

STATE OF ALABAMA
SHELBY COUNTY

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF SPRING CREEK WATER AUTHORITY,
AS HERETOFORE AMENDED

The undersigned Thomas F. Snow, as Chairman of the Board of Directors, and the undersigned William T. Page, as Secretary-Treasurer, respectively, of Spring Creek Water Authority (hereinafter referred to as 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, on the 2nd day of February, 1990, adopted a Resolution providing for the amendment of the Certificate of Incorporation of Spring Creek Water Authority, Shelby County, Alabama, under the provisions of Article 1, Chapter 88 of Title 11 of 1975 Code of Alabama, as amended, and thereafter filed its Application for permission to amend the Certificate of Incorporation of Spring Creek Water Authority, Shelby County, Alabama, with the Shelby County Commission, which is the governing body of Shelby County, Alabama, and on February 12, 1990, said Shelby County Commission at its regular meeting reviewed said Application, found and determined that the statements in said Application were true, and adopted a Resolution declaring that it had reviewed said Application and had found and determined as a matter of fact that the statements in said Application are true, all as shown by a certified copy of a portion of the minutes of said meeting of February 12, 1990, which are attached hereto as Exhibit "A".

2. The Chairman of the Board of Directors of said Authority and the Secretary of said Authority, do now, pursuant to 1975 Code of Alabama, 11-88-5, sign this document and certificate; to be filed for record in the office of the Judge of Probate of Shelby County, Alabama, in the name of and in behalf of said Authority, under its seal, reciting the adoption of said respective resolutions by the Board and by each of the said governing bodies and setting forth the proposed amendment.

It is proposed that the Certificate of Incorporation of the Authority which was filed for record in the office of the Judge

11. E. H. F.

of Probate of Shelby County, Alabama, on January 14, 1974, and there recorded in Corporation Book 11 at pages 678-683, and thereafter amended by document duly filed for record in said Probate Office in Corporation Book 038 at pages 85-92, be amended as follows:

ARTICLE ONE-A of the Certificate of Amendment to the Certificate of Incorporation of Spring Creek Water Authority which was recorded in the office of the Judge of Probate of Shelby County, Alabama, on February 14, 1989, in Corporation Book 038, pages 85-92, viz:

"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."

be, and the same is hereby, revoked, annulled, cancelled, and held for naught, said paragraph being henceforth eliminated as a part of the Certificate of Incorporation of Spring Creek Water Authority, as amended".

IN WITNESS WHEREOF, we the undersigned, Chairman of the Board of Directors and Secretary of the Authority have hereunto set our hands and affixed the seal of said Authority on this the 21 day of March, 1990.

Thomas F. Snow (SEAL)

Thomas F. Snow, Chairman of
Board of Directors

William T. Page (SEAL)

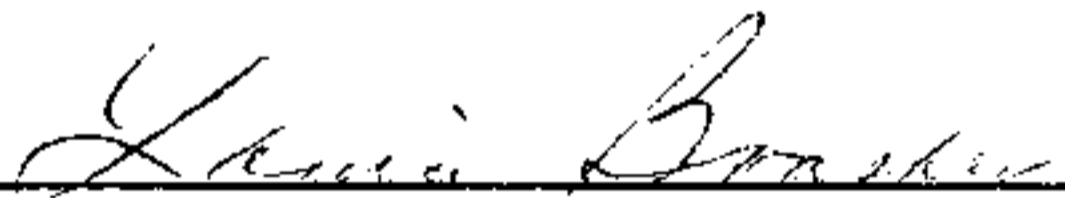
William T. Page, Secretary-
Treasurer

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Thomas F. Snow, whose name as Chairman of the Board of Directors of Spring Creek Water Authority, is signed to the foregoing Certificate of Amendment to the Certificate of Incorporation of Spring Creek Water Authority, as heretofore amended, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, he, in his capacity as such Chairman of the Board of Directors, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 21 day of March, 1990.



Notary Public

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William T. Page, whose name as Secretary-Treasurer of the Board of Directors of Spring Creek Water Authority, is signed to the foregoing Certificate of Amendment to the Certificate of Incorporation of Spring Creek Water Authority, as heretofore amended, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, he, in his capacity as such Secretary-Treasurer of the Board of Directors, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 21 day of March, 1990.



