

STATE OF ALABAMA )

COUNTY OF BALDWIN )

BALDWIN COUNTY, ALABAMA  
TIM RUSSELL PROBATE JUDGE  
Filed/cert. 3/ 5/2014 1:32 PM  
TOTAL \$ 56.00  
6 Pages

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**FOR**

**LAKWOOD VILLAS PROPERTY OWNERS ASSOCIATION, INC.**  
**(an Alabama Nonprofit Corporation)**

By these Amended and Restated Articles of Incorporation for Lakewood Villas Property Owners Association, Inc., the undersigned natural person, over the age of nineteen (19), acting as the incorporator for the purpose of forming a not for profit corporation under the Alabama Nonprofit Corporation Act, Section 10-3A-1- et seq., Code of Alabama (1975), and the Alabama Uniform Condominium Act of 1991, Section 35-8A-101 et seq., Code of Alabama (1975), (hereinafter referred to as the “Acts”) adopts the following Amended and Restated Articles of Incorporation for Lakewood Villas Property Owners Association, Inc. as approved by the members of said Association to be effective upon recordation in the records of the Office of the Judge of Probate of Baldwin County, Alabama.

**ARTICLE I**  
**NAME**

The name of the Corporation is Lakewood Villas Property Owners Association, Inc., hereinafter called the “Association”.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The Principal office of the Association is located at Lakewood Villas, Clubhouse Drive, Gulf Shores, Alabama 36542; its mailing address is Post Office Box 6906, Gulf Shores, Alabama 36547.

**ARTICLE III**  
**REGISTERED AGENT**

Leslie Runco is hereby appointed the registered agent for the Association and the registered address for the Association shall be 389 Clubhouse Drive, Unit W-1, Lakewood Villas, Gulf Shores, Alabama 36542.

**ARTICLE IV**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Lakewood Villas, a subdivision, as per plat thereof recorded in the office of the Judge of Probate of Baldwin County, Alabama in Map Book 12, Page 39, which was further amended in Map Book 55, Page 1639, et seq., further amended in Map Book 56, Page 1724, et seq., and lastly amended by Instrument Number 825840; as amended, restated and/or supplemented.

Also, to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

a. 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 of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Judge of Probate of Baldwin County, Alabama, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

b. fix, levy, collect and enforce payment by any lawful means, of all charges or assessments 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. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

d. borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two thirds ( $\frac{2}{3}$ ) of each class of members, agreeing to such dedication, sale or transfer;

f. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two thirds ( $\frac{2}{3}$ ) of each class of members;

g. have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Alabama by law may now or hereafter have or exercise.

#### **ARTICLE V** **MEMBERSHIP**

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. The foregoing is not intended to include persons or entities

who 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.

**ARTICLE VI**  
**VOTING RIGHTS**

Members shall be all Owners, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board or's-even (7) Directors, who shall be elected and qualified as the By-laws of the Association may designate.

**ARTICLE VIII**  
**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds ( $\frac{2}{3}$ ) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE IX**  
**DURATION**

The corporation shall exist perpetually.

**ARTICLE X**  
**AMENDMENTS**

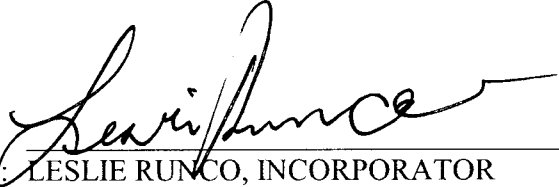
Amendment of the Articles shall require the assent of majority of the entire membership.

**ARTICLE XI**  
**INCORPORATOR**

The Incorporator shall be Leslie Runco with an address of 389 Clubhouse Drive, Unit W-1, Gulf Shores, Alabama 36542.

**IN WITNESS WHEREOF**, the Incorporator has hereto affixed her signatures this 4TH day of MARCH, 2014.

LAKEWOOD VILLAS PROPERTY  
OWNERS ASSOCIATION, INC.

  
BY: \_\_\_\_\_  
LESLIE RUNCO, INCORPORATOR

STATE OF Alabama  
COUNTY OF Baldwin

I, a Notary Public, in and for said County in said State, hereby certify that Leslie Runco, whose name as Incorporator, of Lakewood Villas Property Owners Association, Inc., 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 said instrument, she, as such officer and with full authority, executed the same voluntarily for and as the act of said non-profit corporation on the day the same bears date.

Given under my hand and seal on this the 4<sup>th</sup> day of March, 2014.

Daniel Aho  
Notary Public

My Commission Expires: 2/24/18

*This Instrument Prepared By:*  
*Daniel H. Craven, P.C.*  
*Post Office Drawer 4489*  
*Gulf Shores, Alabama 36547*  
*Voice: 251-968-8170*  
*Fax: 251-968-4837*

