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MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
RIVERCHASE SEWER DISTRICT

The special meeting of the directors of Riverchase Sewer District was held in Birmingham, Alabama at 1 Riverchase Parkway on the 10th day of April, 1984, at 7:30 o'clock a.m., pursuant to call and Waiver of Notice signed by all the directors of the corporation. There were present and participating at the meeting, James D. Davenport, Samuel A. DiPiazza, Jr., Joseph E. McKay, Roger Yanko, John T. Carey, Ben L. Chenault, and Craig Goldey, being all the directors of the corporation. Roger Yanko acted as Chairman of the meeting and Joseph E. McKay acted as Secretary.

The secretary was instructed to attach to the minutes of the meeting the written Waiver signed by the directors, fixing the time, place and purpose of the meeting.

The Chairman then stated that the recent annexation of the corporation's service area into the city limits of Hoover, Alabama ended any necessity for the continued existence of the Corporation.

The Chairman further stated that the corporation presently has no bonds or other obligations outstanding, and has or owns no cash on hand or in banks, accounts receivable, choses in action or other intangible property.

The Chairman then stated that it was in order to dissolve the corporation and to provide for the distribution of the assets of the corporation according to law. Following discussion, upon motion duly made, seconded and unanimously carried, the following preambles and resolutions were adopted:

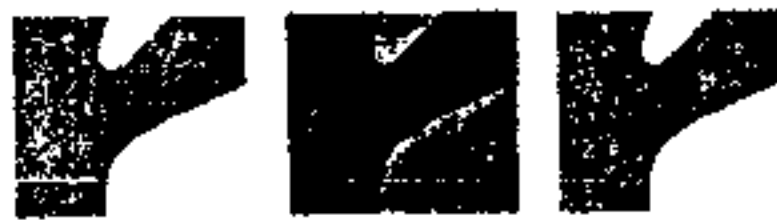
WHEREAS, on March 8, 1978, the Certificate of Incorporation of Riverchase Sewer District was filed with the Judge of Probate of Shelby County, Alabama in Book 016, Page 989; and

WHEREAS, the majority of the service area of the corporation has been annexed into the City of Hoover, Alabama; and

WHEREAS, the corporation presently has no bonds or other obligations outstanding; and

WHEREAS, the corporation presently has or owns no cash on hand or in banks, accounts receivable, choses in action or other intangible property;

RIVERCHASE



NOW, THEREFORE, BE IT RESOLVED that this corporation, the Riverchase Sewer District, be and hereby is dissolved pursuant to the provisions of 1975 Code of Alabama §11-89-17; and

BE IT FURTHER RESOLVED that all tangible personal property, other than cash, title to any real estate owned by the corporation, and any other intangible interest in land, shall vest in the City of Hoover, Alabama, upon the dissolution of this corporation according to the provisions of 1975 Code of Alabama §11-89-17; and

BE IT FURTHER RESOLVED that the directors of this corporation, are hereby authorized to execute any and all documents necessary or desirable to evidence the transfer of the aforementioned real and personal property of the corporation to the City of Hoover, to do any and all such further acts and things and to execute such documents as they may consider necessary or desirable to carry out and implement the dissolution of this corporation and to wind up the affairs of this corporation, and to otherwise do all things they deem necessary or desirable to carry out the purposes and intentions hereof including the assignment of its agreement with the Birmingham Water Works Board of July 1, 1978 to the City of Hoover; and

BE IT FURTHER RESOLVED that a certified copy of the minutes of this special meeting of the Board of Directors of Riverchase Sewer District be recorded in the Office of the Judge of Probate of Shelby County, Alabama.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and carried, adjourned.

APPROVED:

Chairman

Secretary

ACCEPTED AND APPROVED:

James D. Davenport

Samuel A. DiPiazza, Jr.

