

STATE OF ALABAMA §  
BALDWIN COUNTY §

STATE OF ALABAMA,  
BALDWIN COUNTY

I certify that this instrument was filed on

MAY 30 1984

3:35P  
M

ARTICLES OF INCORPORATION

OF

WIND DRIFT OWNERS' ASSOCIATION, INC.

A CORPORATION NOT FOR PROFIT

noted on tax was will and Recorded in *mic*  
book 49  
page 1353-61  
Judge of Probate  
Dr 100  
By *ms*

MSC 0149  
Page 1353

1. Name and Place of Business. The name of the corporation is Wind Drift Owners Association, Inc. The place of business shall be Highway 182, Gulf Shores, Baldwin County, Alabama 36542.

2. Name and Address of Registered Agent. The individual registered agent of the Association is Jerry C. Kyser, 1537 Jean Street, Montgomery, Alabama 36107.

3. Purpose. The corporation is organized as a corporation not for profit under the provisions of the Alabama Non-Profit Corporation Act (Title 10, Chapter 3, Code of Alabama 1975), and is a condominium association as referred to and authorized by the Condominium Ownership Act (Title 35, Chapter 8, Code of Alabama 1975). The purpose for which the corporation is organized is to provide an entity responsible for the operation, maintenance, and administration of the common areas of a condominium on Highway 182, Gulf Shores, Baldwin County, Alabama, known as Wind Drift at Perdido Key, a Condominium, and subject to the Condominium Declaration, the Amendments adding future phases to the Condominium and other instruments filed or to be filed in the Probate Office of Baldwin County, Alabama (and referred to herein as "Condominium Documents").

4. Description of the Land. The land upon which the Condominium is situated is located on Highway 182, Gulf Shores, Baldwin County, Alabama and is more particularly described in Exhibit "A" attached hereto and made a part hereof. Said condominium is herein called "Condominium" and the Declaration of Condominium whereby the same has or will be created is herein called the "Declaration". All or any portion of the adjacent lands front the Gulf of Mexico, and the Old River, now owned by the Developer, Perdido-Wind Drift Joint Venture (a Partnership) and more particularly described in Exhibit "B", attached hereto and made a part hereof, may be, by amendments to the Declaration of Condominium of Wind Drift at Perdido Key, a Condominium, Gulf Shores, Alabama, added to the Condominium for future phases, all as more particularly described in said amendments to the Declaration of Condominium. Until such time as additional lands are dedicated to the Condominium by amendment to the Declaration, the owners of units in Wind Drift at Perdido Key, Gulf-Phase I and the Wind Drift Owners' Association, Inc., shall have no right, title or interest in said lands set out in Exhibit "B". It is further understood that the Developer, Perdido-Wind Drift Joint Venture may never dedicate additional phases of Wind Drift at Perdido Key, a Condominium, all as set out in the Declaration of Condominium of Wind Drift at Perdido Key, a Condominium, Gulf Shores, Alabama as recorded in the office of the Judge of Probate of Baldwin County, Alabama.

5. Qualification of Members and Manner of Their Admission. Initially, the membership shall consist of the owners of record of 42 condominium units (hereinafter called "Units") known as Wind Drift at Perdido Key, a Condominium Gulf-Phase I.

As subsequent phases to Wind Drift at Perdido Key, a Condominium are added by amendment to the Declaration of Condominium, the owners of record of such condominium units shall become members of the Corporation and be entitled to vote equally on all corporate matters, all as set out in the Declaration, and subsequent amendments dedicating subsequent phases of the Condominium.

The members of this corporation shall constitute all of the record owners of condominium units of the Condominium. Each member shall be entitled to one vote for each condominium unit of which he is a record owner.

Change of membership in this corporation shall be established by recording in the Public Records of Baldwin County, Alabama, a deed or other instrument establishing record title to a condominium unit. Upon delivery to this Corporation of a certified copy of such instrument, the owner designated by such instrument thereby becomes a member of this Corporation, and the membership of the prior owner of such condominium unit shall be thereby terminated. The initial members of this Corporation are affiliated with Perdido-Wind Drift Joint Venture, the present owners of the condominium units in subject condominium. Upon amendment adding future phases to the condominium property, as provided in the Declaration of Condominium of Wind Drift at Perdido Key, a Condominium, the Unit Owners of said future phases shall automatically become members of the corporation on an equal basis with the owners of units in Phase I, that is, each Unit Owner shall be entitled to one vote in the corporation.

