


TO THE GOVERNING BODY OF THE CITY OF PELHAM, ALABAMA:

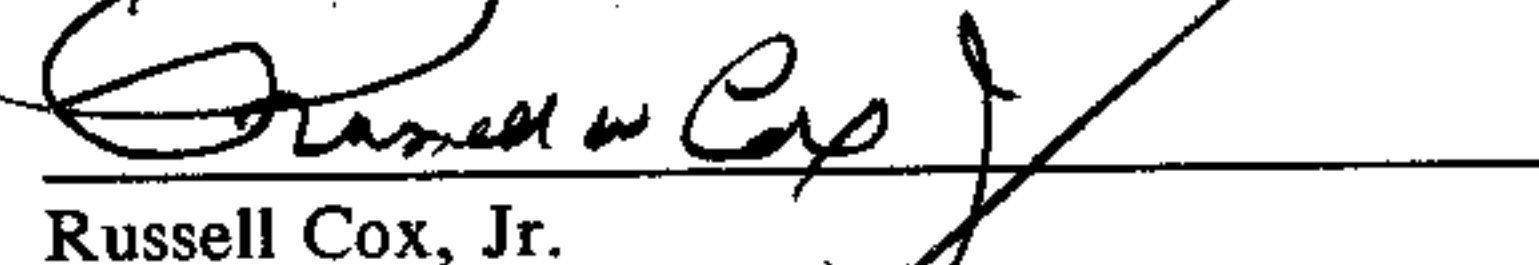
We, the undersigned, constituting all of the members of the Board of Directors of The Industrial Development Board of the Town of Pelham, do hereby make this application in writing, seeking permission to amend the Certificate of Incorporation of such Board under the provisions of Act No. 648 adopted by the 1949 Legislature of Alabama, as amended and supplemented, by amending Paragraph 1 of said Certificate of Incorporation as provided for in the proposed amendment, a copy of which is attached hereto and made a part hereof, and we do hereby request that said application be granted and that an appropriate resolution be adopted authorizing the proposed amendment to be made and approving the form of the proposed amendment.

WITNESS our signatures this 3rd day of August, 1992.


Daniel M. Spitler

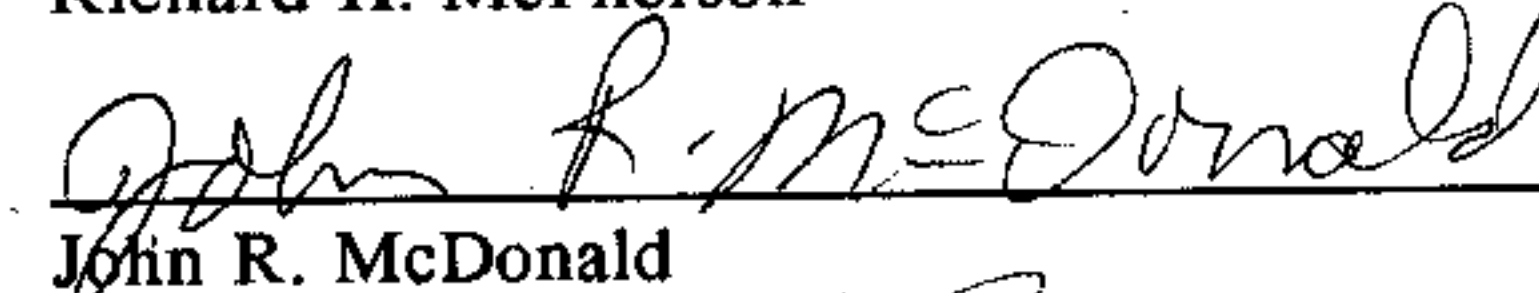

Jackie R. Williams

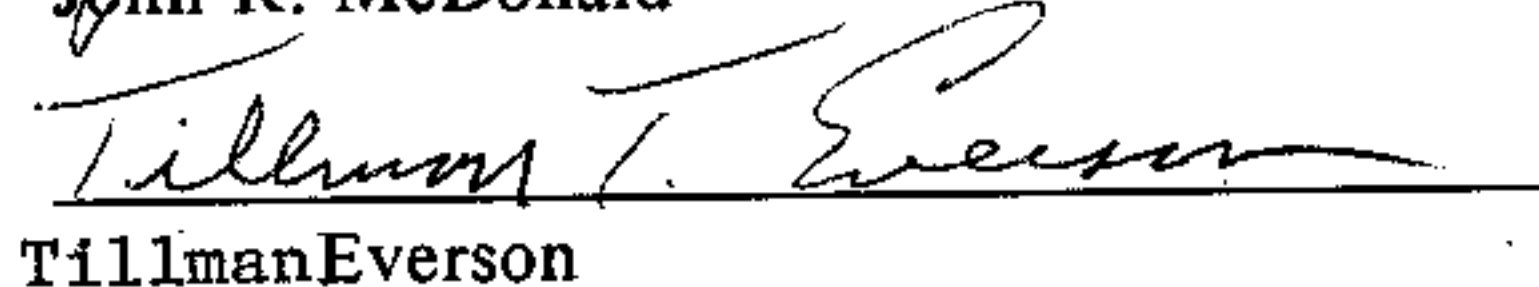

Anita R. Latham


Russell Cox, Jr.


