

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
SPRING CREEK WATER AUTHORITY

The undersigned, as Chairman of the Board of Directors and as Secretary-Treasurer, respectively, of Spring Creek Water Authority (the "Authority"), a public corporation under the laws of Alabama, hereby certify, in the name and on behalf of the Authority, under its seal, as follows:

1. The Board of Directors of the Authority has heretofore adopted a Resolution, a true and correct copy of which is attached hereto and labeled Exhibit "A". On the 6th day of February, 1989, the Shelby County Commission adopted a Resolution, a certified copy of which is attached hereto and labeled Exhibit "B".

2. Each of the aforesaid resolutions is still in full force and effect and neither has been amended, altered or repealed. It is proposed that the Certificate of Incorporation of the Authority, which was filed for record in the Office of the Judge of Probate of Shelby County, Alabama on January 14, 1974 and there recorded in Corporation Book 11, at Pages 678-683, be amended as follows:

ARTICLE ONE-A be added to the Certificate of Incorporation of Spring Creek Water Authority ("the Authority") to provide the following:

ARTICLE ONE-A

"Effective March 1, 1989, the Board of Directors of the Authority shall consist of five members to be elected by the Shelby County Commission, or successor governing body of Shelby County, Alabama, in the manner provided by Section 11-88-6, 1975 Code of Alabama. The increase in the membership of the Board of Directors from the initial three Directors shall be accomplished in this manner: Shelby County Commission shall elect one of the two new Directors to take office on March 1, 1989, with such Director's term of office ending at noon on March 1, 1991; and, Shelby County Commission shall elect the other one of the two new Directors to take office on March 1, 1989, with such Director's term of office ending on March 1, 1993. The terms of office of two of the five Directors will be next vacant for election on March 1, 1991, and the terms of office of two other of the five Directors will next be vacant for election on March 1, 1993, and the term of office of the fifth Director will be next vacant for election on March 1, 1995. The term of office of each of the two new Directors, added by this Amendment, shall following the initial term of such new Director be for a period of six years.

Each Director of the Board of Directors of this Authority elected by the Shelby County Commission must be a duly qualified elector in Shelby County and must be a resident of and the owner of real property in the service area of this Authority, as it now exists or is hereafter changed by lawful amendment to the Certificate of Incorporation of this Authority, any other criteria in law for the status and residency qualifications for Directors of such public corporations notwithstanding.

Wade Martin

Each Director of the Board of Directors of this Authority shall be entitled to expense reimbursement and additional compensation as provided by Section 11-88-6, 1975 Code of Alabama, as the same now exists or may be hereinafter amended."

This 7 day of February, 1989.

SPRING CREEK WATER AUTHORITY

BY: Raymond E. Thornburg
Raymond E. Thornburg, Chairman
of the Board of Directors

BY: Harold D. Scott
Harold D. Scott, Secretary-Treasurer

SEAL

This instrument prepared by
Wade H. Morton, Jr., Attorney at Law
113 South Main Street, P O Box 1227
Columbiana, Alabama 35051-1227.

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STATE OF ALABAMA)
SHELBY COUNTY)

A RESOLUTION IN WRITING PROVIDING FOR THE AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF SPRING CREEK WATER AUTHORITY,
SHELBY COUNTY, ALABAMA, UNDER PROVISIONS OF ARTICLE 1, CHAPTER 88
OF TITLE 11 OF THE CODE OF ALABAMA 1975, AS AMENDED.

On Motion duly made and recorded, the following resolution was unanimously adopted:

1. That whereas on the 14th day of January, 1974, the Certificate of Incorporation of Spring Creek Water Authority was duly filed for record in the Office of the Judge of Probate of Shelby County, Alabama and duly recorded in Corporation Book 11, at Pages 678-683; and,
2. That whereas the concise legal description of the area of Shelby County, Alabama in which Spring Creek Water Authority is authorized to render water service is lying wholly within the boundaries of Shelby County, Alabama; this land area is hereinafter referred to as "service area".

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF SPRING CREEK WATER AUTHORITY, hereinafter sometimes called the Authority, as follows:

ARTICLE ONE-A be added to the Certificate of Incorporation of Spring Creek Water Authority ("the Authority") to provide the following:

ARTICLE ONE-A

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"Effective March 1, 1989, the Board of Directors of the Authority shall consist of five members to be elected by the Shelby County Commission, or successor governing body of Shelby County, Alabama, in the manner provided by Section 11-88-6, 1975 Code of Alabama. The increase in the membership of the Board of Directors from the initial three Directors shall be accomplished in this manner: Shelby County Commission shall elect one of the two new Directors to take office on March 1, 1989, with such Director's term of office ending at noon on March 1, 1991; and, Shelby County Commission shall elect the other one of the two new Directors to take office on March 1, 1989, with such Director's term of office ending on March 1, 1993. The terms of office of two of the five Directors will be next vacant for election on March 1, 1991, and the terms of office of two other of the five Directors will next be vacant for election on March 1, 1993, and the term of office of the fifth Director will be next vacant for election on March 1, 1995. The term of office of each of the two new Directors, added by this Amendment, shall following the initial term of such new Director be for a period of six years.