6. Term. The existence of the corporation shall be perpetual unless the condominium is terminated pursuant to the provisions of its Declaration of Wind Drift at Perdido Key, a Condominium and in the event of such termination, the corporation shall be dissolved in accordance with law.

7. Names and Residences of Incorporators. The names and residences of the incorporators to these Articles of Incorporation are.

Jerry C. Kyser	1537 Jean Street Montgomery, Alabama 36107
Eugene A. Byrd	2012 2nd Avenue, North Birmingham, Alabama 35203
Orville B. Baird	557 South Lawrence Street Montgomery, Alabama 36104

8. Directors and Officers. The affairs of the Association shall be managed by its Board of Directors elected by the members of the Association as provided in the Bylaws. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer (or Secretary-Treasurer), which officers shall be elected annually by the Board of Directors. The directors and officers may lawfully and properly exercise the powers set forth in the Declaration and Bylaws, and such other powers as provided by law.

The Board shall have the power to make assessments against the members as provided in the Declaration and Bylaws, and such assessments shall be credited to the paid-in surplus account of the Corporation.

The officers and directors of the Association for the first year are as follows:

Jerry C. Kyser 1537 Jean Street Montgomery, AL 36107	Director	President
Eugene A. Byrd GSL Corporation 2012 2nd Avenue, North Birmingham, AL 35203	Director	Vice President
Orville B. Baird 557 South Lawrence Street Montgomery, AL 36104	Director	Secretary-Treasurer

9. Meetings. The dates on which the members annual meetings shall be held, the number of directors and their terms of office, and the terms of office of the officers, and the powers and duties of the directors and officers shall be fixed by the Bylaws of the Corporation. The members shall have the power to make Bylaws for the regulation and government of the Corporation, its directors, officers, agents, servants, employees, and for all other purposes not in conflict with the laws of the State of Alabama.

10. Powers. The Corporation shall have those powers, rights, and responsibilities set out and provided in the Alabama Non Profit Corporation Act (Title 10, Chapter 3, Code of Alabama 1975), and as provided in the Condominium Ownership Act (Title 35, Chapter 8, Code of Alabama 1975), and in the Condominium Declaration and Bylaws of Wind Drift at Perdido Key, a Condominium.

In addition thereto the Corporation shall have the following powers:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed or affixed or in any manner reproduced.
- (d) To purchase, take, receive, lease, take by gift, devise, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to its employees other than its officers and directors, and otherwise assist its employees, officers, and directors.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other corporations, whether for pro-

fit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

- (h) To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war, to make donations in aid of war activities.
- (n) To indemnify any director or officer or former director or officer of the Corporation, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any Bylaws, agreement, vote of Board of Directors or members, or otherwise.
- (o) To cease its corporate activities and surrender its corporate franchise.
- (p) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- (q) The corporation shall manage and administer the common affairs and expenses of Wind Drift at Perdido Key, a Condominium, Gulf Shores, Baldwin County, Alabama, formed simultaneously herewith pursuant to the provisions of the Alabama Condominium Ownership Act and, to that end, shall arrange for goods, services, utilities and insurance

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coverage for the common enjoyment, benefit, and protection of the owners of Wind Drift at Perdido Key, a Condominium, and their respective real estate interests of ownership therein.

