

ARTICLES OF INCORPORATION
OF **EXHIBIT C**
CORNERSTONE CONDOMINIUMS
OWNERS ASSOCIATION, INC.

By these Articles, the undersigned natural persons over the age of Nineteen (19) hereby associate themselves for the purpose of forming a not for profit corporation under the Alabama Nonprofit Corporation Act, § 10-3-1 et seq., Code of Alabama (1975), and verify as follows:

ARTICLE I

NAME AND DEFINITIONS

The name of the corporation shall be **CORNERSTONE CONDOMINIUMS OWNERS ASSOCIATION, INC.** The corporation is herein referred to as the "Association," and the terms used herein shall have the meaning for each stated in the Alabama Nonprofit Corporation Act, § 10-3-1 et seq., Code of Alabama (1975) and the Alabama Uniform Condominium Act of 1991, § 35-8A-101 et seq., Code of Alabama (1975) (hereinafter referred to as the "Acts") and the Declaration of Condominium of **CORNERSTONE CONDOMINIUMS**, a **condominium**, to be recorded in the Public Records of Lee County, Alabama, unless the context otherwise requires.

ARTICLE II

PURPOSE

The Association is organized for the purposes of transacting any and all lawful business, including but not limited to the following:

- (1) To maintain, operate and manage the condominium known as **CORNERSTONE CONDOMINIUMS**, a **condominium**, located on 718 North Gay Street in Auburn Lee County,

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County, Alabama, and to do all things incident, necessary, convenient, expedient, ancillary, or in aid of the accomplishment of the foregoing.

(2) To own, operate, lease, manage, sell, trade, or otherwise deal with such property, real or personal, as may be necessary or convenient in the administration of the Condominium.

ARTICLE III

POWERS

3.01 **Implied Powers.** The Association shall have all the common law and statutory powers of a not for profit corporation which are not in conflict with the purposes of the Association as set forth in this Article, the Declaration of Condominium and the Acts.

3.02. **Specific Powers.** In furtherance of the purposes of the Association, the Association shall have all of the powers set forth in the Acts, and all of the powers reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium, including but not limited to the following irrevocable rights, powers and authority:

(1) To enforce the covenants and restrictions contained in the Declaration, and to make, establish, and enforce reasonable Rules and Regulations governing the administration, management, and the use of the Condominium Property;

(2) To establish a budget for the operations of the Condominium; to designate those expenses which shall constitute the Common Expenses of the Condominium; to make, levy, and collect assessments against Owners of the Condominium to provide the funds to pay for Common Expense of the Condominium as provided for in the Condominium documents and in the Act; and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association;

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(3) To maintain, repair, replace, and operate those portions of the Condominium Property that the Association has the duty or right to maintain, repair, replace and operate under the Condominium Documents.

(4) To have access to each Suite and all areas from time to time during reasonable hours as may be necessary for the maintenance, repair or replacement of any Common Elements or Limited Common Elements therein or accessible therefrom, or, to have immediate access at any time as may be necessary for making emergency repairs necessary to prevent damage to any other Suite(s);

(5) To contract for the management of the Condominium Property and to delegate to such agent(s) all or some of the powers, duties, and responsibilities of the Association.;

(6) To employ personnel to perform the services required for proper operation of the Condominium;

(7) To purchase and maintain all forms of insurance on the Condominium Property for the protection of the Association and its members;

(8) To reconstruct the Condominium Property after casualty or other loss;

(9) To approve or disapprove the transfer, mortgage, and ownership of Suites to the extent such power is granted to it under the Condominium Documents;

(10) To retain legal counsel at the expense of the Association and to enforce by legal action the provisions of the Condominium Documents and the Rules and Regulations of the Association;

(11) To acquire, by purchase or otherwise, Suites in the Condominium and to hold, lease, mortgage and convey the same;

(12) To lease or license the use of Common Elements and Limited Common Elements in a manner not inconsistent with the rights of Suite Owners;

(13) To pay taxes and assessments which are liens against any part of the Condominium other than individual Suites (unless the individual Suites are owned by the Association) and the appurtenances thereto, and to assess the same against the Suites.