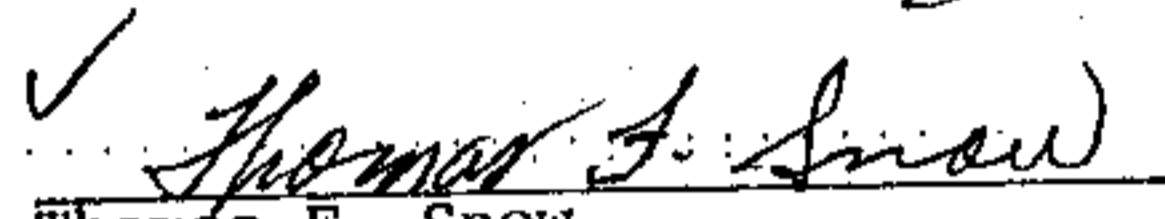
Each Director of the Board of Directors of this Authority elected by the Shelby County Commission must be a duly qualified elector in Shelby County and must be a resident

and the owner of real property in the service area of this Authority, as it now exists or is hereafter changed by lawful amendment to the Certificate of Incorporation of this Authority, any other criteria in law for the status and residency qualifications for Directors of such public corporations notwithstanding.

Each Director of the Board of Directors of this Authority shall be entitled to expense reimbursement and additional compensation as provided by Section 11-88-6, 1975 Code of Alabama, as the same now exists or may be hereinafter amended."

IN WITNESS WHEREOF the undersigned members of the Board of Directors have hereunto set their hands and affixed their seals on the 10th day of December, 1988.

 (SEAL)
Raymond E. Thornburg

 (SEAL)
Thomas F. Snow

 (SEAL)
Harold D. Scott

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The undersigned, as Secretary-Treasurer of Spring Creek Water Authority, hereby certifies that the foregoing is a true and correct copy of a Resolution duly adopted by the Board of Directors of Spring Creek Water Authority at a meeting of the Board of Directors of the said Authority held on December 10, 1988, as the same appears in the permanent records of the said Authority in my custody.

Witness my signature, under the seal of the said Authority,
this 3rd day of February, 1989.

Harold D. Scott

Harold D. Scott
Secretary-Treasurer

SEAL

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BE IT RESOLVED BY THE SHELBY COUNTY COMMISSION, the governing body of Shelby County, Alabama, as follows:

1. An Application in writing dated February 3, 1989 was filed with this Commission to amend the Certificate of Incorporation of Spring Creek Water Authority, under the provisions of Section 11-88-5 of the 1975 Code of Alabama.

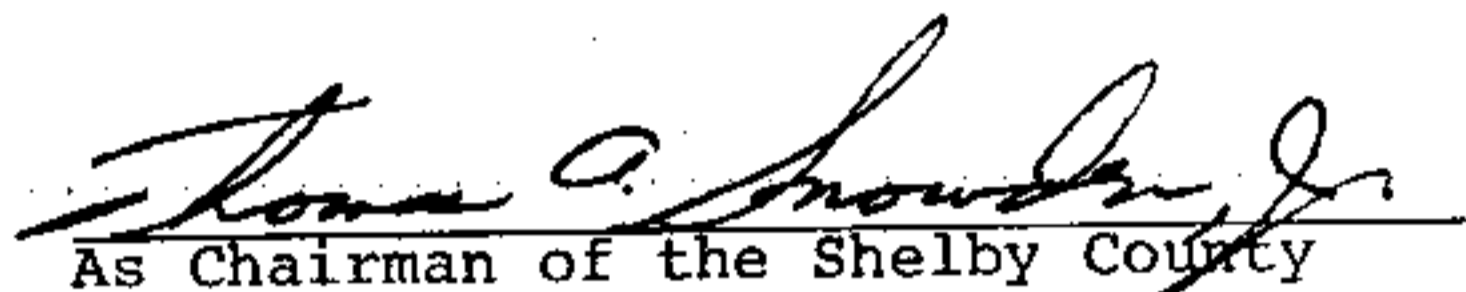
2. The said Application has been reviewed by this Commission and it has been found and determined as a matter of fact that the statements in the said application are true.

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CERTIFICATE OF CORRECTNESS

The undersigned, as Chairman of the Shelby County, Commission, the governing body of Shelby County, Alabama, hereby certifies that the foregoing is a true, correct, and complete copy of a Resolution duly adopted by the said governing body on the 13th day of February, 1989, and that the said Resolution is still in full force and effect and has not been altered, amended or repealed.

WITNESS MY SIGNATURE, as Chairman of the said governing body, under the seal thereof, this 13 day of February, 1989.


As Chairman of the Shelby County
Commission

SEAL

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STATE OF ALABAMA)
SHELBY COUNTY)

IN THE MATTER OF THE PROPOSED AMENDMENT
TO THE CERTIFICATE OF INCORPORATION OF
SPRING CREEK WATER AUTHORITY

On this 13th day of February, 1989, there was filed for record in this office a Certificate respecting a proposed Amendment to the Certificate of Incorporation of Spring Creek Water Authority (herein called the "Authority"), pursuant to the provisions of Article 1 of Chapter 88 of Title 11 of the 1975 Code of Alabama. Attached to the Certificate were certified copies of Resolutions adopted by the Board of Directors of said Authority and the governing body of Shelby County, Alabama, all in accordance with Section 11-88-5 of the said Code. The undersigned Judge of Probate has promptly examined all of such documents for the purpose of determining whether they are complete and regular on their face, and whether the form and contents of the aforesaid proposed amendment comply with the provisions of the said Article.

Upon examination and consideration of all such documents, the undersigned expressly finds as a fact all such documents are complete and regular on their face and that the form and contents of the proposed amendment comply with the provisions of the said Article, and it is herewith so ordered, adjudged and decreed.

It is further ordered, adjudged and decreed that all such documents, together with the within order, be forthwith recorded.

Thomas A. Snowden, Jr.
As Judge of Probate of Shelby
County, Alabama

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

89 FEB 14 AM 8:29

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 10.00
Jud 1.00

11.00

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