

TO THE HONORABLE DAVID M. COCHRANE,
PROBATE JUDGE OF TUSCALOOSA COUNTY, ALABAMA:

The undersigned, Marvin Copeland, Marvin Copeland, Jr., Olmsted Copeland, Robert Alexander and Aubrey Dominick hereby associate themselves together for the purpose of forming, and do hereby form and organize a corporation for non-pecuniary purposes, exclusively, and for the purpose of carrying on the activities hereinafter set forth, under the provisions of Section 139 and following of Title 10, Code of Alabama of 1940, as amended, for the social advancement of its members, make and file this certificate of incorporation, and for that purpose do hereby set forth and declare:

1. The name of said corporation shall be, and is, North-wood Lake Club, Inc., a corporation.
2. The objects for which the corporation is formed are j to engage in and carry on and participate in the following lawful activity or activities, viz:
 - a) To provide for the social advancement of its members.
 - b) To encourage and promote fishing, recreation, and other out-door sports among the several members of the corporation
 - c) To encourage, promote and cultivate ability in aquatic sports.
 - d) To own, construct and operate swimming pools and recreational playgrounds and other facilities.
 - e) To encourage, promote and foster the preservation and restoration of Alabama's fish, wildlife and natural resources.
 - f) To maintain and operate a lake or lakes for fishing and other recreational purposes by its members,
 - g) To acquire and own by purchase, gift, or otherwise, real estate, lakes, dams and grounds for same, including the impounding of water, and to establish and maintain a club and club house; to sell and convey real and personal property; to borrow

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money and to secure the same with promissory notes or other evidences of indebtedness, but not by mortgage on its real estate, and generally to exercise all the rights and powers given to such corporations under the Constitution and Laws of Alabama, and also to exercise all powers which may hereafter be conferred by law on such corporations.

3. The corporation at its regular meeting called for that purpose, has adopted a Constitution and By-Laws, stating the objects and purposes of this Club, a true and correct copy of same being attached hereto and made a part hereof, as required by law, and designated as Exhibit "A" for identification.
4. The names and post office addresses of the officers of said corporation chosen for the first year are as follows:

Olmsted Copeland, President

2529 Broad Street
Tuscaloosa, Ala.

Robert Alexander, Vice-Pres.

2529 Broad Street
Tuscaloosa, Ala.

Marvin Copeland, Jr.,Treas.

2529 Broad Street

Tuscaloosa, Ala.

Aubrey Dominick, Secretary

First National Bank Bldg.

Tuscaloosa, Alabama

5. The names and post office addresses of the members of the Board of Directors of said corporation elected for the first year are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Olmsted Copeland	2529 Broad Street Tuscaloosa, Alabama
Marvin Copeland, Jr.	2529 Broad Street Tuscaloosa, Alabama
Robert Alexander	2529 Broad Street Tuscaloosa, Alabama
Aubrey Dominick	First National Bank Bldg. Tuscaloosa, Alabama

6. The names and post office addresses of the members of said corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marvin Copeland	2529 Broad Street Tuscaloosa, Alabama
Olmsted Copeland	2529 Broad Street Tuscaloosa, Alabama
Marvin Copeland Jr.	2529 Broad Street Tuscaloosa Alabama

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Robert Alexander	2529 Broad Street Tuscaloosa, Alabama
Aubrey Dominick	First National Bank Bldg, Tuscaloosa, Alabama

7. There is no period of limitation for the duration of said corporation, and same shall be perpetual, unless sooner terminated or dissolved; and the principal place of business of this corporation is and shall be in the City of Tuscaloosa, Tuscaloosa County, Alabama.
8. This corporation is formed and organized for non-pecuniary purposes nor for financial gain, and as set out in the attached Constitution and By-Laws, the measure and limit of personal liability for its obligations to be assumed by its individual members is \$10.00 each. Said corporation shall commence business with and there is hereby authorized the issuance of 800 shares of stock, but the corporation shall begin business with no capital whatsoever, as the stock shall have absolutely no pecuniary value. This is a non-profit endeavor and organization.

The 800 shares of stock in said corporation, which shall be all of the stock of said corporation, are owned by the following members of the corporation and in the following amounts:

<u>NAME</u>	<u>NO. OF SHARES</u>
Olmsted Copeland	796
Marvin Copeland	1
Marvin Copeland,Jr.	1
Robert Alexander	1
Aubrey Dominick	1
TOTAL SHARES	800

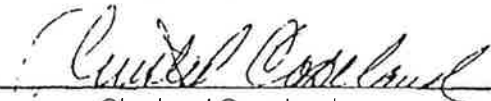
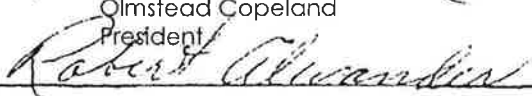
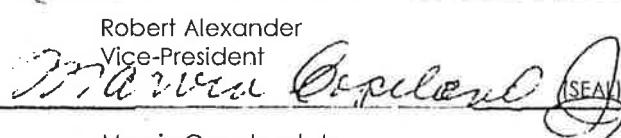
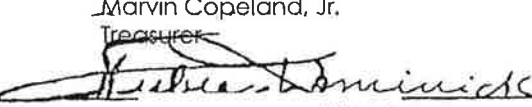
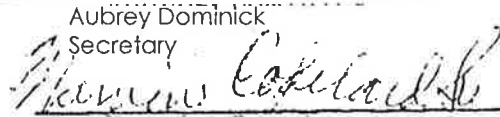
9. In order to become a member of this corporation it will first be necessary for a person to

own at least one share of stock in said corporation, the ownership of such stock shall entitle such person to membership in the corporation and club operated by it. Said shares of stock shall not entitle them to any pecuniary or financial profit in any form or kind, and same is only for the purpose of membership in the club. Except as hereinafter specifically provided for in the attached copy of the Constitution and By-Laws of said Corporation, the shares of stock are not transferable, and same are subject to all other rules and

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regulations provided in the Constitution and By-Laws of said Corporation, and as they may be amended from time to time. The certificate for said shares of stock shall have printed thereon the aforesaid limitation on same being non-transferable, and that said stock has no pecuniary value.

IN WITNESS WHEREOF, the undersigned officers and members of NORTHWOOD LAKE CLUB, INC., have hereunto set their hands and seals on this the 1st day of March, 1962.

