

135100

ARTICLES OF INCORPORATION

OF

LAKE FOREST PROPERTY OWNERS ASSOCIATION, INC.

STATE OF ALABAMA

COUNTY OF BALDWIN

The undersigned persons, being the Vice President, Secretary-Treasurer and Assistant Treasurer of an organization in the nature of a property owners association, do hereby, pursuant to and in accordance with the Code of Alabama, Title 10, Chapter 10, file these articles of incorporation with the Judge of Probate of Baldwin County, Alabama for the purpose of constituting this organization a body corporate under and pursuant to the laws of the State of Alabama.

ARTICLE I - NAME

The name of the corporation shall be LAKE FOREST PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual, unless hereafter lawfully dissolved.

ARTICLE III - PURPOSES

The purposes for which this corporation was formed are to devote itself to the improvement and civic betterment of the Lake Forest development in Baldwin County, Alabama, and to the operation, maintenance, management, ownership, buying, leasing, and handling of its common facilities, common areas, country club, marinas, recreational facilities, and guard and security service, to engage in any other business

STATE OF ALABAMA,
BALDWIN COUNTY

I certify that this instrument was filed on

JUL 29 1971 *R.L.M.*

and that no tax was collected. Recorded in *CRP.*

Book *17*
Page *22* *John Delaney*
Judge of Probate

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or activity permitted by law which may be useful or helpful in accomplishing any of the foregoing, and to engage in any other business or activity permitted by law for a non-profit corporation.

ARTICLE IV - NON-PROFIT

This corporation shall be non-stock and non-profit and shall not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE V - MEMBERS

The membership of the corporation shall consist of two classes of members; one class of which shall be called Full Voting Members and the other class of which shall be called Associate Members.

Full Voting Members may vote for the election of directors and upon all other matters which require a vote of the membership. Associate Members may vote for the election of directors and upon all other matters concerning the country club and golf course which require a vote of the membership, but upon no other matters. Attached hereto, as Exhibit "A", is a list of the Associate Members.

Further requirements for membership and distinctions between the classes of members are set out in the By-Laws of the corporation.

The Board of Directors may from time to time create additional classes of members or modify the rules concerning existing classes by amendment of the By-Laws of the corporation. //

ARTICLE VI - LAKE FOREST DEVELOPMENT DEFINED

For the purposes of this instrument, the Lake Forest development shall be defined as encompassing all of the property

located in Baldwin County, Alabama, and which in the past was owned by Lake Forest, Inc.; or may in the future be owned by Lake Forest, Inc.; provided however, such future acquired property must be located within two miles of the property presently owned by Lake Forest, Inc.

ARTICLE VII - DIRECTORS

The Board of Directors of the corporation shall consist of no less than three and no more than seven Directors, as may be established by the By-Laws, and who may or may not be members of the corporation. The term of office of such Directors shall be five years, or such other time as may be set out in the By-Laws. The initial Board of Directors, consisting of four directors, whose initial five year term of office shall begin upon the date of incorporation of the corporation, are:

William H. Maurer
1136 Highway 22
Mountainside, New Jersey

Cullum J. Heard
1136 Highway 22
Mountainside, New Jersey

Lloyd L. Breland
Post Office Box 22
Bay St. Louis, Mississippi

Charles R. Langwell
Post Office Box C
Daphne, Alabama

ARTICLE VIII - OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary-Treasurer, Assistant Treasurer, and such other officers all of whom shall be elected by the Board of Directors from time to time.

The names and mailing addresses of the initial officers of the corporation are as follows:

President	William H. Maurer 1136 Highway 22 Mountainside, New Jersey
Vice President	Cullum J. Heard 1136 Highway 22 Mountainside, New Jersey
Secretary- Treasurer	Lloyd L. Breland Post Office Box 22 Bay St. Louis, Mississippi
Assistant Treasurer	Charles R. Langwell Post Office Box C Daphne, Alabama

ARTICLE IX - REGISTERED AGENT

The initial registered office of the corporation shall be the office of Lake Forest, Inc., located within the Lake Forest development, Baldwin County, Alabama. The initial registered agent of the corporation shall be CHARLES R. LANGWELL of the same address. The initial mailing address of the corporation shall be Post Office Box C, Daphne, Alabama 36526.

ARTICLE X - INCORPORATORS

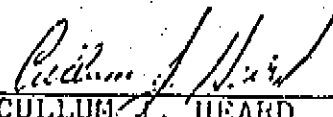
The names and addresses of the incorporators of the corporation are:

Cullum J. Heard
1136 Highway 22
Mountainside, New Jersey

Lloyd L. Breland
Post Office Box 22
Bay St. Louis, Mississippi

Charles R. Langwell
Post Office Box C
Daphne, Alabama

IN WITNESS WHEREOF, the subscribers hereto have to these Articles of Incorporation, set their respective hands and seals, as incorporators of the above named corporation, on this the 27th day of July, 1971.



CULLUM J. HEARD

Lloyd L. Breland
LLOYD L. BRELAND

Charles R. Langwell
CHARLES R. LANGWELL

STATE OF ALABAMA
COUNTY OF BALDWIN

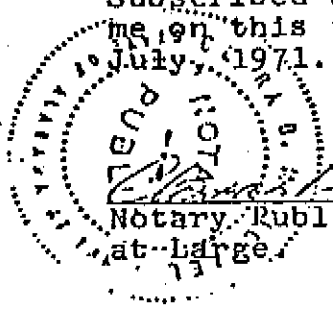
Before me, the undersigned authority, personally appeared Cullum J. Heard, Lloyd L. Breland, and Charles R. Langwell, who being by me first duly sworn, on oath depose and say; that they are the persons named in the foregoing Articles of Incorporation of Lake Forest Property Owners Association, Inc., a not for profit corporation; that the facts alleged therein, are true and correct; and that they are, and each of the said incorporators is, a natural person and over the age of twenty-one years.

Cullum J. Heard
CULLUM J. HEARD

Lloyd L. Breland
LLOYD L. BRELAND

Charles R. Langwell
CHARLES R. LANGWELL

Subscribed and sworn to before me on this the 27th day of July, 1971.



Edward P. McMichael
Notary Public, State of Alabama,
at-large.

REC'D IN THE OFFICE