Joseph E. McKay

Roger Yanko

John T. Carey

Ben L. Chenault

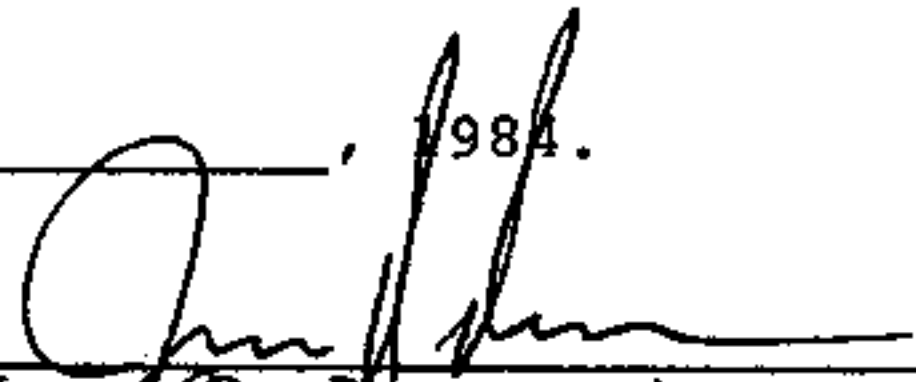
Craig Boldey

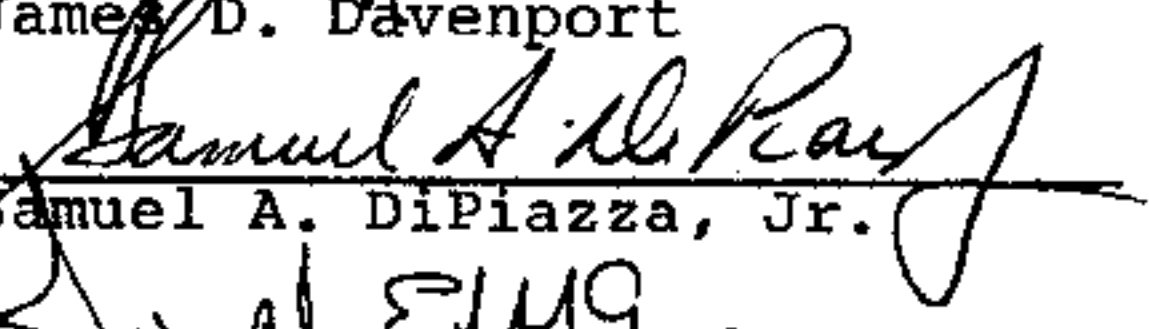
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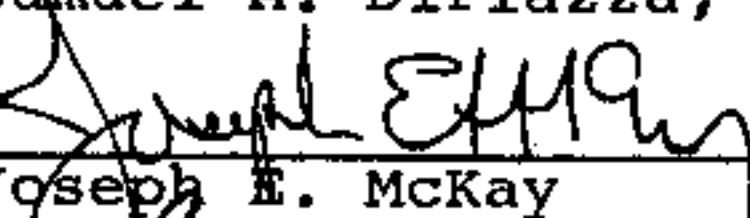
WAIVER OF NOTICE OF THE SPECIAL
MEETING OF THE BOARD OF DIRECTORS OF
RIVERCHASE SEWER DISTRICT

We, the undersigned, being all the directors of Riverchase Sewer District, a public corporation organized under the provisions of 1975 Code of Alabama §11-89-1 et seq., do hereby waive all notice of the special meeting of the Directors of such corporation and agree that such meeting shall be held at Birmingham, Alabama on the 10 day of April, 1984, at 7:30 o'clock a.m. and agree that such meeting may be adjourned and reconvened from time to time as necessary; and we do hereby consent to the transaction of any and all business that may come before the meeting, including dissolution of the corporation and transfer of the assets of the corporation according to law.

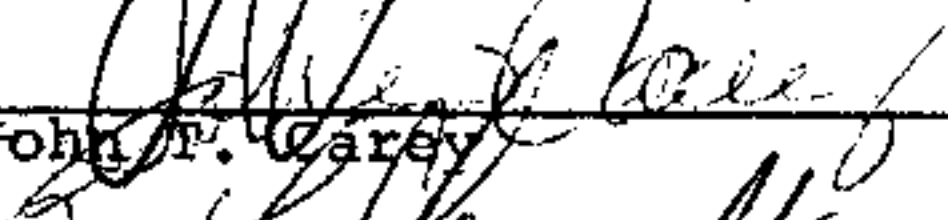
This the 10th day of April, 1984.

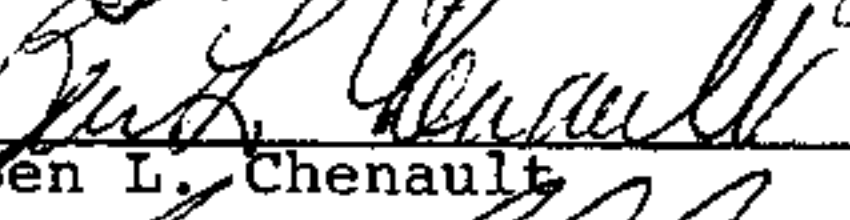

James D. Davenport


Samuel A. DiPiazza, Jr.


Joseph E. McKay


Roger Yanko


John P. Carey


Ben L. Chenault


Craig Goldey

RIVERCHASE SEWER DISTRICT

SECRETARY'S CERTIFICATE

The undersigned, being the duly elected Secretary of Riverchase Sewer District, a corporation organized and existing under the provisions of 1975 Code of Alabama § 11-89-1, et seq. (the "Corporation"), hereby certifies as follows:

1. Attached hereto is a true and correct copy of the minutes of the special meeting of the directors of Riverchase Sewer District held on April 10, 1984, at which time the directors adopted a resolution to dissolve the Corporation.

2. The persons named below are the current and duly elected directors of the Corporation, and the signature opposite the name of each such director is his genuine signature:

Name

James D. Davenport

Samuel A. DiPiazza, Jr.

Joseph E. McKay

Roger Yanko

John T. Carey

Ben L. Chenault

Craig Goldey

Signature

[Handwritten signatures of the seven directors listed above, each written over a horizontal line.]

In Witness Whereof, I have made this Certificate on this the 10th day of April, 1984.

[Handwritten signature of Joseph E. McKay]
Secretary
Riverchase Sewer District

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

[Handwritten signature]
JUNE 14 1984

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State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

RIVERCHASE SEWER DISTRICT

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of RIVERCHASE SEWER DISTRICT, duly signed

and verified pursuant to the provisions of Section _____ of the Alabama Business 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 DISSOLUTION of RIVERCHASE SEWER DISTRICT, and attaches

hereto a duplicate original of the Articles of DISSOLUTION

GIVEN Under My Hand and Official Seal on this the 17th day of MAY, 1984



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT TO BE TRUE

1984 MAY 17 AM 11:28

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Thomas A. Brundage, Jr.

Judge of Probate

Fee 13.50
Jud 1.00
14.50

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