixty-seven percent (67%) of the Class "A" votes in the Association and, during the Development Period, the written consent of the Declarant.

Article 13. Amendments. These Articles may be amended only upon a resolution duly adopted by the Board of Directors and the affirmative vote of Members representing at least sixty-seven percent (67%) of the total Class "A" votes and, during the Development Period, the written consent of the Declarant; provided, however, no amendment may be in conflict with the Declaration. However, no Member shall be entitled to vote on any amendment to these Articles which is for the sole purpose of complying with the requirements of any governmental or quasi governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual lots, as such requirements may exist from time to time. Furthermore, no amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration.

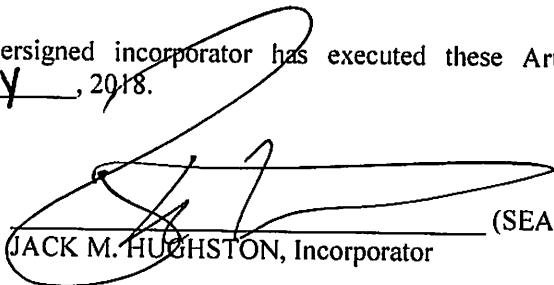
Article 14. HUD/VA Approval. As long as there is a Class "B" membership, the following actions shall require the prior approval of HUD, so long as it is insuring the Mortgage on any Lot, or VA, so long as it is guaranteeing the Mortgage on any Lot: merger, consolidation or dissolution of the Association; annexation of additional property other than the Additional Property; dedication, conveyance or mortgaging of Common Area except in accordance with the Declaration; or material amendment of the Declaration, the By-Laws or these Articles.

Article 15. Incorporator. The name and address of the incorporator is as follows:

Jack M. Hughston
8219 North Crossing Court
Fortson, Georgia 31808

Article 16. Registered Agent and Address. The Association hereby appoints Travis R. Wisdom, Esq., whose address in Lee County, Alabama is 2353 Bent Creek Road, Suite 100, Auburn, Alabama 36830, as its lawful statutory agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon this corporation. The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of February, 2018.



JACK M. HUZHSTON, Incorporator (SEAL)

STATE OF ALABAMA

COUNTY OF LEE

**BYLAWS
OF
West Richland Architectural Review and Covenant Compliance Board, Inc.**

**ARTICLE I
OFFICES**

The principal office of West Richland Architectural Review and Covenant Compliance Board, Inc. (hereinafter referred to as "the Corporation") in the State of Alabama shall be located at 801 West Richland Circle, Auburn, Alabama 36830, or such other location as the Board of Directors may from time to time select. The Corporation may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II
SHAREHOLDERS**

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held at 10:00 o'clock a.m. on or before the 15th day of the 4th month immediately following the close of each fiscal year, at the Corporation's principal office for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Alternatively, the annual meeting shall be held at such other time and place as shall be agreed and consented to by all the shareholders. If the day fixed for the annual meeting shall be a legal holiday in the State in which the meeting is to be held, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of shareholders, for any purpose or purposes, unless otherwise proscribed by statute, may be called by the Chairman of the Board of Directors, the President, the Board of Directors, or holders of not less than one-tenth (1/10th) of all the outstanding shares of the Corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place either within or without the State of Alabama as the place of meeting for any annual or special meeting. In the absence of any designation, all meetings shall be held at the principal office of the Corporation in the State of Alabama.

Section 4. Notice of Meeting. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, a meeting which is required by statute to be held for any special purpose, or an annual meeting at which special action is to be taken, the purpose or purposes for which the meeting is called or the special action which is proposed to be taken, shall be delivered not less than ten (10) or, in case it is proposed to increase the stock or bonded indebtedness of the Corporation, not less than thirty (30), nor more than fifty (50), days before the date of the meeting, either personally or by mail, by or at the direction of the Board of Directors, the President, the Secretary, or the persons calling the meeting, to each shareholder of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the shareholder at his, her, or its address

as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. If given personally, such notice shall be deemed to have been delivered when handed to the shareholder or left at his, her, or its place of business or residence.

Section 5. Closing of Transfer Books or Fixing of Record Date.

(a) For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period, but in any event not to exceed fifty (50) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting.