Laura Willis


Richard H. McPherson


John R. McDonald


Tillman Everson

Inst # 1992-17536

**AMENDMENT TO CERTIFICATE OF INCORPORATION OF
THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF PELHAM**

The undersigned members of the Board of Directors of The Industrial Development Board of the Town of Pelham (herein called the "Board") do hereby certify as follows:

1. The Board was organized and incorporated under the provisions of Act No. 648 adopted by the 1949 Regular Session of the Legislature of the State of Alabama, as amended and supplemented, by Certificate of Incorporation approved by the governing body of the Town of Pelham by resolution adopted July 19, 1965, which Certificate of Incorporation has heretofore been filed in the office of the Judge of Probate of Shelby County.

2. Acting pursuant to the provisions of the said Act No. 648, the undersigned filed with the governing body of the City of Pelham an application in writing seeking permission to amend said Certificate of Incorporation, specifying in such application the amendment proposed to be made and the form of the proposed amendment, and such governing body of the City of Pelham considered said application and, by appropriate resolution adopted on August 3, 1992, duly found and determined that it is wise, expedient, necessary or advisable that the proposed amendment be made and authorized the same and approved the form of the proposed amendment.


3. The proposed amendment hereby effected amends Paragraph 1 of the said Certificate of Incorporation to read in its entirety as follows:

(1) The name of the corporation is and shall be:


**THE INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF PELHAM.**

4. The Certificate of Incorporation is hereby amended as herein provided.


IN WITNESS WHEREOF, we have hereunto subscribed our names on the dates set forth below.


Daniel M. Spitler

Date Executed: August 13, 1992


Jackie R. Williams

Date Executed: 8-11, 1992


Anita R. Latham

Date Executed: 8-11, 1992

Russell Cox, Jr.

Russell Cox, Jr.
Date Executed: August 11, 1992

Laura Willis

Laura Willis
Date Executed: August 11, 1992

Richard H. McPherson

Richard H. McPherson
Date Executed: August 18, 1992

John R. McDonald

John R. McDonald
Date Executed: 8-12, 1992

Tillman T. Everson

Tillman Everson
Date Executed: 8-11, 1992

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, Lisa R. Ezell, the undersigned, a Notary Public in and for said County in said State, hereby certify that Daniel M. Spitler, 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 this the 13th day of August, 1992.

Lisa R. Ezell

Notary Public
My Commission Expires: 7/2/95

[NOTARIAL SEAL]

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, P. Robin Alverson, the undersigned, a Notary Public in and for said County in said State, hereby certify that Jackie R. Williams, 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 this the 11 day of August, 1992.

P. Robin Alverson

Notary Public

My Commission Expires: 6-17-95

[NOTARIAL SEAL]

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, P. Robin Alverson, the undersigned, a Notary Public in and for said County in said State, hereby certify that Anita R. Latham, 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, she executed the same voluntarily on the day the same bears date.

Given under my hand this the 11 day of August, 1992.

P. Robin Alverson

Notary Public

My Commission Expires: 6-17-95

[NOTARIAL SEAL]

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, P. Robin Alverson, the undersigned, a Notary Public in and for said County in said State, hereby certify that Russell Cox, Jr., 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 this the 11 day of August, 1992.

P. Robin Alverson

Notary Public

My Commission Expires: 6-17-95

[NOTARIAL SEAL]

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, P. Robin Alverson, the undersigned, a Notary Public in and for said County in said State, hereby certify that Laura Willis, 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, she executed the same voluntarily on the day the same bears date.

Given under my hand this the 11 day of August, 1992.

P. Robin Alverson

Notary Public

My Commission Expires: 6-17-95

[NOTARIAL SEAL]

STATE OF ALABAMA)

COUNTY OF Jefferson)

I, P. Robin Alverson, the undersigned, a Notary Public in and for said County in said State, hereby certify that Richard H. McPherson, 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 this the 18 day of August, 1992.

P. Robin Alverson

Notary Public

My Commission Expires: 6-17-95

[NOTARIAL SEAL]

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, P. Robin Alverson, the undersigned, a Notary Public in and for said County in said State, hereby certify that John R. McDonald, 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 this the 12 day of August, 1992.

P. Robin Alverson

Notary Public

My Commission Expires: 6-17-95

[NOTARIAL SEAL]

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, P. Robin Alverson, the undersigned, a Notary Public in and for said County in said State, hereby certify that Tillman Everson, 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 this the 11 day of August, 1992.