Notary Public

BOOK 041 PAGE 223

February 12, 1990

STATE OF ALABAMA

SHELBY COUNTY

The Shelby County Commission of Shelby County, Alabama, met at the Courthouse in the City of Columbiana at 8:40 o'clock A.M., Monday, February 12, 1990, the regular place for holding said regular meeting. The meeting was called to order by the Chairman, Thomas A. Snowden, Jr., with invocation given by Commissioner Howard Foster. Commissioner Ken Wilson led the group in the Pledge of Allegiance. The following members were present:

Thomas A. Snowden, Jr., Chairman
 Commissioner Steve Chambers
 Commissioner Howard Foster
 Commissioner Ken Wilson
 Commissioner Paul Yeager

SPRING CREEK WATER AUTHORITY, SHELBY COUNTY, ALABAMA - MR. OLIVER P. HEAD OF WALLACE, ELLIS, HEAD & FOWLER

Attorney Oliver P. Head came before the Commission with an application for permission to amend the Certificate of Incorporation of Spring Creek Water Authority, Shelby County, Alabama, from five (5) to three (3) Board members. This change was initiated at the suggestion of the Bond Counsel. Also, for acceptance of the resignation of Mr. Harold D. Scott, Director and Secretary/Treasurer of Spring Creek Water Authority, and the appointment of Mr. Larry E. Guy to fill this unexpired term of office. The Application for Permission to amend the Certificate of Incorporation of Spring Creek Water Authority, Shelby County, Alabama, is set out, pursuant to the provisions of 1975 Code of Alabama 11-88-5, as follows:

STATE OF ALABAMA
 SHELBY COUNTY

APPLICATION FOR PERMISSION TO AMEND THE CERTIFICATE OF
INCORPORATION OF SPRING CREEK WATER AUTHORITY,
SHELBY COUNTY, ALABAMA

Thomas F. Snow, William T. Page, and Larry Guy, the Board of Directors of Spring Creek Water Authority, make application to the Shelby County Commission for permission to amend the Certificate of Incorporation of Spring Creek Water Authority by decreasing the membership of the Board of Directors of said Authority from five directors to three directors, as hereinafter set forth, and represent and show as follows:

1. The Board of Directors of said Authority originally consisted of three directors but was increased to five directors pursuant to the approval of the Shelby County Commission which was granted on February 13, 1989, and as shown by Certificate of Amendment to the Certificate of Incorporation of Spring Creek Water Authority recorded in Corporation Book 038 at pages 85-92, office of Judge of Probate of Shelby County, Alabama.

2. Prior to February 13, 1989, the three members of the Board of Directors were:

(a) the undersigned Thomas F. Snow, who is still a member of the Board of Directors, whose term of office as such director will expire on March 1, 1991;

(b) Raymond E. Thornburg, whose term of office would have expired on March 1, 1993, but whose resignation was accepted by the Shelby County Commission on March 20, 1989; and

(c) Harold D. Scott, whose term of office will expire on

February 12, 1990

SPRING CREEK WATER AUTHORITY, SHELBY COUNTY, ALABAMA (CONTINUED)

March 1, 1995, but who resigned as such director on September 5, 1989; said Harold D. Scott has not served as a director of the Authority since September 5, 1989, although his resignation has not yet been accepted by the Shelby County Commission.

3. The undersigned William T. Page was duly elected by the Shelby County Commission to fill the unexpired term of the aforesaid Raymond E. Thornburg, said term to expire on March 1, 1993.

4. When the Certificate of Incorporation of the Authority was permitted by the Shelby County Commission on February 13, 1989, increasing the number of directors from three to five, the undersigned Larry Guy was appointed as a director to fill one of the two newly created director positions, and the term of said Larry Guy as such director will expire on March 1, 1993.

5. When the Certificate of Incorporation of the Authority was permitted by the Shelby County Commission on February 13, 1989, increasing the number of directors from three to five, Reid White, Sr. was appointed as a director to fill one of the two newly created director positions, and the term of said Reid White, Sr. as such director will expire on March 1, 1991. Said Reid White, Sr., resigned as such director on September 5, 1989, and has not served as a director of the Authority since September 5, 1989, although his resignation has not yet been accepted by the Shelby County Commission.

6. Consequently, the undersigned Thomas F. Snow and William T. Page occupy as directors of the Authority two of the three original Board of Directors positions and the undersigned

(Continued on Page 225)

BOOK 041 PAGE 225

February 12, 1990

SPRING CREEK WATER AUTHORITY, SHELBY COUNTY, ALABAMA (CONTINUED)

Larry Guy occupies as a director one of the two subsequently created Board of Director positions.

7. The said Board of Directors of Spring Creek Water Authority has adopted a Resolution declaring its intention so to decrease the membership of the Board of Directors of the Authority, and to provide for related matters, a true and correct copy of such Resolution being attached hereto as Exhibit "A" and being by reference hereto made a part hereof.