(b) In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty (50) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

(c) When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided herein, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

Section 6. Voting List. The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any shareholder making written request therefor at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

Section 7. Quorum. A majority of the outstanding shares of the Corporation entitled to vote shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. Voting Trust. A voting trust with respect to shares of this Corporation shall not be valid unless all the trustees and beneficiaries thereof are authorized shareholders of the Corporation, in accordance with these Bylaws or Buy-Sell or Restrictive Stock Transfer Agreement subsequently executed.

Section 9. Voting of Shares. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited, increased, or denied by the Articles of Incorporation.

Section 10. Informal Action of Shareholders. Any action required to be taken at a meeting of the shareholders or any other action which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of shareholders.

Section 11. Share Ownership. Shares of the Corporation shall be owned only by those individuals or entities permitted in accordance with these Bylaws or Buy-Sell or Restrictive Stock Transfer Agreement subsequently executed.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the Corporation shall be not less than one (1) nor more than five (5), provided, however, that the number of directors may be changed at any time by the affirmative vote of the holders of record of a majority of all the outstanding shares of the Corporation which are entitled to vote on the election of directors. Each director shall hold office, after being elected as a director, until the next annual meeting of the shareholders and until his or her successor has been elected and qualified, subject to the provisions of the Articles of Incorporation. Directors need not be residents of the State of Alabama, nor shareholders of the Corporation.

Section 3. Regular Meetings. The first regular meeting of a newly elected Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the annual meeting of the shareholders, provided, however, any such meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings or as otherwise held in the event of a consent and waiver of notice thereof signed by all directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Alabama, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President, or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Alabama, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given either by: (a) Written notice at least forty-eight (48) hours in advance of such meeting, delivered in person or by leaving such notice at the place of business or residence of each director, or by depositing such notice in the United States Mail, postage prepaid, addressed to the Director at his or her address

as it appears on the records of the Corporation; (b) Verbally in person or by telephone or facsimile at least twenty-four (24) hours in advance of such meeting; or (c) By telegram delivered to the telegraph company at least twenty-four (24) hours in advance of such meeting. The business to be transacted at and the purpose of any regular meeting need not be specified in the notice or waiver of notice (if any) of a regular meeting. The business to be transacted at and the purpose of any special meeting of the Board of Directors shall be specified in the notice of such special meeting.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation, or the Bylaws.

Section 8. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing setting forth such action shall be signed before such action by all of the directors and such written consent is filed with the minutes or proceedings of the Board of Directors.

Section 9. Participation in Meetings by Conference Telephone. Members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 10. Vacancies. Except in the event of a resignation as provided for in Section 13 below, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, subject to the provisions of the Articles of Incorporation. In the event that there are no remaining directors or in the event of a resignation therefrom, then the vacancy or vacancies occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the holders of record of the class of stock entitled to vote for the election of such director or directors, subject to the provisions of the Articles of Incorporation. Such director elected to fill a vacancy shall be elected to serve until the next annual meeting of shareholders. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Section 11. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as a director or both. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 12. Committees. The Board of Directors may, by resolution or resolutions passed by a majority vote of the Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in such resolution or resolutions, shall have and may, during intervals between the meetings of the Board, exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name

or names as may be determined from time to time by resolution or resolutions adopted by the Board of Directors. The designation of any such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it, him, or her by law.

Section 13. Resignations. Any director of the Corporation may resign at any time either by oral tender of resignation at any meeting of the Board or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therefor and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 14. Removal of Directors. Any director may be removed, either with or without cause, at any time by the affirmative vote of the holders of record of a majority of all the shares of the class of stock which elected such director entitled to vote at any special meeting of the shareholders called for that purpose. The vacancy in the Board caused by any such removal may be filled by such shareholders at such meeting or at any subsequent meeting called for such purpose.

ARTICLE IV OFFICERS

Section 1. Principal Officers. The principal officers of the Corporation shall be elected by the Board of Directors and shall include a President, a Secretary, a Treasurer or a Secretary/Treasurer, and may, at the discretion of the Board of Directors, also include a Chairman of the Board, or one or more Vice Presidents. Except as otherwise provided in the Articles of Incorporation or these Bylaws, one person may hold the offices and perform the duties of any two or more of such principal offices except the offices and duties of President and Vice President, if any, or of President and Secretary.

Section 2. Term of Election of Principal Officers. The principal officers of the Corporation shall be elected annually by the Board of Directors at each annual meeting of the Board of Directors. Failure to elect any principal officer annually shall not dissolve the Corporation.

