

**THE RETREAT AT BON SECOUR OWNERS ASSOCIATION, INC.
ARTICLES OF INCORPORATION**

- First: The name of the corporation is The Retreat at Bon Secour Owners Association, Inc.
- Second: The Corporation is incorporated as a not for profit corporation under the provisions of the Code of Alabama, as amended, and will be referred to hereafter as "Corporation" or "Association."
- Third: The registered agent is Will Lowery, and the address of the registered office is 32128 Broken Branch Circle, Spanish Fort, Alabama 36527. Truland Homes, LLC is the incorporator, and its address is 32128 Broken Branch Circle, Spanish Fort, Alabama.
- Fourth: The purposes for which the Corporation is formed do not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance of the common areas and otherwise to fulfill the responsibilities and exercise the rights assigned to the Corporation in that certain Declaration of Easements, Covenants and Restrictions ("the Declaration") of The Retreat at Bon Secour recorded at Instrument # 1515356 of the records of the Probate Judge, Baldwin County, Alabama. (Terms capitalized in these articles but not defined herein shall, if defined in the Declaration, have the meaning ascribed to them in the Declaration.) The Corporation shall have powers set forth in the Declaration, the Code of Alabama, and the following:
- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration, applicable to the property and recorded in the office of the Probate Judge of Baldwin County, Alabama, and as the same may be amended from time to time as therein provided, such Declaration being incorporated herein as is set forth at length;
 - (b) To file, levy, collect and enforce payment by any lawful means, all charges, assessments or fines pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
 - (c) To acquire (by gift, purchase or otherwise), own, hold, improved, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the Association;
 - (d) To borrow money, to mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred; and

BALDWIN COUNTY, ALABAMA
TIM RUSSELL PROBATE JUDGE
Filed/cert. 5/29/2015 9:51 AM
TOTAL \$ 56.00
5 Pages

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- (e) To have and exercise any and all powers, rights and privileges that a corporation, organized under the corporation not for profit law of the State of Alabama, by law may now or hereafter have or exercise.

Fifth: Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. However, the owner of each lot shall be entitled to but one membership even though such owner may consist of one or more persons or other entities. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot, which is subject to assessment, by the Association. Ownership of such lot shall be the sole qualification for membership.

Sixth: The term for which this Corporation is to exist is perpetual.

Seventh: The affairs of the Corporation are to be managed by the following officers:

President:	Will Lowery
Vice President/Secretary:	Nathan L. Cox
Treasurer:	Will Lowery

Eighth: This Corporation shall be governed by a Board of Directors. The Board shall consist of five (5) persons elected in the method as stated in the bylaws. The names and addresses of the initial directors are as follows:

Will Lowery	32128 Broken Branch Circle Spanish Fort, Alabama 36527
Nathan L. Cox	32128 Broken Branch Circle Spanish Fort, Alabama 36527
German Moran	32128 Broken Branch Circle Spanish Fort, Alabama 36527
Matt Lomax	32128 Broken Branch Circle Spanish Fort, Alabama 36527
Tom Watts	32128 Broken Branch Circle Spanish Fort, Alabama 36527

Ninth: The Board of Directors shall have all the powers and duties referred to in the Declaration and in the laws of the State of Alabama respecting corporations not for profit. The powers of the Board of Directors shall include, but shall not be limited to the following: (a) to elect the officers of the Corporation, and (b) to administer the affairs of the Corporation and the commons facilities, (c) to engage the services of manager or managing agent for the property and to fix the terms of such manager

agreement and the compensation and the authority of the manager or managing agent, (d) to promulgate such rules and regulations concerning the operation and use of the property or the common facilities as may be consistent with the Declaration and to amend the same from time to time, (e) to provide for the maintenance, repair and replacement of the common facilities, and (f) to estimate and adopt an annual operating budget and to provide for the assessment and collection from lot owners of their respective shares of all estimated expenses.

Tenth: The initial bylaws of this Corporation are attached to the Declaration as Exhibit "B". Such bylaws may be altered, amended, added to or repealed by the members of the Corporation in the manner provided for in said initial bylaws and in conformity with the provisions and requirements of the Code of Alabama regulating corporations not for profit, as amended from time to time.

Eleventh: These articles of incorporation may be altered, amended, changed, added to, or repealed, in the manner now or hereafter prescribed by statute or herein or by the bylaws of this Corporation as they exist from time to time, at any duly called meeting of the members of this Corporation provided that:

- (a) the notice of the meeting is given in the manner provided for in the bylaws and such notice contains a full statement of the proposed alteration, amendment, change, addition, or repeal, and
- (b) there is an affirmative vote in favor of said alteration, amendment, change, addition or repeal by those members present in person or by proxy at said meeting who are entitled to cast 3/5 of the votes of the Association.

Twelfth: This Corporation shall never have or issue shares of stock nor will it ever have or provide for non-voting membership.

Thirteenth: From time to time and at least once annually, the corporate officers shall furnish periodic reports to the members, which shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practices.

Fourteenth: The Corporation shall have all the powers set forth and described in the Code of Alabama regulating corporations not for profit, as amended from time to time, together with these powers conferred by the Declaration, these articles of incorporation and any and all lawful bylaws of the Corporation.

Fifteenth: Each director and officer of this Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a director or officer of this Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally

adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such director or officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this Corporation to indemnify any such director against any liability of the Corporation to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other rights to which any such director or officer may be entitled as a matter of law or otherwise.

Executed this the 20 day of April, 2015.

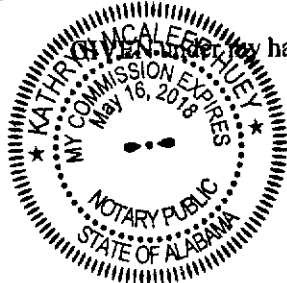
TRULAND HOMES, L.L.C.

BY: _____

Nathan L. Cox, as Manager

STATE OF ALABAMA
COUNTY OF BALDWIN

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that NATHAN L. COX, whose name as Manager of TRULAND HOMES, L.L.C., an Alabama limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such Manager and with full authority, executed the same voluntarily for and as the act of said entity.



I hereby hand this the 20th day of April, 2015.

Kathryn Mc Aleer Sherry
NOTARY PUBLIC
My Commission Expires: May 16, 2018

THIS INSTRUMENT PREPARED BY Richard E. Davis, DAVIS & FIELDS, P.C., Post Office Box 2925 Daphne, Alabama 36526 (251) 621-1555

50130.WPD

04/17/2015

John H. Merrill
Secretary of State

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

STATE OF ALABAMA

**I, John H. Merrill, 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:

The Retreat at Bon Secour Owners Association, Inc.

This name reservation is for the exclusive use of Will Lowery, 9945 Spanish Fort
Blvd., Suite G, Spanish Fort, AL 36527 for a period of one year beginning March
26, 2015 and expiring March 26, 2016



RES685202

**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 26, 2015

Date

A handwritten signature in black ink, appearing to read 'J. H. Merrill', is written over a horizontal line.

John H. Merrill

Secretary of State