 (SEAL)
Olmstead Copeland
President
 (SEAL)
Robert Alexander
Vice-President
 (SEAL)
Marvin Copeland, Jr.
Treasurer
 (SEAL)
Aubrey Dominick
Secretary
 (SEAL)
Marvin Copeland

STATE OF ALABAMA)

TUSCALOOSA COUNTY)

I, Irene Prewitt Vibbart, a Notary Public in and for said State At Large, hereby certify that Olmsted Copeland, Robert Alexander, Marvin Copeland, Jr., Aubrey Dominick and Marvin Copeland, President, Vice-President, Treasurer, Secretary and member respectively, of NORTHWOOD LAKE CLUB, INC., a corporation, are signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, they, as such officers, and with full authority, voluntarily executed the same; and that they also voluntarily executed the same as organizers and members of said corporation.

GIVEN under my hand and official seal, this the 1st day of March, 1962.

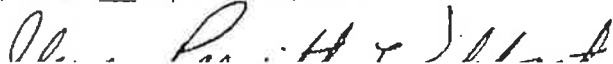


EXHIBIT "A"
CONSTITUTION AND BY-LAWS OF NORTHWOOD LAKE CLUB, INC.,
TUSCALOOSA COUNTY, ALABAMA

ARTICLE I

Name

The corporate name of this Club shall be, and is, NORTH-WOOD LAKE CLUB, INC., a corporation.

ARTICLE II

Location

The principal place of business of this corporation is and shall be in the City of Tuscaloosa, Tuscaloosa County, Alabama. The Lake and grounds of the corporation with which the corporation shall begin business is NORTHWOOD LAKE, located in the City of Northport in Tuscaloosa County, Alabama.

ARTICLE III

Objects, Purpose and Scope

The object or objects for which the corporation is formed are to engage in and carry on and participate in the following lawful activity or activities, viz:

- A. To provide for the social advancement of its members-B. To encourage and promote fishing, recreation, and other out-door sports among the members of the corporation.
- B. To encourage, promote and cultivate ability in aquatic sports.
- C. To own, construct and operate swimming pools and recreational playgrounds and other facilities.
- D. To encourage, promote and foster the preservation and restoration of Alabama's fish, wildlife and natural resources.
- E. To maintain and operate a lake or lakes for fishing and other recreation among its members.
- F. To acquire and own by purchase, gift or otherwise, real estate, lakes, dams and grounds for same, including the impounding of water, and to establish and maintain a club and club house; to sell and convey real and personal property; to borrow money and secure the same with promissory notes or other evidences

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of indebtedness, but not by mortgage on its real property, and generally to exercise all the rights and powers given to such corporations and clubs under the Constitution and Laws of Alabama; and also to exercise all powers which may hereafter be conferred by law on such corporations.

ARTICLE IV

Prohibitions

A. The said NORTHWOOD LAKE CLUB, INC., shall have no right to engage in, and it will not engage in, the business of selling, or keeping for sale, or otherwise dispose of any liquors, liquids or beverages that are prohibited by the laws of Alabama to be manufactured, sold, or otherwise disposed of in this State; and that the said Club shall not permit its members to keep or store ' any such prohibited liquors or beverages at or near the premises of the corporation for use by or consumption by its members or others, or for distribution or division among its members or their guests, and that the said corporation shall not

maintain any unlawful drinking place, or any liquor nuisance contrary to the laws of Alabama, and that if it does so, it is understood that its charter and rights as a corporation will be forfeited.

B. Said NORTHWOOD LAKE CLUB, INC., shall not permit any game to be played for wager, or any gambling, or the presence of any gambling device on, or about the premises, or at the club room of the corporation, and that if it does any of these things, it agrees that its charter and rights as a corporation will be forfeited. However, the limitations herein contained shall not be construed so as to prohibit the playing of cards, dominoes, chess, pool, billiards or other like amusements when nothing is wagered on such games.

ARTICLE V Non-Profit Organization

This corporation is not organized for business purposes nor for pecuniary profit or gain to its members, and no part of the net earnings thereof shall inure to the benefit of any member or

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individual, but shall inure exclusively to the benefit of the said Corporation, strictly as a social, sporting and conservation organization; but for the purposes aforementioned, this corporation may acquire and hold real estate and buildings, lakes, dams, swimming pools, playgrounds and other waterways and roadways for its and their use.

ARTICLE VI

All funds of the corporation have been or will be contributed and subscribed by the members thereof, and there will be no dues, but only assessments by the Board of Directors and approved by the members as herein provided.) Said funds are to be expended under the direction of the Board of Directors for the purpose of conservation and operating and maintaining a lake or lakes, for fishing and recreation, including the fertilizing and stocking with fish of such lake or lakes, and the repairing or extending of any dam or dams in order to impound water, and generally, for any other purpose for which this corporation is organized.

Without limiting the generality of the foregoing, the corporation shall have the right to do anything which, in the discretion of the Board of Directors, will promote any of the purposes hereinabove mentioned.

ARTICLE VII Membership

The members of the Corporation shall be those persons who shall own a lot or lots in the Subdivision known as Northwood, being now composed of separate maps or plats, which said maps or plats are recorded in the Probate Office of Tuscaloosa County, Alabama, as follows: Northwood No. 1, No. 2, No. 3, No. 4, No. 5, No. 6, and No. 7 in Plat Book 7, at Pages 41, 54, 63, 7#, 107, 120, and 143, respectively; Northwood No. 8, No. 9, and No. 10, in Plat Book 9, at Pages 44, 16 and 17, and 7#, respectively; and any other additions to said Subdivision known as Northwood, each lot to carry therewith one share in said Corporation, which said share shall be inseparable from said lot, Olmsted Copeland and/or Roma Development

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Co., Inc., having owned and developed said Subdivision known as Northwood, and it being intended to develop other additions thereto, and said Olmsted Copeland or Roma Development Co., Inc., is the owner of 796 shares of stock in this corporation, and a deed from said Olmsted Copeland or Roma

Development Co., Inc., his and its successors or assigns, to any of said lots shall entitle the purchaser to a share of stock in this Corporation, and no share of stock without the ownership of a lot or lots in the Subdivision known as Northwood, or additions thereto, shall be valid as they shall run together, and the said shares of stock shall not be separated from the ownership of the lots. Also, in addition to a member owning stock of this Corporation in order to participate in the affairs of the Corporation, such member shall be in good standing in the Corporation as shown by its records; except, that this requirement shall not apply to the stock held by said Olmsted Copeland or Roma Development Co., Inc., or their successors, for unsold lots in said Subdivision or additions thereto, and those shares of stock shall be entitled to full participation in the affairs of this corporation, each such share being entitled to one vote. Any person ceasing for any cause to be a member of this Corporation aforesaid, shall also at the same time cease to enjoy the privileges of membership in this Corporation and the club and lake and other facilities operated by it.