If the Board of Directors shall fail to fill any principal office at an annual meeting, if any vacancy in any principal office shall occur, or if any principal office shall be newly created, such principal office may be filled at any regular or special meeting of the Board of Directors.

Each principal officer shall hold office until his or her successor is duly elected and qualified, or until such officer's death, resignation, or removal, provided that the terms of office of all Vice Presidents shall terminate at any annual meeting of the Board of Directors at which the President or any Vice President is elected.

Section 3. Subordinate Officers, Agents and Employees. In addition to the principal officers, the Corporation may have one or more Assistant Treasurers, Assistant Secretaries, and such other subordinate officers, agents, and employees as the Board of Directors may deem appropriate, desirable, or convenient, each of whom shall hold office for such period and have such authority and perform such duties as the Board of Directors, the Chairman of the Board, the President, or any officer designated by the Board of Directors may from time to time determine. The Board of Directors at any time may appoint and remove or may delegate to any principal officer the power to appoint and to remove any subordinate officer, agent, or employee of the Corporation.

Section 4. Delegation of Duties of Officers. The Board of Directors may delegate the duties and powers of any officer of the Corporation to any other officer or to any director for a specified period of time for any reason that the Board of Directors may deem appropriate or desirable.

Section 5. Removal of Officers. Any officer of the Corporation may be removed with or without cause by resolution adopted by a majority of the directors then in office at any regular or special meeting of the Board of Directors, or by a written consent signed by all of the directors then in office. Accordingly, election or appointment of an officer or agent shall not of itself create any employment contract right in favor of such officer or agent. Notwithstanding any other provision contained herein, the employment of any employee who is also an officer of the Corporation may be terminated by the President or the Chairman of the Board of the Corporation without the approval of the Board of Directors.

Section 6. Resignations. Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the Chairman of the Board, to the President, or to the Secretary if such resignation is other than by such officer. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

Section 7. Vacancies. A vacancy in any principal office elected or appointed by the Board of Directors because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term at the next scheduled regular meeting of the Board or a special meeting of the Board called for such purpose. A vacancy in any subordinate office for any reason may be filled by the Board of Directors, any committee thereof, or any superior officer to whom authority in this respect may have been delegated by these Bylaws or by resolution of the Board of Directors.

Section 8. Chairman of the Board. The Chairman of the Board, if any, shall preside at all meetings of shareholders and of the Board of Directors at which he or she is present. The Chairman of the Board shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors.

Section 9. President. The President shall, in the absence of the Chairman of the Board, preside at all meetings of the shareholders and of the Board of Directors at which he or she is present. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision over the business and affairs of the Corporation. The President shall have all powers and duties usually incident to the office of President, except as otherwise specifically limited by resolution of the Board of Directors. The President shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors.

Section 10. Vice President. In the absence or disability of the President, or if the office of President be vacant, the Vice Presidents, if any, in the order determined or as may be determined by the Board of Directors, or if no such determination has then been made in the order of their seniority, shall perform the duties and exercise the powers of the President, subject to the right of the Board of Directors at any time to extend or confine such powers and duties or to assign them to others. Any Vice President may have such additional designation in his or her title as the Board of Directors may determine appropriate or desirable. Any Vice President shall generally assist the President in such manner as the President shall direct. Each Vice President

shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors or the President.

Section 11. Secretary or Secretary/Treasurer. The Secretary or Secretary/Treasurer shall keep the minutes of the proceedings of all meetings of shareholders and of the Board of Directors in one or more books to be kept for that purpose, shall have supervision over the giving and service of notices of the Corporation, and shall have supervision over the care and custody of the books, records, and seal, if any, of the Corporation. The Secretary shall be and is hereby empowered to affix the corporate seal, if and once adopted, to documents, the execution of which on behalf of the Corporation under its seal is duly authorized, and may attest the same. The Secretary shall have all powers and duties usually incident to the office of Secretary, except as specifically limited by resolution of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors or the President.

Section 12. Treasurer or Secretary/Treasurer. The Treasurer or Secretary/Treasurer shall have general supervision over the care and custody of the funds and over the receipts and disbursements of the Corporation and shall cause the funds of the Corporation to be deposited in the name of the Corporation in such banks or other depositories as the Board of Directors may designate. The Treasurer shall have supervision over the care and safekeeping of the securities of the Corporation. The Treasurer shall have all powers and duties usually incident to the office of Treasurer except as specifically limited by a resolution of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors or the President.