- (r) The corporation shall maintain, repair, replace, clean and sanitize the common elements of Wind Drift at Perdido Key, a Condominium, as necessary.
- (s) The corporation shall assess and collect funds from the owners of the private individual units of Wind Drift at Perdido Key, a Condominium, and shall utilize such funds to pay for the common expenses (and limited common expenses, if any) of Wind Drift at Perdido Key, a Condominium. Such expenses shall include, but shall not be limited to, garbage service, sewer service, water service, the lighting of common areas, and grounds, elevator, pool and general maintenance and listing for taxation with respect to common areas, if required by law, for the benefit of Wind Drift at Perdido Key, a Condominium. The corporation shall not arrange or be responsible for utilities or services benefiting solely private individual units of Wind Drift at Perdido Key, a Condominium. Any surplus of funds so assessed in excess of such expenses at the end of any accounting period shall be retained by the corporation or refunded pro rata to the owners of private individual units of Wind Drift at Perdido Key, a Condominium, as the corporation's Board of Directors may elect.
- (t) The corporation shall maintain forms of insurance coverage as provided in the Declaration for the benefit of the Unit Owners and protection of the corporation. The premiums for such insurance shall be assessed to the owners of the individual units on a pro rata basis and shall constitute a part of each Unit Owner's liability for common expense. Insurance maintained by the corporation shall include, but shall not be limited to, coverage of the entire condominium property against loss by fire, windstorm, rainstorm, flood and other such hazards as to which the corporation may desire insurance coverage, and liability insurance against any risk, such as death, personal injury, or damage to the property, as well as fidelity bonds as may be in the discretion of the board reasonably necessary. The corporation will be empowered to act as insurance trustee pursuant to the damage and destruction provisions of the Condominium Declaration.
- (u) The corporation may purchase units in Wind Drift at Perdido Key, a Condominium, and otherwise acquire, hold, lease, mortgage, and convey the same. It may also lease or license the use of the common elements in a manner not inconsistent with the rights of the owners of the private units of Wind Drift at Perdido Key, a Condominium.
- (v) The corporation may enter into maintenance agreements with related entities or others for maintenance of the common areas and access roads and easements, and may enter into agreements with other associations having common areas on adjacent properties, or other entities for joint maintenance of the common areas, access roads and easements, gulf front, river front and other improvements which will be located on the lands described in Exhibit "B".

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11. Limitation on Powers.

- (a) Any income received by the corporation shall be applied only to the non-profit purposes and objectives of the corporation as set forth above, and no part thereof, during membership or upon termination of membership, shall inure to the benefit of any private member or individual.
- (b) The corporation shall not engage in any transaction prohibited by § 503(c) of the United States Internal Revenue Code as now enacted or as hereafter amended, or the Alabama Non-Profit Corporation Act, or the Alabama Condominium Ownership Act.
- (c) The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemptions as provided by § 504 of the United States Internal Revenue Code as now enacted or as hereafter amended.
- (d) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office.
- (e) If, at any time, the corporation shall cease to carry out the purpose herein stated, all assets and property held by it, whether in trust or otherwise, shall after the payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax-exempt status under § 501(c)(3) of the United States Internal Revenue Code as now enacted or as hereafter amended, and shall be applied exclusively for the purposes set forth above.
- (f) The corporation shall not serve as advertising or rental agent for the owners in the ordinary course of its business. This provision shall not prevent the corporation from referring prospective renters to the various owners on a rotating or some other equal basis, but under no circumstances shall the corporation receive the pool rental income for distribution to the owners on any basis other than according to the actual rental income generated by each individual unit. This paragraph may not be amended except by unanimous vote of the owners. In the event of such amendment, each owner, whether or not a designated voting member of the corporation, shall sign a certificate to be held in the corporate files acknowledging that the pooling of rental income may subject their interests of ownership in Wind Drift at Perdido Key, a Condominium to registration under the federal securities acts and the Alabama Blue Sky Laws.

12. Amendments. These Articles may be amended by the votes representing 75% of the membership of the Association, cast in person or by proxy at a meeting duly held in accordance with the applicable provisions of the Bylaws. No amendment may be made which will conflict with provisions in the Declaration of Condominium, unless the Declaration itself is amended. All Amendments to the Articles of

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Incorporation shall become effective only upon being placed of record in the Office of the Judge of Probate, Baldwin County, Alabama.

We, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof, we have hereunto set our hands and seals this the 27<sup>th</sup> day of May, 1984.

Jerry C. Kyser (SEAL)  
Jerry C. Kyser

Eugene A. Byrd (SEAL)  
Eugene A. Byrd

Orville B. Baird (SEAL)  
Orville B. Baird

STATE OF ALABAMA §  
BALDWIN COUNTY §

Before me, the undersigned, a Notary Public, personally appeared Jerry C. Kyser, Eugene A. Byrd and Orville B. Baird, who are known to me and who having first been duly sworn, acknowledged before me that they executed the above and foregoing Articles of Incorporation voluntarily and for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 27<sup>th</sup> day of May, 1984.