ARTICLE VIII Board of Directors

The management of said corporation shall be vested in a Board of Directors of twenty-one members to be elected as hereinafter provided. The members of the Board of Directors shall be elected at the organizational meeting at which this Constitution and By-Laws are adopted, and they shall be elected annually thereafter at the annual meeting of the corporation to be held in February, 1963, following the organization meeting or meetings. Except, at the organizational meeting only four directors shall be elected, and they shall serve until twenty-one directors are elected at a meeting to be held in July, 1962.

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The Board of Directors elected at the annual meeting in February, 1963, shall be elected as follows:

Seven to hold office for one year and until their successors are elected at the annual meeting in February, 1964, seven to hold office for a period of two years and until their successors are elected at the annual meeting in February, 1965; and seven to hold office for a period of three years and until their successors are elected at the annual meeting in February, 1966; and the Directors elected at the annual meeting in February, 1964, and subsequent years, shall be elected for and hold office for a period of three years, and until their successors are elected.

Vacancies on the Board of Directors occasioned by death, resignation, disqualification, or absence from three successive meetings, unexcused by the members of the Board of Directors, before the expiration of their terms of office, shall be filled by the Board of Directors of the corporation from the membership/

ARTICLE IX Officers

The officers of the corporation, other than the Board of Directors, shall be elected by said Board of Directors; and any officers of the corporation who may not be members of the Board of Directors, shall become ex officio members of the Board of Directors, and shall be in addition to the twenty-one members of the Board of Directors hereinbefore provided for, except that they shall be ex officio members of the Board of Directors only so long as they serve in the capacity as officers of this

corporation,

The officers of the corporation shall be President, Vice-President, Treasurer and Secretary, and they shall be elected annually, each to serve one year. *Therefore max of 25*

ARTICLE X
Authority of Board of Directors

The Board of Directors shall have the following powers:

- A. To enter into and execute on behalf of the corporation any and all contracts of every kind, character and nature that

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this corporation has power to enter into under its Constitution and By-Laws, and the Laws of the State of Alabama applicable to such corporations.

- B. To employ and provide the compensation for such persons, firms or corporations as it may deem advisable to employ to perform services for the corporation.
- C. To do anything generally to carry out the purposes and objectives of the corporation, including but not limiting the foregoing, to perform any acts that the Board of Directors may deem proper, leading to the promotion and management of said corporation and its properties, and particularly, in connection with the management and operation of said Northwood Lake and any swimming pools and recreational areas.

ARTICLE XI
Additional Corporate Powers

The corporation shall have the following additional powers:

- A. To sue and be sued and to make and use a corporate seal, and alter the same at pleasure.
- B. To make and alter at pleasure all needful rules and regulations for the transaction of its business, and the control of its property and affairs, and particularly, for the operation and management of Northwood Lake.
- C. To wind-up and dissolve itself or be wound up and dissolved.
- D. To alter or amend its Charter and By-Laws from time to time.
- E. To have all other powers and privileges of private corporations under the Constitution and Laws of the State of Alabama, and such other powers and privileges as may hereinafter be granted to private corporations of the social club type under the Laws of the State of Alabama.

ARTICLE XII
Meetings

- A. The regular meeting of the Board of Directors shall

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be held in February, May, August and November of each year, and/or at such other times as the call of the President of the corporation on one day's notice, or as the Board of Directors may decide.

- B. The annual meeting of the general membership shall be held during February each year, and at such other times as the Board of Directors may decide, or as hereinafter provided.
- C. At any meeting of the Board of Directors, a majority of the Board of Directors shall constitute a quorum, that is, if there are twenty-one members of the Board of Directors and only eleven of the members are present at the meeting, it will take an affirmative vote of six to carry or approve any

matter or question

- D. A quorum at any meeting of the general membership of the corporation shall consist of thirty-five members in good standing, and if there are less than thirty-five members in good standing in the corporation, then the quorum shall be two-thirds of such members in good standing. A majority vote of the stock present and voting shall be necessary to decide any and all questions, unless herein otherwise provided.
- E. Although the business of the corporation shall be run, conducted and operated by the Board of Directors, the Board shall annually call for a general meeting of the corporation, at which it shall acquaint the general membership of the corporation with its operations, actions and progress, in order to stimulate the interest of all members in this corporation. Any special meeting of the whole membership of the corporation may be called at any time the Board of Directors may decide, upon giving five days' written notice mailed to each member of the corporation at his or her last known address, which five day period shall begin the day after the day of the mailing of the notice.

ARTICLE XIII
Amendment of Constitution and By-Laws

This Constitution and By-Laws may be amended at any annual meeting of the corporation, or at any special meeting thereof called for that purpose, by a two-thirds vote of the stock present and voting at such meeting.

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ARTICLE XIV
Duties of Officers

The President, and in his absence, the Vice-President, shall preside at all meetings of the corporation, The President shall have the power to appoint such committees as may be necessary with approval of the Board of Directors, which Committees shall act under the direction of the officers.

The Secretary shall keep a record of all meetings of the corporation, and of the Directors. The treasurer shall collect all assessments and provide a safe place for their keeping, and to perform such duties as are usually performed by the Treasurer of such corporations or clubs. He shall keep safely all the funds of the corporation or club, and shall pay them out as authorized by the Board of Directors. At each annual meeting he shall render a full and complete statement of the finances of the corporation for the preceding year, and such other statements from time to time as may be required of him by the Board of Directors.

Any officer of the corporation may be removed from office for cause by a two-third's vote of the stock present and voting, provided, however, that at least thirty-five stock holders of the corporation shall be present and voting.

ARTICLE XV
Assessments

There shall be no admission fee or dues to be paid by the members of the corporation, however, assessments may be made from time to time by the Board of Directors for the purpose of carrying out the objects for which this corporation is formed, and particularly for operating and maintaining Northwood Lake, swimming pools and other recreational facilities. However, no assessment shall be made against any of the shares of stock held by said Olmsted Copeland and Roma Development Co., Inc., or their

successors, for any unsold lots; but this shall not except said Olmsted Copeland from being assessed on his own personal lot or lots.

