

STATE OF ALABAMA)

COUNTY OF BALDWIN)

BALDWIN COUNTY, ALABAMA
TIM RUSSELL PROBATE JUDGE
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR

CYPERSS GATES PROPERTY OWNERS ASSOCIATION, INC.
(an Alabama Non-Profit Corporation)

By these Amended and Restated Articles of Incorporation for Cypress Gates 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, §10-3A-1- et seq., Code of Alabama (1975), (hereinafter referred to as the “Act”) adopts the following Amended and Restated Articles of Incorporation, 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 CYPRESS GATES PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the “Association”.

ARTICLE II
PURPOSE

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

1. To maintain, operate and manage the Subdivision known as CYPRESS GATES (Phase 1) located in Baldwin 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, sell, trade, or otherwise deal with such property, real or personal, as may be necessary or convenient in the administration of the Cypress Gates Subdivision.

ARTICLE III
POWERS

3.1 *Implied Powers.* The Association shall have all of 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 these Amended and Restated Articles, the Declaration and the Act.

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

A. 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;

B. 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 Lot Owners of the Subdivision to provide the funds to pay for Common Expenses of the Subdivision as provided for in the Declaration, By-Laws and the Act; and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association;

C. To maintain, repair, replace, and operate those portions of the Subdivision Property that the Association has the duty or right to maintain, repair, replace, and operate under the Declaration and By-Laws;

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

E. To employ personnel to perform the services required for proper operation of the Subdivision;

F. To purchase and maintain all forms of insurance on the Subdivision Property for the protection of the Association and its members;

G. To reconstruct the Subdivision Property after casualty or other loss;

H. To make additional improvements on and to the Subdivision Property;

I. To retain legal counsel at the expense of the Association and to enforce by legal action the provisions of the Declaration, the By-Laws and the Rules and Regulations of the Association;

J. To lease or license the use of common elements in a manner not inconsistent with the rights of lot owners;

K. To pay taxes and assessments which are liens against any part of the subdivision other than individual lots;

L. 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;

M. To adopt and amend the By-Laws and Rules and Regulations for the operation of the subdivision's Association;

N. Borrow money when so authorized by the membership of the Association and in accordance with the provisions of the Declaration and By-Laws.

ARTICLE IV **ASSOCIATION FUNDS**

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 expenses incurred in performance of the Association's business to its members, directors, and officers, and it may confer benefits on its members in conformity with the Declaration 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 Amended and Restated Articles and the By-Laws.

ARTICLE V **MEMBERS**

5.1 *Qualification.* The Members of the Association shall consist of all of the Lot Owners of record in CYPRESS GATES SUBDIVISION.

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

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

5.4 *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 Lot.

5.5 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.

5.6 Voting. The owner of each Lot shall be entitled to one vote as specified in the Declaration and By-Laws for that Lot. The manner of exercising voting rights shall be determined by the By-Laws.

ARTICLE VI DIRECTORS

6.1 Number. The property, business, and affairs of the Association shall be managed by a Board of Directors which shall consist of five (5) Directors as shall, from time to time, be re-determined and fixed by a vote of fifty-one (51%) percent of the total votes present at any annual meeting of the members. Each Director shall be a person entitled to cast a vote in the Association.

6.2 Election. Directors may be designated or elected and removed, and vacancies on the Board of Directors shall be filled as provided for in the By-Laws.

6.3 Authority. All of the duties and powers of the Association existing under the Act, the Declaration, these Amended and Restated Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by the Lot Owners when such approval is specifically required by the Act, the Declaration, these Amended and Restated Articles or the By-Laws.

6.4 Initial Directors. The names and addresses of the Directors, who shall hold office until the election or appointment of their successors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Kriegh	P. O. Box 1652, Foley, AL 36536
Gene Ebert	P. O. Box 1652, Foley, AL 36536
Sandra Pate	P. O. Box 1652, Foley, AL 36536
Chris Riddle	P. O. Box 1652, Foley, AL 36536
Joe Perez	P. O. Box 1652, Foley, AL 36536

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 (shown above) of the officers who shall serve until the election or appointment of their successors in accordance with the By-Laws are as follows:

NAME

OFFICE

Dennis Kriegh
Gene Ebert
Chris Riddle
Sandra Pate

President
Vice President
Secretary
Treasurer

ARTICLE VIII
INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, or any settlement thereof, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a Director or officer of the Association, whether or not he/she 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/her 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 in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE IX
DURATION

The duration of the Association shall be perpetual unless and until hereafter legally dissolved; provided, however, that the Association shall be terminated in accordance with the terms of the Act and the Declaration. In the event of any conflict between the provisions of the By-Laws, these Amended and Restated Articles and the Declaration, the Declaration shall govern.

ARTICLE X
REGISTERED OFFICE AND AGENT

The initial registered office of the Association is 140 Cove Avenue, Gulf Shores, Alabama 36542 and the mailing address is P. O. Drawer 4489, Gulf Shores, AL 36547 and the name of the initial agent at that address is Daniel H. Craven, Attorney at Law. The principal office of the Association will be located in Foley, Alabama.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator of the Association is:

NAME

ADDRESS

Dennis Kriegh

Post Office Box 1652
Foley, AL 36536

IN WITNESS WHEREOF, the Incorporator has hereto affixed his signature

this 16th day of February, 2015.

INCORPORATOR



DENNIS KRIEGH

STATE OF ALABAMA)

COUNTY OF BALDWIN)

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that Dennis Krieg, whose name 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 conveyance, he has executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 16th day of FEBRUARY, 2015.



NOTARY PUBLIC

My Commission Expires: 10/31/2015

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