

STATE OF ALABAMA

LEE COUNTY

CERTIFICATE OF FORMATION OF
THE VILLAS AT AUBURN VILLA OWNERS ASSOCIATION, INC.,
A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, desiring to form a non-profit corporation for the purpose of carrying on a lawful business according to the laws of the State of Alabama, do hereby make and subscribe to the following Certificate of Formation (hereinafter referred to as the "Certificate"), pursuant to the provisions of the Alabama Nonprofit Corporation Law, codified at §§ 10A-3-1.01 Code of Alabama (1975) et seq., as last amended (hereinafter the "Nonprofit Law" and the "Alabama Code", respectively).

ARTICLE I - NAME

The name of the Corporation shall be "The Villas at Auburn Villa Owners Association, Inc." (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually unless sooner dissolved according to Corporation's Bylaws or the Alabama Code.

ARTICLE III - PURPOSE AND POWERS

Section 3.1 Purpose: The Corporation's specific purpose shall be maintaining the architectural integrity of the Villas at Auburn condominium and operating its Board of Directors to enforce its Declaration of Condominium and all exhibits thereto (hereinafter referred to as the "Condo"). The Corporation also exists to promote the health, safety and welfare of the Corporation's members and enforce all covenants, restrictions and regulations of the Condo.

Section 3.2 Powers: The Corporation shall have all powers reasonable, necessary, and allowed not in violation of the Corporation's Governing Documents or the Nonprofit Law, to fulfill the Corporation's purposes, including but not limited to the power to;

1. Estimate the Corporation's annual budget and to assess or otherwise collect the necessary funds from the Owners;
2. To borrow money, take out loans, and obtain financing from individuals and institutions in order to supplement or obtain the funds necessary to operate the Corporation
3. To use the funds obtained through dues, assessments, loans, and other sources in order to operate;
4. To obtain, through purchase, lease, or grant, equipment and supplies necessary to operate;
5. To maintain, insure, repair, improve, and otherwise hold such equipment and supplies;
6. To obtain, through purchase, lease, grant or gift, real property within the Condo in

order to protect, promote, or otherwise achieve the Corporation's purpose;

7. To insure, maintain, improve, and otherwise manage such real property;

8. To enforce the restrictions, covenants, rules and regulations, and other rights in favor of the Corporation or Owners, according to the Governing Documents, state law, and any duly adopted and enforceable procedure;

9. To hire, retain, or otherwise engage such individuals, companies, firms, and service providers, necessary to fulfill the Corporation's purposes, and to use Corporation funds for payment to and resulting from such services;

10. Subject to the limitations and restrictions imposed by the Governing Documents and state law, to make, accept, endorse, execute, and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time for the purchase of property or for any purpose in or about the business of the Corporation; and

11. To establish lines of credit with banking houses for the purposes hereinabove enumerated and set forth, to incur indebtedness, to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of warrants, bonds, debentures or obligations, negotiable and transferable instruments, and evidences of indebtedness of any kind, whether secured by mortgage, pledge, deeds of trust, or otherwise, for the purpose of adding additional capital, or for any other purposes in or about its business or affairs without limit as to amount, except as provided by statute, this to be done on such terms and conditions and by such officers as such banking house or houses may require.

Section 3.3 Additional Purposes and Powers: In addition to the foregoing, the Corporation may exist for additional purposes so long as those additional purposes substantially relate to advance those provided above; and, further, the Corporation may exercise any additional powers reasonable and necessary for fulfillment of any purpose permitted by the Corporation's then current Certificate of Formation, Declaration of Condominium, any conditions or restrictions or Bylaws, (which, together, constitute the Corporation's governing documents within the meaning of Alabama Code § 10A-1-1.03(40) and are collectively referred to herein as the "Governing Documents").

Section 3.4 Pecuniary Gain: The Corporation does not contemplate pecuniary gain or profit to the Corporation members.

Section 3.5 Title: All funds and property acquired by the Corporation, and any proceeds thereof, shall be held in the name of the Corporation in trust for the members of the Corporation in accordance with the provision of the Corporation's Governing Documents.

ARTICLE IV – REGISTERED AGENT

The address of the initial registered agent of the Corporation shall be Travis R. Wisdom, Esq. and the address for the office of such registered agent shall be 2353 Bent Creek Road, Suite 100, Auburn, Alabama 36830 .

