

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

KNOW ALL MEN BY THESE PRESENTS: That, the undersigned, desiring to form themselves into a non-profit corporation for the purposes hereinafter set forth, do hereby make and subscribe their names to these Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be "Solamere Homeowners Association, Inc." (the "Corporation").

ARTICLE II
PURPOSES

The purposes of the Corporation shall be to function as a Homeowners Association for Solamere Subdivision (the "Subdivision") as described under the Declaration of Covenants, Conditions, Restrictions, and Easements for Solamere Subdivision Phase 3 ("the "Declaration") which was recorded on the 13th day of June, 2007, in Book 1282, at Page 82, in the Office of the Judge of Probate of Lee County, Alabama, in order to promote the recreation, health, safety, welfare, common benefit and enjoyment of the Subdivision and its Members. As stated in the Declaration, additional property will be added to the Declaration, including but not limited to, a Subdivision Plat for Solamere Subdivision Phase 2. Once added, the Lot Owners of any additional property shall be Members of the Corporation, and the Corporation shall serve said additional property in the same manner as the property in Solamere Subdivision Phase 3. Capitalized terms that are not otherwise defined herein shall have the meaning given to such term in the Declaration.

ARTICLE III
POWERS

The Corporation shall have all powers of a non-profit corporation as are provided by the laws of the State of Alabama and in the Declaration, and all such powers as may be necessary or desirable to discharge the duties of a Homeowners Association under the Declaration, including, but not limited to, the power to enter into and perform any contract and to perform all acts which may be necessary or convenient to the operation, management, maintenance, and administration of a the Subdivision.

Not in limitation of the foregoing powers, but in addition thereto, the Corporation shall have the following powers:

(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 use of the Subdivision.

(2) To establish a budget for the operations of the Subdivision; to designate those expenses which shall constitute the Common Expenses of the Subdivision; to make, levy, and collect Assessments against Owners of the Subdivision; to provide the funds to pay for Common Expenses of the Subdivision; and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Corporation.

(3) To maintain, repair, replace, and operate those portions of the Subdivision Property that the Corporation has the duty or right to maintain, repair, replace, and operate under the Declaration.

(4) To have access to each Lot from time to time during reasonable hours as may be necessary for the maintenance, repair, or replacement of any 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 Lot or Lots, when such action is required by the Corporation.

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

(6) To employ personnel to perform the services required for proper operation of the Subdivision.

(7) To purchase and maintain all forms of insurance on the Subdivision Property for the protection of the Corporation and its Members.

(8) To reconstruct the Subdivision Property after casualty or other loss.

(9) To make additional improvements on and to the Subdivision Property.

(10) To approve or disapprove the transfer, mortgage, and ownership of Lots to the extent such power is granted to it under the Declaration.

(11) To retain legal counsel at the expense of the Corporation and to enforce by legal action the provisions of the Declaration and the Rules and Regulations of the Corporation.

(12) To acquire, by purchase or otherwise, Lots in the Subdivision, and to hold, lease, mortgage, and convey the same.

(13) To lease or license the use of Common Elements in a manner not inconsistent with the rights of Lot Owners.

(14) To pay taxes and assessments which are liens against any part of the Subdivision other than individual Lots (unless individual Lots are owned by the Corporation) and the appurtenances thereto, and to assess the same against the Lots subject to liens for such purposes.

(15) To pay the cost of all power, water, sewer, trash, garbage, and other utility services rendered to the Subdivision and not billed to the individual Lots.

(16) To adopt and establish Bylaws for the operation of the Corporation.

(17) 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 use of the Subdivision Property.

(18) To purchase, lease, or otherwise lawfully acquire and hold all materials, fixtures, machinery, office supplies, furniture and equipment, and other apparatus, of whatever nature, if the same shall be necessary or incident to the business aforesaid.

(19) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every nature, including stocks and securities of other corporations and to lend money and take securities for the payment of all sums due to the Corporation to sell, assign, and/or release such securities.

(20) To borrow money for any of the purposes of the Corporation and to issue notes and other obligations thereof, with or without security, and to pledge or mortgage the whole, or any part of its property, real or personal; and to draw, make, accept, endorse, discount, guarantee, execute and issue promissory notes and similar types of obligations or instruments.

(21) To establish lines of credit with banking houses or elsewhere, for the purposes hereinbefore and set forth, and to incur indebtedness, and to raise, borrow and secure the payment of money in any lawful manner for any purposes in or about its business or affairs without limit as to amount.