(14) To pay the cost of all water, sewer, trash, garbage, and other utility services rendered to the Condominium and not billed to the individual Suites.

(15) To adopt and establish By-Laws for the operation of the Condominium Association.

ARTICLE IV

ASSOCIATION FUNDS AND PROPERTY

The Association shall pay no dividend, and shall distribute no part of its income to its Members, Directors, or Officers. Nevertheless, the Association may pay compensation in a reasonable amount to its Members, Directors, and Officers for services rendered, and it may confer benefits on its Members in conformity with the Declaration of Condominium and the purposes of the Association. On termination, the Association may make distributions to its Members as permitted by law, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. All funds and property acquired by the Association and all proceeds therefrom shall be held and used for the benefit of the Members of the Association in accordance with the provisions of the Declaration, these Articles and the By-Laws.

ARTICLE V

MEMBERS

5.01. **Qualification.** The Members of the Association shall consist of all of the Suite Owners of record in the Condominium.

5.02. **Certification of Membership.** This Corporation shall issue no shares of stock of any kind or nature whatsoever.

5.03. **Change in Membership.** Change in membership in the Association shall be established by the recording in the public records of Lee County, Alabama, of a deed or other instrument establishing a record title to a Condominium Suite, and delivery to the Association of a certified copy of such instrument. The new Owner designated by such instrument shall thereupon become a Member of the Association, and the membership of the prior owner shall thereby be terminated.

5.04. **Transfer of Membership.** The membership of a Member in the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to such Member's Suite.

5.05. **Meetings.** The By-Laws, subject to any proviso therein, shall provide for an annual meeting of Members and may provide for regular and special meetings other than the annual meeting.

ARTICLE VI

DIRECTORS

The names and addresses of the three members of the initial Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

Roger Robertson, 718 North Gay Street, Auburn, Alabama 36830

Richard R. Hayley, 511 Oriole Drive, Auburn, Alabama 36830

Rick R. Freeman, 511 Oriole Drive, Auburn, Al 36830

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the officers designated in accordance with the By-Laws. The names and addresses of the officers who shall serve until the election or appointment of their successors in accordance with the By-Laws are as follows:

Roger Robertson, President, 718 North Gay Street, Auburn, Alabama 36830

Richard R. Hayley, Treasurer, 511 Oriole Drive, Auburn, Al 36830

Rick R. Freeman, Secretary, 511 Oriole Drive, Auburn, Al 36830

ARTICLE VIII

PRINCIPAL OFFICE AND AGENT

The principal office of the Association shall be at 511 Oriole Drive, Auburn, Alabama 36830, or such other place as may be designated by the Board of Directors or as the business of the corporation may require. All books and records of the Association shall be kept at its principal office. The registered agent shall be Roger Robertson.

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IN WITNESS WHEREOF, the Incorporator, Richard R. Hayley has hereto affixed his signature this the 5th day of October, 2001.

Richard R. Hayley
Incorporator

Rick R. Freeman
Rick R. Freeman, Secretary

STATE OF ALABAMA *

ACKNOWLEDGEMENT

COUNTY OF LEE *

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that Richard R. Hayley, whose name is signed to the foregoing, and who is known to me, acknowledged before me on this day, that being informed of the contents of this document, they executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal this the 5th day of October, 2001.

Kina S. Sutton
NOTARY PUBLIC
My Commission Expires: 01-03-05

(SEAL)

STATE OF ALABAMA *

ACKNOWLEDGEMENT

COUNTY OF LEE *

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that Rick R. Freeman, whose name as Secretary of Cornerstone Condominiums Owners Association, is signed to the foregoing, and who is known to me, acknowledged before me on this day, that being informed of the contents of this document, they executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal this the 5th day of October, 2001.

Kina S. Sutton
NOTARY PUBLIC
My Commission Expires: 01-03-05

(SEAL)

This Instrument Prepared By:
James B. Sprayberry
Attorney at Law
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Auburn, Alabama 36831-2429
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EXHIBIT "A"

Incorporators of Cornerstone Condominiums Owners Association, Inc. are:

Richard R. Haley
511 Oriole Drive
Auburn, Alabama 36830

Rick R. Freeman
1024 Placid Wood
Auburn, Alabama 36830

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