ARTICLE V – MEMBERSHIP

The Corporation shall not issue stock of any kind. Each person or entity who is the record owner of a lot in the Condo (an Owner) shall be a Member of the Corporation. There shall be one (1) Member for each lot. Membership is appurtenant to and inseparable from ownership of a lot

in the Condo. Every Member is subject to assessment of dues and other obligations of membership as provided by the Governing Documents and state law

ARTICLE VI - INCORPORATORS

The name and address of the incorporator is as follows:

Jack Hughston 2353 Bent Creek Road, Suite 100, Auburn, AL 36830

ARTICLE VII – OFFICERS

The officers of the Corporation shall consist of a President and a Secretary/Treasurer, except that the same person shall not serve as both President and Secretary/Treasurer, concurrently. Each officer shall be elected or appointed at such time and in such manner and for such terms and shall have the powers and duties as may be prescribed in the Bylaws.

ARTICLE VIII - DIRECTORS

The initial directors of the Corporation with their respective addresses are as follows:

Edgar Hughston 8219 North Crossing Court, Fortson, GA 31808

Jack Hughston 8219 North Crossing Court, Fortson, GA 31808

Michael V. Shannon 2353 Bent Creek Road, Suite 100, Auburn, AL 36830

ARTICLE IX – BYLAWS

The Corporation shall adopt and maintain, as necessary, Bylaws to serve as the code of rules regulating and managing the affairs of the Corporation.

ARTICLE X – INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation, through surety or by its own assets, against all expenses and liabilities, including reasonable attorney's fees, reasonably incurred by or imposed upon such director or officer in connection with any proceeding or any settlement of proceeding to which the director or officer is made a party or otherwise required to become involved by reason of his or her service in such capacity, except when the director or officer is adjudged guilty of willful misfeasance in the performance of their official duties. The forgoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled. The Corporation is authorized to purchase such insurance coverage in order to satisfy such indemnification.

ARTICLE XI – AMENDMENTS

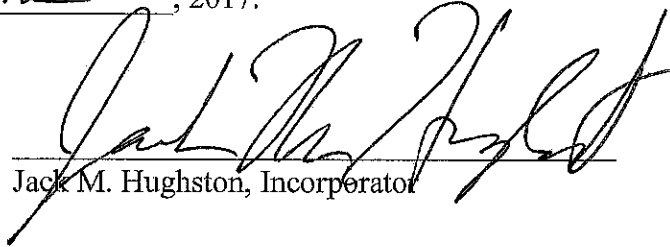
The Corporation reserves the right to amend, alter, change, or repeal any provision contained herein according to the manner now or hereafter prescribed by the Alabama Code, and all rights conferred upon officers, directors, and members herein are granted subject to this reservation.

ARTICLE XII – ACTIONS IN LIEU OF MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof or the members of the Corporation may be taken without a meeting if,

prior to such action, a written consent thereto is signed by all directors or of such committee or the members, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or such committee or the members of the Corporation.

IN TESTIMONY AND WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 8th day of June, 2017.




Jack M. Hughston, Incorporator

STATE OF ALABAMA

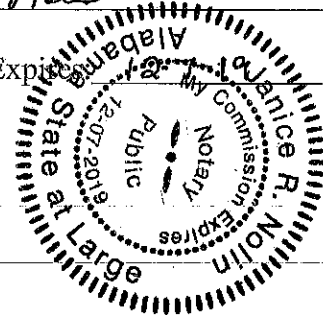
LEE COUNTY

I, the undersigned authority, a Notary Public for the State of Alabama at large, hereby certify that Jack M. Hughston, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 8th day of June, 2017.



Notary Public
My Commission Expires



Travis R. Wisdom
The Wisdom Firm LLC
2353 Bent Creek Rd., Suite 100
Auburn, AL 36830

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

The Villas at Auburn Villa Owners Association, Inc.

This name reservation is for the exclusive use of Travis R. Wisdom, 2353 Bent Creek Road, Suite 100, Auburn, AL 36830 for a period of one year beginning June 15, 2017 and expiring June 15, 2018

Book/Pg: 1317/982
Term/Cashier: AAPJCDSK04 / ED
Tran: 18439.265926.355091
Recorded: 06-15-2017 15:00:31
REC Recording Fee
Total Fees: \$ 55.00

55.00

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.



RES762555

June 15, 2017

Date

John H. Merrill

Secretary of State