Section 13. Assistant Officers. Any Assistant Secretary shall, in the absence or disability of the Secretary or Secretary/Treasurer, perform the duties and exercise the powers of the Secretary or Secretary/Treasurer, and shall perform such other duties as may be assigned by the Board of Directors or the President.

Any Assistant Treasurer shall, in the absence or disability of the Treasurer or Secretary/Treasurer, perform the duties and exercise the powers of the Treasurer or Secretary/Treasurer, and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 14. Bond. The Board of Directors shall have power, to the extent permitted by law, to require any officer, agent or employee of the Corporation to give bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the Board of Directors may determine.

Section 15. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of, or an employee rendering professional services on behalf of, the Corporation.

ARTICLE V CAPITAL STOCK

Section 1. Shareholders. Except as otherwise provided in these bylaws or any subsequently executed Buy-Sell or Restrictive Stock Transfer Agreement, any share of capital stock of the Corporation may be sold, transferred, assigned, pledged, or otherwise hypothecated to any other domestic or foreign individual, person, party, corporation, partnership, association, trust or fiduciary, limited liability company, or other legal entity whatsoever. Only eligible

individuals or entities may be shareholders of the Corporation, in accordance with these Bylaws or with Buy-Sell or Restrictive Stock Transfer Agreements subsequently executed. The Corporation shall forthwith cancel the shares on its books and any ineligible person or entity shall have no further interest as a shareholder in the Corporation other than his, her, or its right to payment for such shares.

Section 2. Stock Certificates. Each shareholder of the Corporation shall be entitled to a certificate or certificates in such form as shall be approved by the Board of Directors certifying the number of shares of capital stock of the Corporation owned by such shareholder, provided, however, that such certificate or certificates shall carry an appropriate legend or caption signifying that the transfer or pledge of shares and the rights in or options to purchase such shares of capital stock of the Corporation are restricted and may be assigned or made only in accordance with any subsequently executed Buy-Sell or Restrictive Stock Transfer Agreement.

Section 3. Signatures on Stock Certificates. Certificates for shares of capital stock of the Corporation shall be signed by, or in the name of the Corporation by, the Chairman of the Board, if any, the President or a Vice President, if any, and by the Secretary or the Secretary/Treasurer, or an Assistant Secretary. The signature of any one of these officers upon a certificate may be by facsimile if the certificate is manually signed by another of such officers, and the signatures of both of such officers may be facsimiles if the certificate is also countersigned by a transfer agent or registered by a registrar, if other than the Corporation itself or an employee of the Corporation. In the event any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may nevertheless be issued by the Corporation with the same effect as if he or she were such officer as of the date of issuance, upon appropriate certification by such officer's successor in office.

Section 4. Stock Register. A record of all certificates for capital stock issued by the Corporation shall be kept by the Secretary or Secretary/Treasurer or any other subordinate officer or employee of the Corporation designated by a principal officer, or by any transfer clerk or transfer agent duly appointed by the Board of Directors. Such record shall show the name and address of the person to whom certificates for capital stock are registered, the number of shares represented by each such certificate, the date of each such certificate, and in case of certificates that have been canceled, the dates of cancellation thereof.

The Corporation shall be entitled to treat the holder of record of shares of capital stock as shown on the stock ledger as the owner thereof and as the person entitled to receive dividends thereon, to vote such shares, to receive notice of meetings, and for all other purposes. The Corporation shall not be bound to recognize any equitable or other claim to or interest in any share of capital stock on the part of any other person whether or not the Corporation shall have express or other notice thereof.

Section 5. Regulations Relating to Transfer. The Board of Directors may make such rules and regulations as it may deem expedient, not inconsistent with law, the Articles of Incorporation, or these bylaws concerning issuance, transfer, and registration of certificates for shares of capital stock of the Corporation. The Board of Directors may appoint or authorize any principal officer to appoint one or more transfer clerks or one or more transfer agents and one or more registrars, and may require all certificates for capital stock to bear the signature or signatures of any of them.

Section 6. Transfers. Transfers of capital stock shall be made on the books of the Corporation only upon delivery to the Corporation or its transfer agent of:

- (a) A written direction of the registered holder named in the certificate or such holder's attorney-in-fact lawfully constituted in writing,
- (b) The actual certificate for the shares of capital stock being transferred, and
- (c) A written assignment of the shares of capital stock evidenced thereby.

