

# *Stepping Stone Condominium Association, Inc.*

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**ARTICLES OF INCORPORATION**  
**OF**  
**STEPPING STONE CONDOMINIUM ASSOCIATION, INC.**  
(A Corporation not for Profit)

TO THE JUDGE OF PROBATE OF MADISON COUNTY, ALABAMA:

We, the undersigned, hereby associate ourselves together, for the purpose of becoming incorporated under the laws of the State of Alabama as a corporation not for profit, and hereby adopt the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of the corporation shall be:

STEPPING STONE CONDOMINIUM ASSOCIATION, INC. The corporation is herein referred to as the “Association”.

**ARTICLE II – PURPOSE AND POWERS**

Section 1. **PURPOSE.** The purpose for which the Association is formed is to provide an entity for the management and operation of STEPPING STONE CONDOMINIUM (a “condominium”), to be established as said Condominium by Declaration of Condominium (hereinafter referred to as the “Declaration”) to be filed in the Office of the Judge of Probate of Madison County, Alabama. All words and phrases, as used herein, shall have the same definition as attributed to them in the Declaration.

Section 2. **POWERS.** As a means of accomplishing the foregoing purposes, the Association shall have the following powers:

- a) The Association shall have all of the powers now conferred or which may be hereafter conferred on a not-for-profit corporation under the laws of the State of Alabama which are not in conflict with the terms of these Articles.
- b) The Association shall have all of the powers and duties set forth in the Alabama Condominium Ownership Act (Code of Alabama 1975, Section 35-8-1 et seq.) except as limited by these Articles and the Declaration, and all of the powers necessary to administer and manage the Condominium in accordance with the provisions of the Alabama

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Condominium Ownership Act, the Declaration as it may be amended from time to time, and the Bylaws, including but not limited to the following:

- i. To designate those expenses which shall constitute the Common Expenses of the Condominium, other than those expenses declared as Common Expenses under the Alabama Condominium Ownership Act, the Declaration and the Bylaws of the Association.
- ii. To estimate the amount of the annual budget and to make and collect Assessments against owners of Units in the Condominium, to defray the costs, expenses, and losses of the Condominium.
- iii. To use the proceeds of Assessments in the exercise of its powers and duties.
- iv. To maintain, repair, replace and operate the Condominium Property.
- v. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members.
- vi. To reconstruct improvements after casualty and to further improve the Property.
- vii. To make and amend reasonable Rules and Regulations respecting the use of the Property in the Condominium.
- viii. To enforce by legal means the provisions of the Alabama Condominium Ownership Act, the Declaration and the Bylaws of the Association, and the Rules and Regulations for the use of the Condominium Property.
- ix. To contract for the management of the Condominium and to delegate to such managing agent all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the Membership of the Association.
- x. To contract for the management or operation of portions of the Common Elements of the Condominium susceptible to separate management or operation.
- xi. To retain legal counsel.
- xii. To employ personnel to perform the services required for proper operation of the Condominium.
- xiii. To purchase Units in the Condominium.
- xiv. To have access to each Unit in the Condominium at reasonable times as may be necessary for the maintenance, repair or replacement of any of the Common

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- Elements of the Condominium, or for making emergency repairs necessary to prevent damage to the Common Elements and facilities or Units in the Condominium.
- xv. To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Alabama with regard to maintenance records.
  - xvi. To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.
  - xvii. To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.
  - xviii. To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not for profit, and of an Association within the meaning of the Alabama Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.
  - xix. To make such distributions of any profit, surplus or reserve funds of the Association to the Members of the Association at such times and in such manner, and to do such other acts as may be required to comply with the provisions of Section 501(c ) (4) of the Federal Internal Revenue Code, and applicable Revenue Rulings, and other Federal and State statutes providing for an exemption from Federal and State income taxes for nonprofit organizations.
- c) All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members of the Association in accordance with the provisions of the Declaration, these Articles and the Bylaws.
  - d) No contract or other transaction between the Association and any of its Directors, or between the Association and any corporation, partnership, firm or association (including the Developer) in which any Directors or Officers of the Association are directors or officers or are otherwise pecuniarily interested, shall be void or voidable, provided that the fact of the common interest is disclosed or known to the Board. Any common or interested

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Director may be counted in determining the presence of a quorum at any meeting of the Board and may vote to authorize any contract or transaction.

- e) The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

## **ARTICLE III – MEMBERS**

Section 1. QUALIFICATION. The members of the Association shall consist of all of the Unit Owners of record in the Condominium.

Section 2. CHANGE OF MEMBERSHIP. Change of membership in the Association shall be established by the recording, in the public records of Madison County, Alabama, of a deed or other instrument establishing a record title to a unit in the Condominium, and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

Section 3. VOTING RIGHTS. Wherein any provision of the Declaration, these Articles of Incorporation or Bylaws of the Association a vote of Unit Owners is required or permitted, each Unit Owner, at all meetings of the Association, shall be entitled to cast one vote for each Unit owned by him, regardless of the percentage of Common Elements apportioned to his Unit. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

Section 4. APPROVAL OR DISAPPROVAL BY UNIT OWNERS. Whenever the approval or disapproval of a Unit Owner is required upon any matter, whether or not the subject of an Association meeting, such approval or disapproval shall be expressed by the same person who would cast the vote of such owner at an Association meeting.

Section 5. RESTRAINT UPON ASSIGNMENT OF SHARES IN ASSETS. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to such member's Unit.

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## **ARTICLE IV – DIRECTORS**

Section 1. **NUMBER.** The affairs and business of this Association shall be managed and conducted by a Board of Directors. The exact number of Directors may from time to time be specified by the Bylaws.