In the event that any member fails or refuses to pay such assessments, and when the assessments of any member shall remain

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unpaid for a period of ninety days, the membership, after thirty days' notice in writing, given by the Treasurer to such delinquent member by registered mail, may be suspended by a majority vote of the Board of Directors, a member thus suspended shall not enjoy the privileges of said corporation and particularly of said North-wood Lake, and fishing and boating therein and thereon, and any swimming pools or other recreational facilities, but the privileges may be reinstated by a majority vote of the Board of Directors upon payment of all assessments in arrears by the member.

Any unpaid assessment may be excused, upon good reason shown, by affirmative vote of the Board of Directors. Also, the Board of Directors is authorized to exempt, for good cause shown, on such terms and for such length of time as may be deemed advisable, members from the payment of assessments.

Provided, however, no unpaid assessments shall be deemed to be a lien or an indebtedness against any lot or share of stock. Also, if a stockholder desires not to be a member of the Club and enjoy the facilities thereof, he or she may so indicate that desire by writing to the Board of Directors, and thereafter no assessment shall be charged to said stockholder; but if such stockholder or subsequent stockholder should so elect to again enjoy the privileges of the Club and become a member thereof, then he or she shall be subject to the assessments from that date on. It is specifically provided that no unpaid assessments shall accumulate or be held against any stock or lot, or the transfer thereof, and same shall not attach to or be an indebtedness of any subsequent owner of such stock or lot. The purpose of this provision is to give each stockholder the privilege of paying assessments and enjoying the privileges of the Club and its properties, but such stockholder is not required to enjoy such privileges and to pay such assessments, but in the event of the non-payment by a stockholder of any such assessment, he or she shall not have the privileges of its properties, and he or she shall be deemed to be a trespasser if he or she attempts to use the Club or any

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of its properties without the payment of such assessments; yet, no such assessments shall accumulate and be held against the stock or lot, or any subsequent owner thereof, thus making unpaid assessments a personal obligation against the stockholder only.

ARTICLE XVI

Rules

A. Said corporation shall make any rules for the operation of said Northwood Lake and any other properties of the corporation and same may be changed from time to time, as the making of said rules shall be a duty of the members of the Board of Directors. Any such rule may be revoked or changed at a general membership meeting by the corporation, or at a special meeting called for that purpose.

B. In the event any member fails or refuses to abide by the rules of said corporation which may be adopted and promulgated from time to time, concerning the operation of the properties of the corporation, and especially concerning the management and operation of Northwood Lake and the fishing and boating therein and thereon, and any swimming pools and other recreational facilities, his

stock in said corporation shall thereby become forfeited to the corporation, and the owner thereof shall not be entitled to the privileges of said corporation and the club, and especially to fish in and boat on and use said Northwood Lake, and any swimming pools or other recreational facilities, and any such privileges of said owner, his or her guests or the members of his or her family, shall be suspended until said stock is redeemed by said owner complying with the By-Laws and Rules of said corporation, and the use of any such facilities by any of them, after such suspension, shall constitute a trespass and subject such persons to such penalties as are provided by law for trespass.

ARTICLE XVII
Indebtedness

A. The officers and Board of Directors shall not incur any indebtedness on the part of the corporation in excess of the

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money in the hands of the Treasurer, and the debts and assessments and obligations in process of collection from the membership, unless such indebtedness be authorized by the Board of Directors and approved by the annual membership meeting or a special meeting of the membership called for that purpose.

B. The officers at an annual meeting shall present to the corporation a report of the condition of the corporation and its property, a financial account of the transactions for the past year, a financial budget for the ensuing year, and offer suggestions for the welfare and improvement of the Club. Said report shall be kept on file in the records of the corporation and shall be subject to the inspection of any member at all reasonable times.

ARTICLE XIX
Stock

A. The stock of said corporation shall not be transferred except with the transfer of the ownership of the real estate by which the ownership of said stock was obtained; except, however, that Olmsted Copeland, President of Roma Development Co., Inc., holds 796 shares of stock in said corporation for distribution to purchasers of the lots in said Northwood Subdivision, and the additions thereto; but he may transfer any or all of said shares to said Roma Development Co., Inc., Nothing herein contained shall in any way separate the ownership of the stock in this corporation from the ownership of the real estate, as the two shall remain inseparable. However, one share of stock shall accompany the ownership of each lot in said subdivision, so one person may own more than one share of stock due to his ownership of more than one lot in said subdivision.

B. This corporation may not enlarge its membership as 800 shares of stock shall be all of the stock authorized; therefore, limiting the membership to a maximum of 800 persons. The said Roma Development Co., Inc., will convey to this corporation Northwood Lake, and that, thereby, justifies the formation of this corporation and club, in which conveyance certain reservations will be made concerning the use of the area in front of lake front lots.

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C. At all meetings of the corporation, excluding meetings of the Board of Directors, each share of stock shall be entitled to vote, and all voting, unless specifically provided otherwise, shall be by the shares of stock.



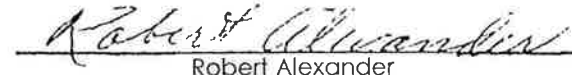
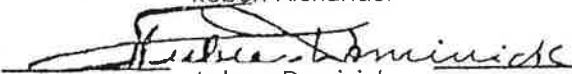
D. All persons purchasing lots under sales contracts shall be entitled to become members of this

corporation and to become members of the Club as hereinabove provided for other members, and subject to the payment of assessments, etc., and also subject to all other rules. However, in the event that such contract is terminated, then the Seller shall notify the Secretary of this Corporation, in writing, of such termination, and thereafter such person shall have no further rights and privileges of the Club and in this Corporation.

ARTICLE XX

This Constitution and By-Laws may be modified, altered or amended at any annual membership meeting, or at any other special meeting called for the purpose, by a two-thirds vote of the stock present and voting. Provided, that due notice of any proposed modification, alteration or amendment shall be given the membership, which notice shall be in writing and mailed to the members at their last known address five days before the date of such meeting

SUBMITTED, this the 1st day of March, 1962.


Olmstead Copeland

Marvin Copeland, Jr.