Samuel Kaufman (SEAL)  
Notary Public  
My Commission Expires: April 9, 1986

This instrument prepared by:  
Samuel Kaufman  
Kaufman, Rothfeder, Mancuso & Blitz, P.C.  
One Court Square / P. O. Drawer 4540  
Montgomery, Alabama 36103

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EXHIBIT "A"

WIND-DRIFT AT PERDIDO KEY, A Condominium

Description of Lands Comprising GULF PHASE I

Commence at a point on the West line of Section 2, Township 4 South, Range 33 West, Tallahassee Meridian, Baldwin County, Alabama, where said West line intersects the South right-of-way (300') of Alabama Highway 182; thence run North 77°-02'-00" East along the South right-of-way of said Highway 182 for a distance of 615.70 feet to the Point of Beginning, said point being on the East line of State of Alabama property, where said right-of-way of Highway 182 changes from a 300' right-of-way to a 200' right-of-way having a road station of 78+90.75; run thence North for 51.13 feet to a concrete monument found on the South right-of-way of said Highway No. 182; run thence North 77°-02'-00" East along said right-of-way for 207.17 feet; run thence South 06°-26'-14" East for 157 feet; run thence North 83°-33'-46" East for 45 feet; run thence South for 170 feet, more or less, to the margin of the Gulf of Mexico; run thence in a Westerly direction along said margin of the Gulf of Mexico to a point that is South and 280 feet, more or less, from the Point of Beginning; run thence North for 280 feet, more or less, to the Point of Beginning. Said land being in Section 2, Township 4 South, Range 33 West, Tallahassee Meridian, Baldwin County, Alabama.

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EXHIBIT "B"

WIND-DRIFT AT PERDIDO KEY, A Condominium

Additional Lands owned by Wind-Drift Joint Venture, a Partnership

PARCEL ONE

ADDITIONAL GULF PROPERTY  
(GULF PHASE II)

Commence at a point on the West line of Section 2, Township 4 South, Range 33 West, Tallahassee Meridian, Baldwin County, Alabama, where said West line intersects the South right-of-way (300') of Alabama Highway 182; thence run North 77°-02'-00" East along the South right-of-way of said Highway 182 for a distance of 615.70 feet, said point being on the East line of State of Alabama property, where said right-of-way of Highway 182 changes from a 300' right-of-way to a 200' right-of-way having a road station of 78+90.75; run thence North for 51.13 feet to a concrete monument found on the South right-of-way of said Highway No. 182; run thence North 77°-02'-00" East along said right-of-way for 410.46 feet to the Point of Beginning; run thence South 77°-02'-00" West along said right-of-way for 203.29 feet; run thence South 06°-26'-14" East for 157 feet; run thence North 83°-33'-46" East for 45 feet; run thence South for 170 feet, more or less, to the margin of the Gulf of Mexico; run thence in an Easterly direction along said margin of the Gulf of Mexico to a point that is South and 335 feet, more or less, from the Point of Beginning; run thence North for 335 feet, more or less, to the Point of Beginning. Said land being in Section 2, Township 4 South, Range 33 West, Tallahassee Meridian, Baldwin County, Alabama.

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PARCEL TWO

OLD RIVER PROPERTY

Commencing at a point on the West Line of Section 2, T-4-S, R-33-W, Tallahassee Meridian, Baldwin County, Ala., where said West Line intersects the South right of way (300') of Alabama Highway 182; thence N77°02'E along the South right of way of said Highway 182 a distance of 615.70 feet to a point, said point being on the East Line of State of Alabama property where said right of way of Highway 182 changes from a 300' right of way to a 200' right of way, having a road station of 78+90.75; thence North a distance of 256.49 feet to the point of beginning of the property herein described, said point being on the North right of way of said Highway 182; thence N77°02'E along said North right of way a distance of 410.46 feet to a point; thence North a distance of 420.4 feet, more or less, to a point on the South margin of Old River; thence Eastwardly along said South margin of Old River a distance of 410.5 feet, more or less to a point that bears North a distance of 417.8 feet, more or less from the point of beginning; thence South along said East Line of State of Alabama property a distance of 417.8 feet, more or less, to the point of beginning.