Section 2. **INITIAL MEMBERS.** The names and addresses of the initial Board of Directors are as follows:

Dennis E. Clowers 2107 West Ferry Way Huntsville AL 35801	Place 1
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Patricia L. Clowers 2107 West Ferry Way Huntsville AL 35801	Place 2
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Gary Gray 2107 West Ferry Way Huntsville AL 35801	Place 3
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Section 3. **SUCCESSORS.** At the expiration of the term of each initial Director, his successor shall be elected by the Members of the Association to serve for a term set out in the Bylaws. Each Director shall hold office for the term for which he is elected or appointed and qualified.

Section 4. **ELECTION.** Directors of the Association shall be elected at the annual meeting of the Members of the Association in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The first annual meeting of the Members of the Association shall be held as provided in the Bylaws. Any vacancies on the Board of Directors named in these Articles occurring before the first annual meeting of the Members of the Association shall be filled by the remaining Directors.

## **ARTICLE V – PERIOD OF DURATION**

The period of duration of the Association shall be perpetual, provided, however, that the Association shall be terminated by the termination of the Condominium in accordance with the provisions of the Declaration.

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## **ARTICLE VI – OFFICERS**

The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary, a treasurer and such other officers and assistant officers as may be deemed necessary, each of who shall be elected or appointed at such time and in such manner and for such terms not exceeding three years (3) years as may be prescribed in the Bylaws. The names of the officers who are to serve until the first election are:

Dennis E. Clowers 2107 West Ferry Way Huntsville AL 35801	President
Gary Gray 2107 West Ferry Way Huntsville AL 35801	Vice President
Patricia L. Clowers 2107 West Ferry Way Huntsville AL 35801	Secretary/Treasurer

## **ARTICLE VII – INDEMNIFICATION**

Every Director and every 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 in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time, except in such cases wherein the director or officer is adjudged guilty of willful misconduct or bad faith in the performance of his duties. 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 under the Declaration or Bylaws, or otherwise.

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## **ARTICLE VIII – REGISTERED AGENT**

The address of the corporation's initial registered office and the name of its initial registered agent at such office shall be:

<u>NAME</u>	<u>ADDRESS</u>
Dennis E. Clowers	2107 West Ferry Way Huntsville AL 35801

## **ARTICLE IX – AMENDMENTS TO THESE ARTICLES**

Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by the Board of Directors. The resolution shall then be presented to the Membership of the Association. Written or printed notice setting forth the proposed amendment or a summary of the proposed changes to be effected thereby shall be given to each Unit Owner entitled to vote at such meeting within the time and in the manner provided in the Bylaws. A vote of sixty-six and two-thirds percent (66 2/3%) of the votes entitled to be cast by Unit Owners present or represented by proxy at a duly called meeting of Unit Owners, provided that notice of said meeting has been given in accordance with the Bylaws, and that the notice as aforesaid contained a full statement of the amendment, shall be necessary to amend the Articles of Incorporation.

## **ARTICLE X – INCORPORATORS**

The names and addresses of the incorporators of the Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis E. Clowers	2107 West Ferry Way Huntsville AL 35801
Gary Gray	2107 West Ferry Way Huntsville AL 35801
Patricia L. Clowers	2107 West Ferry Way Huntsville AL 35801

# Stepping Stone Condominium Association, Inc.

## ARTICLE XI – BYLAWS

The Bylaws of the Association shall be in the form attached hereto as Exhibit "B" to the Declaration of Condominium.

INCORPORATORS:

Dennis E. Clowers  
Dennis E. Clowers

Gary Gray  
Gary Gray

Patricia L. Clowers  
Patricia L. Clowers

STATE OF ALABAMA )

COUNTY OF MADISON )

Before me, the undersigned Notary Public in and for said County and said State, personally appeared Dennis E. Clowers, Patricia L. Clowers, and Gary Gray, whose names are signed to the foregoing Articles of Incorporation of Stepping Stone Condominium Association, Inc., and being duly sworn, deposed and said the matters and things stated in said Articles of Incorporation are true and correct to the best of their knowledge, information and belief.

Given under my hand and official seal of office this 5<sup>th</sup> day of November, 1986.

George A. Kromy  
Notary Public



# Stepping Stone Condominium Association, Inc.

STATE OF ALABAMA  
MADISON COUNTY

OFFICE OF THE JUDGE OF PROBATE

## CERTIFICATE OF INCORPORATION

OF

Stepping Stone Condominium Association, Inc.

I, the undersigned, Judge of Probate, Madison County, Alabama  
here certify that Articles of Incorporation for the incorporation  
of Stepping Stone Condominium Association, Inc.  
duly signed pursuant to the provisions of the Code of Alabama, have  
been received in this office and found to conform to law and that  
the name of the corporation is now reserved with the Secretary of State  
of Alabama under reservation No. \_\_\_\_\_ dated \_\_\_\_\_.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by  
virtue of the authority vested in me by law, hereby issue this  
Certificate of Incorporation of Stepping Stone Condominium  
Association, Inc. and attach hereto a  
certified copy of the Articles of Incorporation.

Dated November 12, 1986.

Frank H. Riddick  
Judge of Probate

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STATE OF ALABAMA  
MADISON COUNTY

I, Frank H. Riddick, Judge of Probate in and for the County and State aforesaid, hereby certify that the within and foregoing is a true, correct and complete copy of Articles of Incorporation of *Stepping Stone Condominium Association, Inc.* as same appears of record in my office.

Given under my hand and seal of office this the 12<sup>th</sup> day of November, 1986

Frank H. Riddick  
JUDGE OF PROBATE