Robert Alexander

Aubrey Dominick



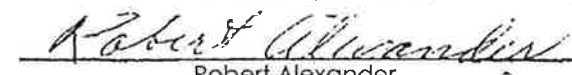
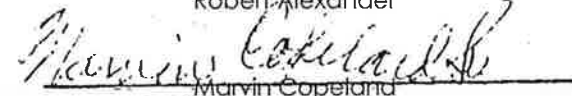
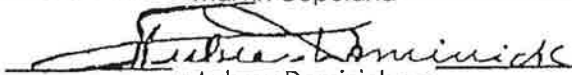
Members of Committee on Constitution and
By-Laws.

The foregoing Constitution and By-Laws were adopted unanimously at an organizational meeting of the incorporators of

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Northwood Lake Club, Inc., held on this the 1st day of March, 1962, by unanimous vote by all the present members of the corporation, as witness our hands and seals on this the 1st day of March, 1962.

SUBMITTED, this the 1st day of March, 1962.


Olmstead Copeland (SEAL)

Marvin Copeland, Jr. (SEAL)

Robert Alexander (SEAL)

Marvin Copeland (SEAL)

Aubrey Dominick (SEAL)

STATE OF ALABAMA)

personally appeared Olmsted Copeland, Marvin Copeland, Jr., Robert Alexander and Aubrey Dominick who being by me first duly sworn, depose and say as follows:

Our names are Olmsted Copeland, Robert Alexander, Marvin Copeland, Jr. and Aubrey Dominick, and we are the duly elected, qualified and acting President, Vice-President, Treasurer and Secretary of Northwood Lake Club, Inc., a corporation, respectively, and that the foregoing is a true and correct copy of the Charter or Articles of Incorporation, and the Constitution and By-Laws of said corporation, duly adopted at the first meeting of said corporation held in the city of Tuscaloosa, Alabama, on the 1st day of March 1962; and that the name of Marvin Copeland is signed to the adoption of said Constitution and By-Laws as a member of Northwood Lake Club, Inc.


Olmsted Copeland, President


Robert Alexander, Vice-Pres.


Marvin Copeland, Jr., Treasurer


Aubrey Dominick, Secretary

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SWORN to and subscribed before me on this the 1st day of March, 1962.


Notary Public in and for said State At Large

STATE OF ALABAMA
TUSCALOOSA COUNTY

AMENDMENT TO THE CHARTER OR ARTICLES OF INCORPORATION
AND THE CONSTITUTION AND BY-LAWS OF NORTHWOOD LAKE
CLUB, INC., A CORPORATION.

Before me, the undersigned authority in and for said County and State, personally appeared Carl C. Adams and Mrs. Ralph Johnson, who are known to me, and who, having been by me first duly sworn, depose and say that they are President and Secretary, respectively, of Northwood Lake Club, Inc., a corporation, and that a Resolution amending the Charter or Articles of Incorporation, and the Constitution and By-Laws of said corporation was duly adopted by the Directors of said corporation at a meeting held on January 26, 1965, and that the following Resolution amending the Charter or Articles of Incorporation and the Constitution and By-Laws of said corporation was duly adopted by the members and stockholders of said corporation at a meeting held on February 23, 1965, all in accordance with the provisions of Section 21 (19) of Title 10, Code of Alabama of 1940, Recompiled-1958:

"WHEREAS, at a meeting of the Board of Directors of Northwood Lake Club, Inc., held on January 26, 1965, at which said meeting a majority of the Directors were present, it was decided to amend the Charter or Articles of Incorporation and Constitution and By-Laws of this corporation, and to present same to this annual meeting of the corporation for consideration; and

"WHEREAS, notice was duly given to each member (this being a stockholder) of this corporation in accordance with the Laws of Alabama; and

"WHEREAS, the Internal Revenue Service of the United States through the office of the District Director in Birmingham, Alabama, has questioned the right of this corporation to receive an exemption from income tax, and it is the opinion of these members and stockholders that the Charter or Articles of Incorporation and the Constitution and By-Laws of this corporation should be amended, so as to eliminate any objection concerning said exemption.

"NOW, THEREFORE, BE IT RESOLVED by the Members and Stockholders of Northwood Lake Club, Inc., that Item 2 (g) of the Charter or Articles of Incorporation be and the same is hereby amended to read as follows:

'(g) To acquire and own by purchase, gift, or otherwise, real estate, lakes, dams and grounds for same, including the impounding of water, and to establish and maintain a club and club house; to sell and convey real and personal property; to borrow money and to secure the same with promissory notes or other evidences of indebtedness; to do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the foregoing objects; and'

"That subsection (h) to Item 2 be added to read as follows:

'(h) Notwithstanding anything in this Charter to the contrary, no part of the income or proceeds of this corporation

shall inure to the benefit of any individual.'

"BE IT FURTHER RESOLVED, That the Constitution and by-Laws be and the same are hereby amended as follows:

"That ARTICLE III, section (G) be and the same hereby is amended to read as follows:

'(G) To acquire and own by purchase, gift or otherwise, real estate, lakes, dams and grounds for same, including the impounding of water, and to establish and maintain a club and club house; to sell and convey real and personal property; to borrow money and secure the same by promissory notes or other evidences of indebtedness; to do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the foregoing objects;

That section (H) to ARTICLE III be added to read as follows:

'(H) Notwithstanding anything in this Charter to the contrary, no part of the income or proceeds of this corporation shall inure to the benefit of any individual.'

"BE IT FURTHER RESOLVED, That the President and Secretary of this corporation execute the necessary certificate setting forth the amendments as required by Section 21 (19) of Title 10, Code of Alabama of 1940, Recompiled -1958."

The Resolution adopted by the Directors was unanimous, and the above quoted Resolution adopted by the members or stockholders was also unanimous, there being a quorum present at both meetings.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and the corporate seal of Northwood Lake Club, Inc., a corporation, all on this 24th day of February, 1965.

CORPORATE
SEAL



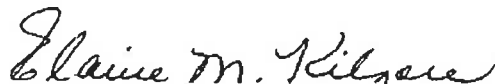
— (SEAL)

Carl C. Adams, President
Northwood Lake Club, Inc.

(SEAL)

--Signature not copied--
Mrs. Ralph Jonnson
Secretary Northwood Lake Club, Inc.

Sworn to and subscribed before me on this the 24th day of February, 1965



Notary Public in and for Tuscaloosa County, Alabama.

STATE OF ALABAMA)
TUSCALOOSA COUNTY)

TO THE HONORABLE HARDY MCCOLLUM, PROBATE JUDGE OF
TUSCALOOSA COUNTY, ALABAMA

The Northwood Lake Club, Inc., was formed under the provisions of Section 139 et seq. of Title 10, Code of Alabama of 1940, by an instrument filed in this court on March 1, 1962. The certificate of incorporation was amended by an instrument dated February 24, 1965.