8. Such decrease in the membership of the Board of Directors of Spring Creek Water Authority, and the aforesaid related matters, will promote the public health, convenience, and welfare.

WHEREFORE, said Board of Directors of Spring Creek Water Authority requests that the Shelby County Commission adopt a Resolution declaring that said governing body has reviewed the contents of this said Application and has found and determined as a matter of fact that the statements contained in said Application are true.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of Spring Creek Water Authority have hereunto set their hands and affixed their seals on this the 6th day of February, 1990.

Thomas F. Snow (SEAL)
Thomas F. Snow

William T. Page (SEAL)
William T. Page

Larry E. Guy (SEAL)
Larry Guy

(Continued on Page 226)

BOOK 041 PAGE 226

February 12, 1990

SPRING CREEK WATER AUTHORITY, SHELBY COUNTY, ALABAMA (CONTINUED)

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Thomas F. Snow, whose name as a Director of Spring Creek Water Authority 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, in his capacity as such Director, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 6th day of February, 1990.

Lance Brasher
Notary Public

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William T. Page, whose name as a Director of Spring Creek Water Authority 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, in his capacity as such Director, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 6th day of February, 1990.

Lance Brasher
Notary Public

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Larry Guy, whose name as a Director of Spring Creek Water Authority 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, in his capacity as such Director, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 6th day of February, 1990.

Lance Brasher
Notary Public

(Continued on Page 227)

BOOK 041 PAGE 227

February 12, 1990

SPRING CREEK WATER AUTHORITY, SHELBY COUNTY, ALABAMA (CONTINUED)STATE OF ALABAMA
SHELBY COUNTYExhibit "A"RESOLUTION 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 1975 CODE OF ALABAMA, AS AMENDED

On Motion duly made and seconded, 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 on the 14th day of February, 1989, the Certificate of Amendment to the Certificate of Incorporation of Spring Creek Water Authority was duly filed for record in said Probate Office and duly recorded in Corporation Book 038 at pages 85-92; and

3. 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 being hereinafter referred to as "service area".

BE IT RESOLVED by the Board of Directors of Spring Creek Water Authority, hereinafter sometimes called the "Authority", that the first paragraph of ARTICLE ONE-A of the Certificate of Amendment to the Certificate of Incorporation of Spring Creek Water Authority which was duly recorded in the office of the

(Continued on Page 228)

BOOK 041 PAGE 228

February 12, 1990

SPRING CREEK WATER AUTHORITY, SHELBY COUNTY, ALABAMA (CONTINUED)

Judge of Probate of Shelby County, Alabama on February 14, 1989,
in Corporation Book 038, pages 85-92, viz:

"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."

be, and the same is hereby, revoked, annulled, cancelled, and held for naught, said paragraph being henceforth eliminated as a part of the Certificate of Incorporation of Spring Creek Water Authority, as amended.

It is intended that this amendment to the Certificate of Spring Creek Water Authority shall eliminate from the Board of Directors the two new membership positions which were added by the aforesaid amendment of February 14, 1989, and shall eliminate the individuals who were appointed to fill such membership positions from the Board of Directors, so that the Board of Directors shall now consist of a total of three members, they being the successors in office of the three original members of the Board of Directors as provided in the aforesaid Certificate of Incorporation of Spring Creek Water Authority as recorded in Corporation Book 11, pages 678-683, as follows:

(Continued on Page 229)

BOOK 041 PAGE 229

February 12, 1990

SPRING CREEK WATER AUTHORITY, SHELBY COUNTY, ALABAMA (CONTINUED)

1. Thomas N. Snow, whose term of office as such Director will expire on March 1, 1991 ;

2. William T. Page, whose term of office as such Director will expire on March 1, 1993 ; and

3. Harold D. Scott, whose term of office as such Director will expire on March 1, 1995 , but who has resigned as such Director on September 5, 1989, and has not served as a Director since that date.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of Spring Creek Water Authority, Shelby County, Alabama, have hereunto set their hands and affixed their seals on this the 2 day of ~~January~~ ^{February}, 1990.

Thomas N. Snow (SEAL)
Thomas F. Snow

William T. Page (SEAL)
William T. Page

Larry Guy (SEAL)
Larry Guy

CERTIFICATE OF SECRETARY

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 Feb. 2, 1990, 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 2 day of Feb., 1990.

