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Shelby Cnty Judge of Probate, AL  
12/14/1977 12:00:00 AM FILED/CERT

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MINUTES OF A JOINT MEETING OF STOCKHOLDERS  
AND DIRECTORS OF Alloy Cast Products, Inc.

A joint meeting of the stockholders and directors of Alloy Cast Products, Inc.  
was held in the office of the Company, in the City of Columbiana ~~Birmingham~~, Alabama, on the 5th day of December  
19 77, at which meeting were present in person the following stockholders of the Company, viz: James M. Foster,  
III and Charles J. Fisher and present the following directors of the Company, viz: James M. Foster,  
III and Charles J. Fisher these being all of the stockholders and directors of the Company.  
James M. Foster, III presided as Chairman of the meeting and James M. Foster, III acted  
as Secretary thereof. Each stockholder and director waived notice of the time, place and purpose of the meeting.

The following resolution was introduced and upon motion duly made and seconded said resolution was  
unanimously adopted:

BE IT RESOLVED, that the President of this Company be and he is hereby authorized and em-  
powered to borrow, for and in the name of the Company from the City National Bank of Birmingham,  
the sum of One hundred seventy-five thousand and no/100-----  
at such rate of interest and for such period of time, and on such terms and conditions as may be  
approved by the President and that to secure such loan the President of this Company be and he  
is hereby authorized and empowered to make, execute and deliver to the City National Bank of  
Birmingham a mortgage containing such terms, stipulations and conditions as may be approved by  
the President of this Company, conveying real estate of the Company situated in Shelby  
County, Alabama, described as follows:

See Exhibit "A" attached for legal description of  
real estate.

BE IT FURTHER RESOLVED, that the President of this Company be and he is hereby authorized  
and directed to enter into a separate loan agreement with said Bank, contemporaneously with the  
execution and delivery of said mortgage and note, which loan agreement shall further govern the  
terms and conditions of said loan and shall be in such form and contain such terms and provisions  
as shall meet the approval of the President of this Company.

BE IT FURTHER RESOLVED, that the President of this Company be and he is hereby further  
authorized and directed to enter into a construction contract with \_\_\_\_\_  
for the construction of buildings on said real estate, which buildings shall conform to the plans  
and specifications referred to in said loan agreement. Said construction contract shall contain  
such terms and provisions as shall meet the approval of the President of this Company.

BE IT FURTHER RESOLVED, that the President of this Company be and he is hereby authorized  
and directed to transfer, assign and convey to said Bank as additional security any and all such  
personal property now or hereafter owned by the Company as may be required by the Bank and as  
may be approved by the President of this Company.

BOOK 22 PAGE 920  
*Jack Atkinson*



EXHIBIT "A"

to that certain note and mortgage, corporate borrowing resolution  
and real estate borrowing resolution executed on December 5, 1977



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PARCEL 1:

Commence at the Northwest corner of Section 26, Township 21 South, Range 1 West, and run South 1 deg. 44 min. East along the West boundary of said Section a distance of 849.41 feet to a point; thence turn an angle of 124 deg. 26 min. to the left and run North 54 deg. 07 min. East a distance of 825.60 feet to the West line of a 50-foot easement; thence continue North 54 deg. 07 min. East a distance of 60.62 feet to the Northeast corner of said 50-foot easement; thence turn an angle of 124 deg. 09 min. to the right and run South 1 deg. 27 min. East a distance of 80 feet, more or less, to the South line of highway right-of-way line to the point of beginning of the lot being herein described; thence North 54 deg. 07 min. East along said South right-of-way line 183 feet; thence turn a 90-degree angle to the right and run Southerly to the North right-of-way line of the Southern Railway; thence along said railroad right of way to the West line of proposed dirt road; thence North along the right of way of said dirt road 258.28 feet to the point of beginning.

PARCEL 2:

A tract of land located in the West half of the SE $\frac{1}{4}$  of Section 23, Township 21 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows: Commence at the Northwest corner of the SW $\frac{1}{4}$  of the SE $\frac{1}{4}$  of Section 23, Township 21 South, Range 1 West; thence run South 38 deg. 49' 45" East along the old George Vasser lot a distance of 591.20 feet to the South margin of a gravel road and the point of beginning; thence continue in the same direction a distance of 22.59 feet to a point on the Northwest right of the Southern Railroad; thence turn an angle of 85 deg. 06' to the left and run along said railroad right of way a distance of 503.08 feet to the P.C. of a curve; thence run along said curve (whose Delta Angle is 7 deg. 02' 52" to the left; Radius is 2935.75 feet; Tangent is 180.78 feet; Length of Arc is 361.11 feet) to a point on the old line of Barnett lot; thence turn an angle of 63 deg. 31' 08" to the left from said Tangent and run along said Old Barnett Line a distance of 647.07 feet to a point on the South line of a gravel road; thence turn an angle of 83 deg. 28' 59" to the left and run along said road a distance of 104.20 feet; thence turn an angle of 23 deg. 02' 01" to the left and continue along said road a distance of 181.34 feet; thence turn an angle of 25 deg. 30' to the left and continue along said road a distance of 135.08 feet; thence turn an angle of 17 deg. 55' to the left and continue along said road a distance of 343.39 feet; thence turn an angle of 2 deg. 39' to the right and run along said road a distance of 302.35 feet; thence turn an angle of 14 deg. 20' to the left and continue along said road a distance of 188.19 feet; thence turn an angle of 11 deg. 57' to the right and run a distance of 86.11 feet to the point of beginning, and containing 9.83 acres, more or less.



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BE IT FURTHER RESOLVED, that all actions heretofore taken by the officers of this Company or any of them, for the procurement of said loan and giving security for same, and all agreements heretofore made by any of them with respect thereto, and all actions had and things done by any of them in and about the initiation and construction of the building project referred to in said loan agreement, be and the same are hereby ratified, approved and confirmed.

BE IT FURTHER RESOLVED, that the President of the Company be and he is hereby further authorized and directed to perform all such acts, sign all such agreements and other papers, execute all such transfers, and conveyances, and do all such other matters and things including the faithful performance by the Company, or by its President acting in its behalf of agreements made in connection with said construction loan, which to him shall seem meet and proper or which may be required by the City National Bank of Birmingham as a condition to or as desirable in connection with the borrowing of said sum of money; it being intended hereby to give and grant to the President of this Company full and complete authority to negotiate for and obtain said loan, and to secure the same to such extent and in such way as shall meet the requirements of the lender, and to close said loan in all respects as shall make the same binding on this Company in accordance with the terms, provisions and conditions of said note, mortgage and loan agreement.

There being no further business, the meeting adjourned.

Dated this 5th day of December, 1977.

X James M. Foster III  
Acting Secretary

James M. Foster III  
Chairman  
James M. Foster, III

Charles J. Fisher  
Charles J. Fisher

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I, the undersigned Secretary of said Company and the keeper of its charter, minutes and records, hereby certify that the above named persons are all of the stockholders and directors of the Company, and that their signatures appearing above are genuine, and that the above and foregoing minutes appear in the minute records of the Company and are the genuine minutes they purport to be.

This 5th day of December, 19 77.

X James M. Foster III  
Acting Secretary of Alloy Cast Products, Inc.