At the annual meeting of the Northwood Lake Club on February 28, 1983, more than two-thirds of the members in attendance, a quorum being present, voted to amend the certificate of incorporation and constitution and by-laws to allow owners of lots in the 1700 section of Northwood Lake to join the Club. Accordingly, we hereby amend Paragraph 8 of the certificate to read as follows:

0222

68

8. The corporation is formed and organized for nonpecuniary purposes and not for financial gain, and as set out in the attached Constitution and By-Laws, the measure and limit of personal liability for its obligations to be assumed by its individual members is \$10.00. Said corporation shall commence business with 800 shares of stock and is hereby authorized to issue additional shares of stock, but the corporation shall begin business with no capital whatsoever, as the stock shall have no pecuniary value. This is a nonprofit endeavor and organization.

The Constitution and Bylaws of the Northwood Lake Club which were attached to the original certificate of incorporation are hereby amended to read as follows:

The first sentence of Article VII concerning membership shall be amended to read as follows (added language underscored).

ARTICLE VII

Membership

The members of the Corporation shall be those persons who shall own a lot or lots in the Subdivision known as Northwood, being now composed of separate maps or plats, which said maps or plats are recorded in the Probate Office of Tuscaloosa County, Alabama, as follows: Northwood No. 1, No. 2, No. 3, No. 4, No. 5, No. 6, and No. 7 in Plat Book 7, at Pages 41, 54, 63, 78, 107, 120, and 143, respectively; Northwood No. 8, No. 9, and No. 10, in Plat Book 9, at Pages 44, 16 and 17, and 78, respectively; and any other additions to said Subdivision known as Northwood, including the addition known as the "1700 Section", as recorded in Plat Book 12 at page 124 and Plat

Book 14 at page 157, each lot to carry therewith one share in said Corporation, which said share shall be inseparable from said lot, Olmsted Copeland and/or Roma Development Co., Inc., having owned and developed said Subdivision known as Northwood, and it being intended to develop other additions thereto, and said Olmsted Copeland or Roma Development Co., Inc., is the owner of 796 shares of stock in this corporation, and a deed from said Olmsted Copeland or Roma Development Co., Inc., his and its successors or assigns, to any of said lots shall entitle the purchaser to a share of stock in this Corporation, and no share of stock without the ownership of a lot or lots in the Subdivision known as Northwood, or additions thereto, shall be valid as they shall run together, and the said shares of stock shall not be separated from the ownership of the lots.

Article XIX concerning stock shall be amended to read as follows: (deleted language striking through).

ARTICLE XIX

Stock

A. The Book of said corporation shall not be transferred except with the transfer of the ownership of the real estate by which the ownership of said stock was obtained, except, however, that Olmsted Copeland, President of Roma Development Co., Inc., holds 796 shares of stock in said corporation for distribution to purchasers of the lots in said Northwood Subdivision, and the additions thereto; but he may transfer any or all of said shares to said Roma Development Co., Inc., Nothing herein contained shall in any way separate the ownership of the stock in this corporation from the ownership of the real estate, as the two shall remain inseparable. However, one share of stock shall accompany the ownership of each lot in said subdivision, so one person may own more than one share of stock due to his ownership of more than one lot in said subdivision.

B. ~~This corporation may not enlarge its membership as 800 shares of stock shall be all of the stock authorized; therefore, limiting the membership to a maximum of 800 persons.~~ The said Roma Development Co., Inc., will convey to this corporation Northwood Lake, and that, thereby, justifies the formation of this corporation and club, in which conveyance certain reservations will be made concerning the use of the area in front of lake front lots.

Pursuant to Section 10-1-3, Code of Alabama 1975, as amended, the undersigned, constituting all the first four

principal officers of the Northwood Lake Club, Inc. have executed these amendments.

0058 0224

PAID IN ADVANCE
TUSCALOOSA COUNTY
ALABAMA

03 MAY 24 AM 12 57

W. HARRY MCCOLLUM
JUDGE OF PROBATE
TUSCALOOSA CO., ALA.

Paul Moser
Paul Moser, President

Ricky B. Harrison
Ricky Harrison, Vice-President

Ruth B. Harrisberger
Ruth Harrisberger, Secretary

Sue Sanford
Sue Sanford, Treasurer

STATE OF ALABAMA)
TUSCALOOSA COUNTY)

On this 20th day of May, 1983, before me came Sue Sanford to me known and know to me to be the individual described in and who executed the foregoing instrument and acknowledged to me that (s)he executed the same.

Anna D. Little
Notary Public

Notary Public State At Large
My Commission Expires October 16, 1984.

PREV BAL	2.22	
INPJ	5.00	
	TOTL	5.00
H0107E	05/23/83	

STATE OF ALABAMA
TUSCALOOSA COUNTY

2003 4744
Filed in the Above
INCORPORATION Book& Page
12-23-2003 09:42:56 AM
W. Hardy McCollum- Probate Judge
Tuscaloosa County: Alabama

**AMENDMENT TO THE BY-LAWS AND CHARTER OR ARTICLES OF INCORPORATION OF
THE NORTHWOOD LAKE CLUB, INC., A CORPORATION**

The Northwood Lake Club, Inc. was formed under the provisions of Section 139 et seq. of Title 10, Code of Alabama of 1940, by an instrument filed in this court on March 1, 1962. The certificate of incorporation was amended by an instrument dated February 24, 1965 and subsequently, by an instrument dated May 20, 1983.

At the special meeting of the Northwood Lake Club on November 20, 2003, a quorum being present, voted to amend the certificate of incorporation and constitution and by-laws to provide for annual mandatory assessments. Accordingly, we hereby amend Article XV by deleting the original article in its entirety and substituting in place thereof, the following new Article XV:

ARTICLE XV

Assessments

Assessments will be made on at least an annual basis by the Board of Directors for the purpose of carrying out the objectives for which this corporation is formed, and particularly for operating and maintaining Northwood Lake, swimming pools and other recreational facilities. For shareholders who have acquired their property subsequent January 1, 2004, payment of this assessment shall be mandatory.