(22) To do any and all things herein set forth and in addition, such other acts and things as are necessary or convenient to attainment of the purpose of this Corporation, or any of them, to the same extent as natural persons might or could do in any part of the world, insofar as such acts are permitted to be done by a non-profit corporation organized under the laws of the State of Alabama.

The foregoing clauses may be construed as objects and powers and it is hereby expressly provided that the foregoing enumeration or specific powers shall not be held to limit or restrict in any manner the powers of the Corporation. In addition to the objects aforesaid, the Corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.

ARTICLE IV CORPORATION FUNDS AND PROPERTY

The Corporation shall pay no dividend, and shall distribute no part of its income to its Members, Directors, or Officers. Nevertheless, the Corporation 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 and the purposes of the Corporation. On termination, the Corporation 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 Corporation and all proceeds

therefrom shall be held and used for the benefit of the Members of the Corporation in accordance with the provisions of the Declaration, these Articles, and the Bylaws of the Corporation.

ARTICLE V
MEMBERS

Each Lot Owner shall be a Member (as that term is defined in the Declaration) of the Corporation and no other person or entity shall be entitled to membership.

The share of a Lot Owner in the funds and assets of the Corporation cannot be assigned, pledged, or transferred in any manner, except as an appurtenance to his Lot.

Each Lot shall be entitled to one (1) vote. If an Owner consists of more than one Person and only one of those Persons is present at a meeting of the Association, that Person shall be entitled to cast the vote of such Owner; however, if more than one of those Persons is present, such vote shall be cast in accordance with their unanimous agreement, and such agreement shall be conclusively presumed if any one of them purports to cast the vote of such Owner without protest being made forthwith by any of the others present at such meeting to the Person presiding over the meeting. If such Persons are unable to reach unanimous agreement as to how the vote of such owner shall be cast, no vote may be cast by such Persons.

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors shall be fixed by the Bylaws, but shall not be less than three (3) nor more than five (5). The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Roderick Wright	PO Box 629 Fayetteville, GA 30215
Donald Brandenburg	PO Box 629 Fayetteville, GA 30215
Nonet P. Reese	610 Meadowbrook Drive Auburn, AL 36830

The Directors shall be elected or appointed in such a manner and at such times as may be prescribed in the Bylaws. Except as may otherwise be provided for in the Bylaws, each Director shall be a person designated by the Declarant or a person entitled to cast a vote in the Corporation. Directors may be designated or elected and removed, and vacancies on the Board of Directors shall be filled as provided in the Bylaws.

All of the duties and powers of the Corporation existing under the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents,

officers, contractors, or employees, subject only to approval by Lot Owners when such approval is specifically required by the Declaration, these Articles, or the Bylaws.

ARTICLE VII
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other officers as the Board may determine. More than one office may be held by one person, except that the office of the President and Secretary cannot be held by the same person. Each said Officer shall be elected or appointed at such time and in such manner and for such terms as may be prescribed by the Bylaws. The initial Officers of the Corporation who will serve until election or appointment of their successors in accordance with the Bylaws, with their respective addresses, are as follows:

President:	Roderick Wright
Secretary:	Donald Brandenburg
Treasurer:	Donald Brandenburg

ARTICLE VIII
EXECUTION OF INSTRUMENTS

All instruments for the Corporation shall be signed, executed and/or acknowledged under seal by the President, Vice President, or such other officer or officers as the Board of Directors shall designate.

ARTICLE IX
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE X
DURATION

The Duration of the Corporation shall be perpetual; provided, however, that the Corporation shall be terminated by the termination of the Subdivision in accordance with the terms of the Declaration.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of said Corporation shall be 610 Meadowbrook Drive, Auburn, Alabama 36830 and the initial registered agent at such address is Nonet P. Reese.

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator of the Corporation is Nonet P. Reese, 610 Meadowbrook Drive, Auburn, Alabama 36830.

[Signature on Following Page]

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed her name to the Articles of Incorporation on this the 14 day of June, 2007.

Solamere Homeowners Association,
an Alabama non-profit corporation

By Nonet P. Reese
Nonet P. Reese
Incorporator

STATE OF ALABAMA
COUNTY OF LEE

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that Nonet P. Reese, Incorporator of Solamere Homeowners Corporation, Inc., a non-profit corporation, is signed to the foregoing, and who is known to me, acknowledge before me on this day that, being informed of the contents of this conveyance, she as such officer and with full authority, executed the same voluntarily on the day the same bears date.

Given under my hand and seal of office, this the 14 day of JUNE, 2007.

Notary Public [Signature]
My Commission expires: 03/22/09