Section 7. Cancellation. Each certificate for capital stock surrendered to the Corporation for exchange or transfer shall be canceled and no new certificate or certificates shall be issued in exchange for any existing certificate (other than as pursuant to Section 8 of this Article V) until such existing certificate shall have been canceled.

Section 8. Lost, Destroyed, Stolen and Mutilated Certificates. In the event that any certificate for shares of capital stock of the Corporation shall be mutilated, the Corporation shall issue a new certificate in place of such mutilated certificate. In case any such certificate shall be lost, stolen, or destroyed, the Corporation may, in the discretion of the Board of Directors or a committee designated thereby with power so to act, issue a new certificate for capital stock in the place of any such lost, stolen, or destroyed certificate.

The applicant for any substituted certificate or certificates shall surrender any mutilated certificate or, in the case of any lost, stolen, or destroyed certificate, furnish satisfactory proof of such loss, theft, or destruction of such certificate and of the ownership thereof. The Board of Directors or such appropriate committee thereof may, in its discretion, require the owner of a lost, stolen, or destroyed certificate or his or her representatives to furnish to the Corporation a bond with an acceptable surety or sureties and in such sum, or such other acceptable indemnity agreement, as will be sufficient to indemnify the Corporation against any claim that may be made against it on account of the lost, stolen, or destroyed certificate or the issuance of such new certificate.

ARTICLE VI

INDEMNIFICATION

Section 1. Indemnification. The Corporation shall indemnify any present or former officer, member of the Board of Directors, employee, or agent of the Corporation as follows:

(a) The Corporation shall indemnify the officers and members of the Board of Directors of the Corporation to the maximum extent permitted by the Revised Alabama Business Corporation Act, as the same may be amended from time to time, or by other applicable law.

(b) Further provided, the Corporation shall also indemnify any person who is or was a party or who is threatened to be made a party to any threatened, pending, or completed claim, action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was an officer, director, employee, or agent of the Corporation, or that he or she is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other legal entity or enterprise, against all expenses (including attorneys' fees), judgments, costs, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, lawsuit, or proceeding, if, with respect to the Corporation:

- (i) He or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation,
- (ii) He or she has not breached his or her duty of loyalty to the Corporation,
- (iii) He or she has taken certain actions or failed to take certain actions in good faith, all without any intentional misconduct or knowing violation of the law,

- (iv) He or she has not derived an improper personal benefit, and
- (v) With respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct unlawful.

Determination of any such claim, action, lawsuit, proceeding, or prosecution by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner in which 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. However, no indemnification shall be made with respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, a court of equity or the court in which such claim, action, lawsuit, or proceeding was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and in such amount that the court of equity or other court shall deem proper.

Section 2. Indemnification Reliance. Service on the Board of Directors of the Corporation or as an officer, employee, or agent of the Corporation is deemed by the Corporation to have been undertaken and carried on in reliance by persons so serving on the full exercise by the Corporation of all powers of indemnification that are hereunder granted and as may be granted under the Revised Alabama Business Corporation Act, as either is amended from time to time. Accordingly, the Corporation shall exercise all of its powers whenever, as often as necessary, and to the fullest extent possible to indemnify such persons, such indemnification being limited or denied only when and to the extent provided herein, unless the Revised Alabama Business Corporation Act or other applicable legal principles expressly limit or deny the Corporation's authority to so act.

Section 3. Expense Reimbursement. Expenses, including, but not limited to attorneys' fees, incurred in defending a civil or criminal claim, action, lawsuit, or other proceeding shall be paid by the Corporation in advance of the final disposition of such claim, action, lawsuit, or other proceeding. However, such advancement of expenses shall only be made upon receipt of a written obligation, guaranty, bond, or other undertaking by or on behalf of such person to repay any such amount or amounts if and only to the extent that a determination is ultimately made that he or she is not entitled to indemnification by the Corporation as provided hereinabove.

Section 4. Cumulative Rights of Indemnification. Indemnification by the Corporation provided by these bylaws shall not be exclusive of any other rights to which those indemnified may otherwise be entitled under any statute, rule of law, provision or certificate, Articles of Incorporation, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity as officer, director, employee, or agent of the Corporation and as to action in any other capacity, while holding such office or position, or membership on the Board of Directors of the Corporation. Such indemnification shall continue as to any person who has ceased to be an officer, director, employee, or agent of the Corporation and shall inure to the benefit of his or her personal representatives, legatees, distributees, heirs, next of kin, successors, and assigns. If such other statutes, rules of law, provisions, certificates, or agreements provide broader rights of indemnification, then in lieu of those provided by these bylaws, such other statutes, rules of law, provisions, certificates, or agreements shall control and take precedence.