In the event that any member fails or refuses to pay such assessment, and when the assessments of any member shall remain unpaid for a period of ninety days, said member's membership, after thirty days written notice, given by the Treasurer to such member by registered mail, may be

-----End Page 4744 as registered-----

2003 4745
Filed in the Above
INCORPORATION Book& Page
12-23-2003 09:42:56 AM

suspended by a majority vote of the Board of Directors. A member thus suspended shall not enjoy the privileges of said corporation and particularly of said Northwood Lake, and fishing and boating therein and thereon, and any swimming pools or other recreational facilities, but the privileges may be reinstated by a majority vote of the Board of Directors upon payment of all assessments in arrears by the member.

Any unpaid assessment may be excused, upon good reason shown, by affirmative vote of the Board of Directors. Also, the Board of Directors is authorized to exempt, for good cause shown, on such terms and for such length of time as may be deemed advisable, members from the payment of assessments.

For members to whom the mandatory provision of assessments apply, any unpaid assessment shall be deemed to be a lien and an indebtedness against the member's lot and/or share of stock. It is specifically provided that any unpaid mandatory assessment not excused by

the Board of Directors shall accumulate and be held against the corresponding lot and stock, and the transfer thereof, and same shall attach to and be an indebtedness of any subsequent owner of such stock or lot until such assessments in arrears and any associated fees and penalties are paid in full.

The purpose of this provision is to obligate all future members (lot owners and shareholders) to bear the financial responsibility of their equitable share of the cost of operating this corporation and its recreational facilities.

Pursuant to Section 10-1-3, Code of Alabama 1975, as amended, the undersigned, constitute all the four principal officers of the Northwood Lake Club, Inc. have executed this amendment.

-----End Page 4745 as registered-----


Mike Perry, President



Linda Jones, Vice President


Marilyn Jacobs, Secretary
Marilyn Jacobs


Leo L. Ehang, Treasurer

STATE OF ALABAMA)
 :
TUSCALOOSA COUNTY)

Sworn to and subscribed before me on this the 19th day of DECEMBER, 2003.


Notary Public in and for the
State of Alabama at Large

My Commission Expires: 1/5/06

2003 4746
Filed in the Above
INCORPORATION Book & Page
12-23-2003 09:42:56 AM
W. Hardy McCallum - Probate Judge
Tuscaloosa County, Alabama
Book/75: 2003/4744
Term/Booklet: 1/5/02 / 1/5/04
Term 4632, 349704, 404923
Recorded: 12-23-2003 09:43:37
JMC Incorporations
PJF Probate Judge Fee
Total Fees: \$ 12.00

10.00
2.00

STATE OF ALABAMA §
 §
TUSCALOOSA COUNTY §

2004 4988
Filed in the Above
INCORPORATION Book & Page
11-09-2004 02:04:54 PM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

**AMENDMENT TO THE BY-LAWS AND CHARTER
OR ARTICLES OF INCORPORATION OF THE
NORTHWOOD LAKE CLUB, INC., A CORPORATION**

The Northwood Lake Club, Inc. was formed under the provisions of Section 139 et seq. of Title 10, Code of Alabama of 1940, by an instrument filed in this court on March 1, 1962. The certificate of incorporation was amended by an instrument dated February 24, 1965 and subsequently, by an instruments dated May 20, 1983 and December 23, 2003.

At a regularly scheduled meeting of the officers of Northwood Lake Club on the 28TH day of October, 2004, a quorum being present, the same voted to amend the certificate of incorporation and constitution and by-laws to change the name of this entity to Northwood Lake Homeowners Association, Inc. Accordingly, we hereby amend Article I by deleting the original article in its entirety and substituting in place thereof, the following new Article I:

ARTICLE I

Name

The corporate name of this organization shall be, and is, Northwood Lake Homeowners Association, Inc., a corporation.

WHEREFORE, pursuant to Section 10-1-3, Code of Alabama 1975, as amended, the undersigned, constitute all the four principal officers of the Northwood Lake Club, Inc. have executed this amendment.

2004 4989

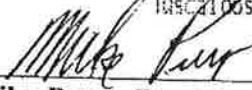
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INCORPORATION Book & Page

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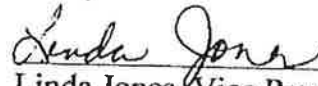
W. Hardy McCollum - Probate Judge

Tuscaloosa County, Alabama

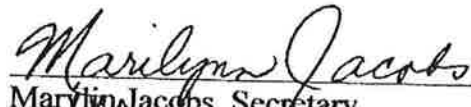


Mike Perry, President

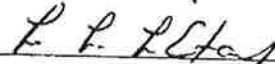
Michael



Linda Jones, Vice President



Marilyn Jacobs, Secretary



Leo L'Etang, Treasurer

STATE OF ALABAMA)

TUSCALOOSA COUNTY)

Book/Pg: 2004/4988

Term/Cashier: SCAN2 / HazelIN

Trans: 5350.387448.452083

Recorded: 11-09-2004 14:05:12

REC Recording Fee

PJF Probate Judge Fee

Total Fees: \$ 8.00

6.00

2.00

Sworn to and subscribed before me on this the 1st day of March, 2004.



Notary Public in and for the
State of Alabama at Large

My Commission Expires: 1/5/06

TO THE STOCKHOLDER OF NORTHWOOD LAKE

When the Northwood area has developed, certain restrictive covenants were recorded in the Probate Office of Tuscaloosa County in Deed Book 398, Page 396. Also recorded were the copies of the original deeds to the properties sold. The charter of the Northwood Lake Club, Inc., is also recorded at the Probate Office Book 20, Pages 189-206. Since that time there have been a number of changes in ownership. In order that the present owners may be better informed about the restrictions on the property, the relationship to the Northwood lake Club, Inc., and the collection of assessment, the following material is being sent to property owners. Please keep this and if you sell your property, pass it on to the purchaser.

From the deed the following items:

2. Should the above described lot or lots be adjacent to and abut on Northwood Lake, then that area lying between the front of said lot or lots on Northwood Lake, and between the prolongation of the side lot lines down to the lake, shall and does belong in fee simple to the Northwood Lake Club, Inc., and the owner or owners of said lot or lots and successors in interest or assigns, shall not by act or deed attempt to establish any riparian rights in said lake. However, the owner or owners of the above described lot or lots shall be entitled to enjoy the exclusive privilege of the use of this lake frontage, and any piers, walls, boat houses, boat slips, etc., which owner or owners desire(s) to build or construct shall be in conformity with and to the rules and regulations of said Northwood Lake Club, Inc. In return for the exclusive use of said lake front area, owner or owners of the above described property are and shall be charged with the responsibility of the up-keep, beautification and cleanliness of said area. Buyer(s) in accepting this conveyance hereby expressly agree(s) that the use of said lake front area shall be and is permissive only and title thereto may not and shall not be acquired by adverse possession.