SEAL

William T. Page
Secretary-Treasurer

(Continued on Page 230)

February 12, 1990

SPRING CREEK WATER AUTHORITY, SHELBY COUNTY, ALABAMA (CONTINUED)

SPRING CREEK WATER SYSTEM

Rt. 1, Box 2005
Shelby, Al. 35143

SUBJECT: BOARD MEMBER RESIGNATION

1. EFFECTIVE AS OF 5 SEPTEMBER, 1989, I HAROLD D. SCOTT OFFICIALLY RESIGN MY POSITION AS DIRECTOR AND AS SECRETARY/TREASURER OF SPRING CREEK WATER AUTHORITY. I RESIGN THIS POSITION NOT OF ILL WILL AND WISH SPRING CREEK WATER THE VERY BEST IN THE FUTURE. IT HAS BEEN A PLEASURE TO SERVE IN THIS CAPACITY.

Harold D. Scott
SECRETARY/TREASURER and DIRECTOR

Attorney Oliver Head of Wallace, Ellis, Head & Fowler, stated FOR THE RECORD that there are no other changes in the Charter other than the change from five (5) to three (3) Board members.

Commissioner Foster made a motion to approve the following Resolution to amend the Certificate of Incorporation of Spring Creek Water Authority, as amended, changing the Board of Directors from five members to three members, viz:

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

1. An Application in writing dated February 6, 1990, was filed with the Commission to amend the Certificate of Incorporation of Spring Creek Water Authority, as previously amended, under the provisions of 1975 Code of Alabama 11-88-5;

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

Motion was seconded by Commissioner Yeager.
Commissioners Foster, Yeager, and Wilson

voted "yea". Commissioner Chambers abstained.

Motion carried.

Commissioner Foster made a motion to accept the resignation of Harold D. Scott as a Director of the Spring Creek Water Authority and to fill the vacancy created by such resignation by electing Mr. Larry E. Guy as successor Director to serve for the unexpired term and until March 1, 1995.

Motion was seconded by Commissioner Yeager.
Commissioners Foster, Yeager, and Wilson

voted "yea". Commissioner Chambers abstained.

Motion carried.

February 12, 1990

APPROVAL OF CHECK SUMMARY LIST

Commissioner Wilson made a Motion for approval of the check summary list, as shown, and Commissioner Foster seconded; unanimously approved. MOTION CARRIED.

APPROVAL OF CORRECTED MINUTES - JANUARY 22, 1990 AND RECONVENED JANUARY 29, 1990

Commissioner Chambers made a Motion for approval of the Minutes, as corrected; Commissioner Foster seconded; unanimously approved. MOTION CARRIED.

(These corrections are shown on Page 202 and 203 of Minute Book No. 19)

THERE BEING NO FURTHER BUSINESS TO BE BROUGHT BEFORE THE COMMISSION, COMMISSIONER FOSTER MOTIONED TO ADJOURN; COMMISSIONER CHAMBERS SECONDED, AND THE COMMISSIONERS UNANIMOUSLY AGREED TO ADJOURN.

Meeting Adjourned: 1:40 P.M.

READ AND SIGNED:

THOMAS A. SNOWDEN, JR., Chairman

COMMISSIONER STEVE CHAMBERS

Howard Foster

COMMISSIONER HOWARD FOSTER

Ken Wilson

COMMISSIONER KEN WILSON

Paul Yeager

COMMISSIONER PAUL YEAGER

I, Gloria Lucas, Deputy Clerk for Shelby County Commission certify this to be a true and exact copy of the Shelby County Minutes of February 12, 1990.

Gloria Lucas

BOOK 041 PAGE 232

STATE OF ALABAMA
SHELBY COUNTY

ORDER OF JUDGE OF PROBATE

BOOK 041 PAGE 233

The undersigned, Thomas A. Snowden, Jr., being the Chairman of the Shelby County Commission of Shelby County, Alabama, as Judge of Probate of Shelby County, Alabama, hereby certify that pursuant to the authority of 1975 Code of Alabama 11-88-5, I have promptly examined the foregoing Certificate of Amendment to the Certificate of Incorporation of Spring Creek Water Authority, as heretofore amended, and that I have determined that said document is complete and regular on its face, and further, that the proposed Amendment complies with the provisions of 1975 Code of Alabama, Chapter 88, Article 1, and further, pursuant to the aforesaid authority, I do now, as Probate Judge of Shelby County, Alabama, require such Certificate of Amendment to the Certificate of Incorporation of Spring Creek Water Authority, as heretofore amended, to be recorded, together with this order.

Done and ordered this 22nd day of March, 1990.

Thomas A. Snowden, Jr.

Judge of Probate of Shelby County, Alabama

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

90 MAR 22 PM 3: 20

Thomas A. Snowden, Jr.
JUDGE OF PROBATE