Section 5. Indemnification Insurance. The Corporation shall be authorized and have the power to purchase and maintain insurance on behalf of any person who is or was previously an

officer, director, employee, or agent of the Corporation or who is serving or previously served at the request of the Corporation as a director, partner, officer, employee, or agent of any other corporation, partnership, joint venture, trust, or other legal entity or enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these bylaws.

Section 6. Severability Clause. All of the terms, provisions, and conditions of this Article of Indemnification shall be deemed to be severable in nature. If for any reason the provisions hereof are held to be invalid or unenforceable to any extent, to the extent that such provisions are valid and enforceable, a court of competent jurisdiction shall construe and interpret this Article to provide for maximum indemnification and enforceability of this Article. This Article shall be construed liberally in favor of the indemnification as provided herein.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Corporate Seal. The Corporation does not choose to adopt or utilize a corporate seal at this time. Should it subsequently desire to adopt and utilize a corporate seal, then such a seal may be adopted and approved by resolution of the Board of Directors without there being any necessity for an amendment to these bylaws or other approval or authorization. If adopted, the seal shall be under the custody and control of the Secretary or Secretary/Treasurer.

Section 2. Fiscal Year. The fiscal year shall begin on the date of incorporation and end on the last day of the month of December, or such other month, no longer than twelve (12) months from the first day of the month in which the Corporation is organized, as the Board of Directors may select. Thereafter, the fiscal year of the Corporation shall cover a full twelve-month period. The fiscal year may be also changed to be any other consecutive twelve-month period as the Board of Directors may designate.

Section 3. Waiver of Notice. Whenever any notice is required to be given under any provision of law, the Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by these bylaws.

Attendance of a director, shareholder, or member of a committee of directors, at any meeting shall constitute a waiver of notice of such meeting, provided, however, that such director, shareholder, or committee member may attend a meeting for the express purpose of objecting to the transaction of any business at such meeting because the meeting was not otherwise lawfully called or convened.

Section 4. Execution of Instruments, Contracts, and Related Matters.

(a) All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money issued by the Corporation shall be signed in the name of the Corporation by the President or such other officer or officers or person or persons as the Board of Directors may from time to time designate.

(b) Except as otherwise provided by law, the Board of Directors, any committee given specific authority by the Board of Directors, or any committee given authority to exercise

generally the powers of the Board of Directors during the intervals between meetings of the Board of Directors may authorize any officer, employee, or agent to enter into or execute and deliver deeds, bonds, mortgages, contracts, and other obligations or instruments in the name of and on behalf of the Corporation, which authority may be general or confined to specific instances.

(c) All applications, written instruments, and papers required by or filed with any department of the United States Government or any state, county, municipal, or other governmental official, agency, or authority may, if permitted by applicable law, be executed in the name of the Corporation by any principal officer or subordinate officer of the Corporation, or, to the extent designated for such purpose from time to time by the Board of Directors, by an employee or agent of the Corporation. Such designation may contain the power to substitute or appoint as agent, in the discretion of the person named, one or more other persons.

Section 5. Dividends. Subject to the laws of the State of Alabama, the Board of Directors may, from time to time, declare and the Corporation may pay dividends on its outstanding shares in cash, property, or its own shares, except when the Corporation is insolvent, when the payment thereof would render the Corporation insolvent, or when the declaration or payment thereof would be contrary to any restrictions contained in the Articles of Incorporation.

Section 6. Corporate Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may deem appropriate or desirable. Such designation may from time to time be delegated to any principal officer or subordinate officer of the Corporation by resolution of the Board of Directors, and such officer may select in his or her sole and absolute discretion an appropriate financial institution for corporate deposits.

Section 8. Employee Loans. The Corporation may lend money to and use its credit to assist any director, officer, or employee of the Corporation or of a subsidiary, including the execution of guaranty arrangements, if such loan or assistance may, in the sole and absolute discretion of the Board of Directors, be appropriate, desirable, and benefit the Corporation. Approval of such loans, use of its credit, or execution of guaranty arrangements shall be by majority vote of disinterested directors, provided, however, that the Corporation shall not lend money to, use its credit to assist, or enter a guaranty arrangement on behalf of any director who is not also an employee of the Corporation, without authorization in the particular case by a majority vote of its shareholders.