3. It is understood and agreed by Buyer(s) that the lake is under the complete ownership and control of Northwood Lake Club, Inc., and the use of the lake shall be only in compliance with the rules and regulations of said Club.

4. It is expressly understood and agreed by and between Seller and Buyer(s) that the ownership of each lot in the above described subdivision and additions thereto entitles the owner to a share of stock in Northwood Lake Club, Inc., and the lot and the stock shall be and are inseparable, i.e., the stock cannot be transferred without the transfer and conveyance of the lot to the same person or owner. However, the ownership of a share of stock in Northwood Lake Club, Inc., permits membership in the Club and the use of the Northwood Lake only upon and in compliance with the rules and regulations of said Northwood Lake Club, Inc.

RESTRICTIVE COVENANTS FOR ALL NORTHWOOD SUBDIVISIONS

STATE OF ALABAMA
TUSCALOOSA
COUNTY

Filed: BK398 pg 396-399

WHEREAS, it is the desire of the Northwood Lake Homeowners Association as the owners of said development, for said subdivision to be a high-class residential section, said Association does hereby restrict said subdivision by placing against each and every lot therein, the following restrictions and limitations:

1. USE: All lots in this subdivision shall be used for residential purposes only, except that certain areas are designated for joint use by owners of the lots in Northwood Lake, and additions thereto, and no business, house or building of any kind whatsoever shall be constructed on any of the lots of said subdivision, and no building shall be used for apartments or as an apartment house. No structure shall be erected, altered, placed or permitted to remain on any residential building lot other than one detached single family dwelling not to exceed two stories in height above ground and a private garage' and other out buildings incidental to residential use.

2. SIZE REQUIREMENTS: No residence on the lake front lots shall have less than 1300 square feet in the ground floor area, and no residence on the other lots shall have less than 1200 square feet on the ground floor area, exclusive of one story open porches and garages and no residence shall have less than 1000 square feet in the ground floor area in case of one and one-half or two story structures.

3. FENCE: No fence or other solid obstruction shall be built closer to the front lot lines than, the front of the dwelling house, exclusive of porches, nor shall any fence or solid obstruction be built closer than 20 feet of the margin of any adjoining road, except with the written approval of the Northwood Lake Board of Directors first had and obtained.

4. BUILDING LOCATION: No dwelling shall be located on any lot nearer to the front lot line than the building setback line as shown on said plat, however, since said plat does not show the building setback lines for the lake front lots, then no dwelling shall be located on any lake front lot closer than sixty-five (65) feet to the edge of the water of the lake. No building shall be closer than ten (10) feet to any side lot line, except that carports or garages attached to a dwelling or garages or other out buildings to the rear of the main dwelling shall not be constructed closer than five (5) feet to any side lot line. No building of any kind shall be located within 20 feet of the margin of any adjoining road. Also, no dwelling or building of any description shall be located nearer to a side lot line than the building set back lines as shown on said plat for corner lots, except as may be agreed upon in writing by the Northwood Lake Board of Directors.

5. BUILDING LOTS: No platted lot shall be subdivided into building lots, and no lot shall be less than the original platted lot except with the written approval of the Northwood Lake Board of Directors.

6. TEMPORARY RESIDENCE: No trailer, tent, shack, garage, or other outbuilding erected in said subdivision shall at any time be used as a residence, temporary, or permanently, nor shall any structure of a temporary character be used as a residence.

7. NUISANCE: No noxious or offensive trade or activity shall be carried on upon any lot nor shall anything be done thereon which may be or become a nuisance to the neighborhood.

Yard or garage sales are limited to four a year.

8. RUBBISH: No lot in the subdivision may be used or maintained as a dumping ground for rubbish.

9. PETS: There shall be no animals kept or maintained on the premises other than household pets, except upon the written permission of the Architectural Control Committee.

10. SIGNS: No signs for advertising purposes shall be erected or placed upon the lots, except "For Sale" signs.

11. BUILDING MATERIALS: No structures shall be erected or placed on any lot unless built of solid permanent materials, being customary to neighborhood

12. MAINTENANCE: Buyer hereby covenants and agrees that said premises will be kept and maintained in a clean, presentable and sanitary condition at all times, and all garbage, rubbish and waste will be removed from said lot and will not be permitted to accumulate thereon. No motor homes boats, trailers or similar equipment shall be parked closer to the front lot lines than the front of the dwelling. Accumulation of any items considered junk, like old furniture, tires, appliances, old cars, etc. shall not be permitted.

13. MAINTENANCE: Buyer hereby covenants and agrees that said premises will be kept and maintained in a Clean, presentable and sanitary condition at all times, and all garbage, rubbish and waste will be removed from said lot and will not be permitted to accumulate thereon, and same will not be deposited on the property included in the Northwood Subdivision and additions thereto.

14. The ownership of each lot in Northwood Lake, and additions thereto, entitles the owner to a share of stock in Northwood Lake Club, Inc. and the lot and the stock shall be and are inseparable, i. e., the stock cannot be transferred without the transfer and conveyance of the said lot to same person or owner.

15. DURATION OF RESTRICTIVE COVENANTS: All of the foregoing covenants, restrictions, conditions and limitations are covenants running with the land and shall attach to and run with the land until January 1, 1980 with automatic 10 year extensions thereof or until a majority of the property owners agree to file an instrument changing them in whole or in part. Any owner of any lot, his or her or their heirs, successors and assigns shall have the right to institute and prosecute all proceedings at law or in equity against the person or persons, corporation or corporations, and all others violating or threatening to violate, or attempting to violate any of the foregoing covenants, restrictions, conditions and limitations, and legal and equitable proceedings for damages and for injunction and specific performance and any other appropriate remedies shall be available to the parties hereto and their successors in interest, and any failure on the part of any of the parties hereto or their successors in interest to assert any right as herein provided, shall not be deemed a waiver thereof, but may be asserted at any time prior to the expiration date or dates above set put. Invalidation of any one of these covenants by judgment or court order shall in no way affect any of the other provisions which remain in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the 22nd day of July, 1957.

Olmsted Copeland

