

ARTICLES OF INCORPORATION
OF
PROPERTY OWNERS ASSOCIATION OF SPANISH COVE, INC.

ARTICLE ONE

Name

The name of the corporation is: "Property Owners Association of Spanish Cove, Inc."

ARTICLE TWO

Governing Law

The corporation is organized pursuant to the provisions of the Alabama Nonprofit Corporation Act.

ARTICLE THREE

Period of Duration

The corporation shall have perpetual duration.

ARTICLE FOUR

Purpose

The corporation is organized as a nonprofit corporation for any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Alabama, and shall be authorized in connection therewith to carry on any lawful business, including but not limited to the following: to acquire certain common areas, wilderness areas, clubhouses, recreational facilities and roads in the "Spanish Cove" development in Baldwin County, Alabama; to own, operate, maintain, repair, renovate and restore the corporation's properties; and to succeed to all or part of the rights, powers, duties and obligations of SP Cove Properties Corp. and Cove Club of Perdido Bay Inc. under that certain Amended and Restated Declaration of Restrictive Covenants and Conditions Applicable to Spanish Cove Development, recorded on February 24, 1988 in the Office of the Probate Judge, Baldwin County, Alabama, as the same may be amended from time to time.

This document prepared by:

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RECORDED
JUL 18 10 49 AM '91
STATE OF ALABAMA
COUNTY OF BALDWIN
FILED
JUL 18 1991
JUDGE OF PROBATE

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ARTICLE FIVE

Removal of Directors

Any individual director may be removed from office, with or without cause, by the affirmative vote of members holding a majority of the total number of votes then held by all members of the Association.

ARTICLE SIX

Certain Provisions Regarding the Bulk Owner

The following provisions of the Bylaws of the corporation shall not be altered, amended or repealed without the prior written consent of each entity or person then included within the defined term Bulk Owner (as said term is defined in the Bylaws of the corporation): Section 1.1.5, Section 1.1.6, Section 1.1.9, Section 1.1.13, Section 1.1.14, Section 1.1.16, Section 3.2, the third sentence of Section 4.1, clause (b) of the second sentence of Section 4.2.1.1, Section 11.5, Section 15 1, and Article Sixteen.

ARTICLE SEVEN

Registered Office and Agent

The initial registered office of the corporation shall be at Spanish Cove on Perdido Bay, County Road 99 and Clubhouse Drive, with a mailing address of Post Office Box 218, Lillian, Alabama 36549. The initial registered agent of the corporation shall be Montie Clark.

ARTICLE EIGHT

Initial Board of Directors

The initial Board of Directors shall consist of three members whose names and addresses are as follows:

Mel Dashevsky
1693 Santa Cruz Drive
Lillian, Alabama 36549

Jim Ball
1805 Rico Drive
Lillian, Alabama 36549

Ed Woomer
2178 Spanish Oak Drive
Lillian, Alabama 36549

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ARTICLE NINE

Incorporator

The name and address of the incorporator is as follows:

Ed Woomer
2178 Spanish Oak Drive
Lillian, Alabama 36549

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 18th day
of JULY, 1991.

Ed Woomer

Ed Woomer, Incorporator

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