

Exhibit

ARTICLES OF INCORPORATION
OF
VESTAVIA VILLA ASSOCIATION, INC.

Wes the undersigned natural persons acting as incorporators of a corporation under the Alabama Nonprofit Corporation Act (Section 10-3A-1, et seq., Code of Alabama, 1975) and the Condominium Ownership Act (Section 35-8-1 et seq., Code of Alabama, 1975), adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be Vestavia Villa Association, Inc.; a non-profit corporation (the "Association").

ARTICLE II

PERIOD OF DURATION

The period of its duration is perpetual, unless and until hereafter lawfully dissolved.

ARTICLE III

PURPOSE AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Units and the Common Elements and facilities within that certain condominium known as Vestavia Villas Condominiums, and to promote the health, safety and welfare of the users of said condominium, and for these purposes, the Association shall have the following powers:

1. The Association shall have all of the powers now conferred or which may be hereafter conferred on a non-profit corporation under the laws of the State of Alabama which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties set forth in the Alabama Condominium Ownership Act except as limited by these Articles and the Declaration, and all of the powers necessary to administer and manage the Condominium pursuant to the Alabama Condominium Ownership Act, the Declaration as it may be amended from time to time, and the By-Laws, including but not limited to, the following:

- (a) 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 By-Laws of the Association.

(b) 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.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To maintain, repair, replace, sanitize, and operate the Condominium property.

(e) To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members, including fidelity bond coverage for all persons having access to the funds of the Association.

(f) To make and amend reasonable Rules and Regulations respecting the use of the property in the Condominium.

(g) To construct improvements after casualty and to further improve the property.

(h) To enforce by legal means the provisions of the Alabama Condominium Ownership Act, the Declaration, these Articles, the By-Laws of the Association, and the Rules and Regulations for the use of the Condominium property.

(i) To contract for the management of the condominium as provided for in the Declaration 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 approved of the Board of Directors or take membership as the Association.

(j) To contract for the management or operation of portions of the Common Elements of the Condominium susceptible to separate management or operation.

(k) To retain legal counsel.

(l) To employ personnel to perform the services required for proper operation of the Condominium.

(m) 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 areas of the Condominium, or for making emergency repairs necessary to prevent damages to the Common Elements and facilities or Units in the condominium.

(n) To make such distributions of any profit, surplus or reserve funds of the Association to the members of the Association at such time 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 Internal Revenue Code, as amended, and applicable Revenue Rulings, and other Federal and State statutes providing for an exemption from Federal and State.

(o) Specifically to act according to Alabama Code, 1975, Section 35-8-9(6).

3. All funds and titles of all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association and in trust for the members of the Association in accordance with the provisions of the Declaration, these Articles and the By-Laws.

ARTICLE IV

MEMBERSHIP

This Association shall issue no shares of stock of any kind or nature whatsoever. Each person or entity who is the record owner of a fee or undivided fee interest in any Unit in Vestavia Villa Condominiums shall be a member of the Association. There shall be one member of the Association for each Unit of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association. The members shall enjoy such qualifications, rights and voting rights as may be fixed in the Declaration of Condominium of Vestavia Villa Condominiums and in the By-Laws of the Association.

ARTICLE V

REGISTERED AGENT

The ^{NAME}~~address~~ of the initial registered ^{AGENT}~~office~~ of the Association is Tom Hinton, and the name of its initial registered ^{AGENT}~~office~~ address is 1300 South 20th Street, Suite 302, Birmingham, Alabama, 35205.

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

- 1) Tom Hinton, 1300 South 20th Street, Suite 302,
Birmingham, Alabama 35205
- 2) Norman Ginsberg, 210 25th Avenue North, Suite 1105,
Nashville, Tennessee 37203
- 3) Skip Cannon, 1300 South 20th Street, Suite 302,
Birmingham, Alabama 35205

ARTICLE VII

INCORPORATORS

The name and address of each initial incorporator of this corporation is as follows:

Vestavia Villa Apartments, a Tennessee General Partnership
c/o Norman Ginsberg
210 25th Avenue North
Suite 1105
Nashville, Tennessee 37203

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- 1) Norman Ginsberg - President
- 2) Tom Hinton - Vice President
- 3) Skip Cannon - Secretary

ARTICLE IX

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 such expenses were incurred, except when a director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE X

DISSOLUTION

The corporation is not organized for pecuniary profit and no part of its net earnings shall inure to the benefit of any member, Director, or individual. The corporation shall be dissolved upon the termination of the condominium in the manner provided in the Condominium Ownership Act, and in the manner provided by the Laws of Alabama. Upon dissolution of the corporation the assets of the corporation, if any, and all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed solely and exclusively in the manner provided by the Condominium Ownership Act.

IN WITNESS WHEREOF, the incorporator hereto has hereunto set its hands and seals, this the 7 day of OCTOBER, 1988, in BIRMINGHAM, ALABAMA.

Vestavia Villa Apartments
A Tennessee General Partnership

BY: Norman Ginsberg (SEAL)
Norman Ginsberg, Its General Partner

STATE OF Alabama)

Jefferson COUNTY)

Before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Norman Ginsberg, as General Partner of Vestavia Villa Apartments, a Tennessee General Partnership, being known to me and who, being by me first duly sworn, deposes and says that he, in his capacity as General Partner of Vestavia Villa Apartments, a Tennessee General Partnership, which is the initial incorporator of Vestavia Villa Association, Inc., that he is authorized to make this verification on behalf of the initial incorporator of the corporation, and the facts contained in the above and foregoing declaration are true and correct.

Given under my hand and seal on this the 7 day of October, 1988.

A. X. [Signature]
Notary Public
My Commission Expires: 3-1-90

State of Alabama
Jefferson County

CERTIFICATE OF _____ INCORPORATION _____

OF

VESTAVIA VILLA ASSOCIATION, INC.

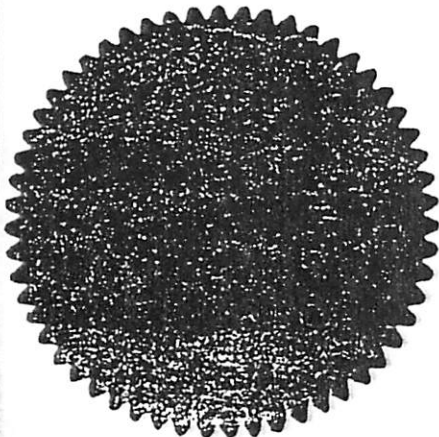
The undersigned, as Judge of Probate of Jefferson County,
State of Alabama, hereby certifies that _____ Articles of
INCORPORATION _____

duly signed and verified pursuant to the provisions of Alabama
NONPROFIT _____ Corporation Act, have been received in this office
and are found to conform to law.

Accordingly the undersigned, as such Judge of Probate, and by
virtue of the authority vested in him by law, hereby, issues this
Certificate of _____ INCORPORATION _____
of _____ VESTAVIA VILLA ASSOCIATION, INC. _____

and attaches hereto a copy of the _____ Articles of
INCORPORATION _____

Given Under My Hand and Official Seal on this the _____ 12
day of _____ OCTOBER _____, 19 _____ 88.



W. H. Thomas

Judge of Probate
STATE OF ALABAMA, JEFFERSON CO.
I CERTIFY THIS STATEMENT
WAS FILED IN

1988 OCT 12, PM 4:47

ALL INSTRUMENTS FILED IN
THIS OFFICE HAVE BEEN
FILED ON THIS INSTRUMENT

W. H. Thomas

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