In addition, the Corporation may lend money to, use its credit to assist, or enter a guaranty arrangement on behalf of a qualified subsidiary corporation of the Corporation, as that term is defined under the Code.

In the event there are no disinterested directors or director who may approve any of the hereinabove mentioned loans, assistance, or guaranty arrangements, approval shall then be required by a majority vote of the shareholders of the Corporation.

Section 9. Shareholder's Preemptive Rights. No shareholder shall be entitled as a matter of right to subscribe for, purchase, or receive any shares of stock or other securities convertible into stock of the Corporation which it may issue or sell, but all such additional shares of stock or other securities may be issued and disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable. No shareholder of any

shares of stock shall have any preemptive rights with respect to the issuance of any class or shares of stock, including treasury shares.

ARTICLE VIII
DIRECTION OF SERVICES

The Corporation shall direct, control, and supervise the duties and work of each employee and each duly authorized or customary act of control or supervision by any officer of the Corporation directing the rendering of services by an employee of the Corporation shall constitute the act of the Corporation for which any such officer shall be fully indemnified in accordance with these by-laws.

ARTICLE IX
AMENDMENTS

Section 1. Power of Directors to Amend. The Board of Directors shall have power to alter, amend or repeal these bylaws of the Corporation or adopt new bylaws for the Corporation at any regular or special meeting of the Board, provided, however, that the Board of Directors may not alter, amend, or repeal any bylaw establishing the requirements of a quorum at shareholders' meetings or any provision of these bylaws that is subsequently adopted by the shareholders and specifically provides that such provision may not be altered, amended, or repealed by the Board of Directors.

Section 2. Power of Shareholders to Amend. The shareholders may alter, amend, or repeal these bylaws of the Corporation or adopt new bylaws for the Corporation at any annual meeting or at a special meeting called for such purpose. All bylaws made by the Board of Directors may be altered or repealed by a majority vote of the shareholders at a special meeting duly called for such purpose.

ARTICLE X
REPRESENTATION

Each shareholder and director understands and acknowledges that The Wisdom Firm LLC, of Auburn, Alabama, and the attorneys employed by The Wisdom Firm LLC, prepared this Agreement on behalf of and in the course of their representation of the Corporation and that:

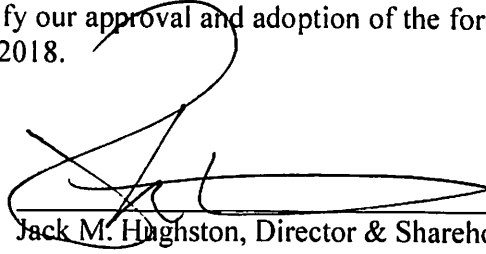
(a) **Conflict of Interest.** Every Shareholder and Director has been and is hereby advised that a conflict of interest may exist between their interest individually and that of the Corporation,

(b) **Independent Counsel.** Every Shareholder and Director has been and is hereby advised that it may be in that individual's best interest to seek the advice of his or her own independent counsel,

(c) **Opportunity to Seek Counsel.** Each Shareholder and Director has had the opportunity to seek the advice of their own independent counsel, including tax advice, and

(d) **Acknowledgment.** Each Member hereby acknowledges that The Wisdom Firm LLC, and the attorneys employed by the firm, are solely representing the Corporation and are expressly not representing the interests of any Shareholder or Director in his or her individual capacity in connection with this instrument and formation of the Corporation.

IN WITNESS WHEREOF, we, the undersigned, being the directors and shareholders of this Alabama business corporation, do hereby certify our approval and adoption of the foregoing bylaws on this 9th day of February, 2018.



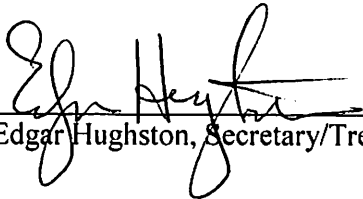
Jack M. Hughston, Director & Shareholder



Edgar Hughston, Director & Shareholder

CERTIFICATION

I, Edgar Hughston, Secretary/Treasurer of West Richland Architectural Review and Covenant Compliance Board, Inc., hereby certify that the foregoing is a true and correct copy of the bylaws of West Richland Architectural Review and Covenant Compliance Board, Inc., which bylaws were duly adopted by unanimous vote of the directors and shareholders of such Alabama business corporation on the 9 day of February, 2018.



Edgar Hughston, Secretary/Treasurer