P. Robin Alverson

Notary Public

My Commission Expires: 6-17-95

[NOTARIAL SEAL]

THIS INSTRUMENT WAS PREPARED BY:

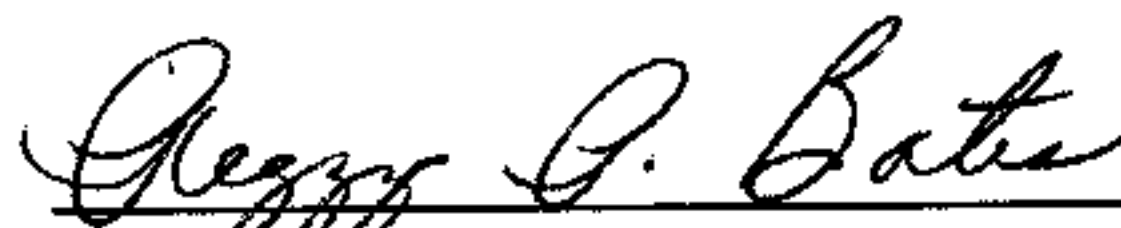
Richard L. Pearson
Balch & Bingham
P. O. Box 306
Birmingham, Alabama 35201
Telephone: (205) 251-8100

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned City Clerk of the City of Pelham, Alabama, hereby certify that the attached 7 pages constitute a true, correct and complete copy of the excerpts from the minutes of a meeting of the City Council of the City of Pelham, Alabama, duly held and conducted on August 3, 1992, throughout which meeting a quorum of the Council was present and participating, relating to approval and authorization of an amendment to the Certificate of Incorporation of The Industrial Development Board of the Town of Pelham. I further certify that all actions and resolutions of the City Council of the City of Pelham, Alabama relating to approval and authorization of an amendment to the Certificate of Incorporation of The Industrial Development Board of the City of Pelham taken at such August 3, 1992 meeting (i) were adopted and approved as required by law and (ii) were published on August 13, 1992 by the posting of copies thereof in the Mayor's office, the United States post office and the Food World grocery store on Pelham Road, each of which is a public place within the City of Pelham. I further certify that all such actions taken at the said August 3, 1992 meeting relating to the approval and authorization of an amendment to the Certificate of Incorporation of The Industrial Development Board of the Town of Pelham remain in full force and effect and no such actions have been amended or rescinded.

WITNESS my official signature a City Clerk of the City of Pelham, Alabama, and the seal of the City, the 19th day of August, 1992



City Clerk

SEAL

**A RESOLUTION GRANTING PERMISSION TO AMEND THE
CERTIFICATE OF INCORPORATION OF THE INDUSTRIAL
DEVELOPMENT BOARD OF THE TOWN OF PELHAM**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PELHAM, ALABAMA
(hereinafter referred to as the "governing body"), as follows:

Section 1. By resolution adopted on July 19, 1965, the governing body of the Town of Pelham, Alabama (now the City of Pelham, Alabama) approved the organization and incorporation of The Industrial Development Board of the Town of Pelham (the "Board") under the provisions of Act No. 648 adopted by the 1949 Regular Session of the Legislature of the State of Alabama, as amended and supplemented, which organization and incorporation was accomplished by the filing of a Certificate of Incorporation filed in the office of the Judge of Probate of Shelby County, Alabama on July 27, 1965.

Section 2. Subsequent to the incorporation of the Board, the Town of Pelham, due to population growth, became a "city" under the laws of the State of Alabama and became known as the City of Pelham.

Section 3. Upon the application dated December 11, 1989 of the members of the Board of Directors of the Board, on December 18, 1989 the governing body approved the filing of an amendment to the Certificate of Incorporation of the Board to change the name of the Board to "The Industrial Development Board of the City of Pelham" and copies of such application and resolution were filed for record in the office of the Judge of Probate of Shelby County, Alabama. However, the City Council has been informed that the filing of such application and resolution may have failed to comply with certain technical requirements of law for the amendment of the Board's Certificate of Incorporation and the City Council desires to authorize the filing of further documentation in order to effectuate the purposes of the aforesaid December 18, 1989 resolution.

Section 4. The governing body, upon evidence duly submitted to and considered by it, hereby finds and determines that the following application in writing was filed with the governing body and that such application was signed by all of the members of the Board of Directors of The Industrial Development Board of the Town of Pelham:

TO THE GOVERNING BODY OF THE CITY OF PELHAM, ALABAMA:

We, the undersigned, constituting all of the members of the Board of Directors of The Industrial Development Board of the Town of Pelham, do hereby make this application in writing, seeking permission to amend the Certificate of Incorporation of such Board under the provisions of Act No. 648 adopted by the 1949 Legislature of Alabama, as amended and supplemented, by amending Paragraph 1 of said Certificate of Incorporation as provided for in the proposed amendment, a copy of which is attached hereto and made a part hereof, and we do hereby request that said application be granted and that an appropriate resolution be adopted authorizing the proposed amendment to be made and approving the form of the proposed amendment.

WITNESS our signatures this 3rd day of August, 1992.

/s/ Daniel M. Spitler
Daniel M. Spitler

/s/ Jackie R. Williams
Jackie R. Williams

/s/ Anita R. Latham
Anita R. Latham

/s/ Russell Cox, Jr.
Russell Cox, Jr.

/s/ Laura Willis
Laura Willis

/s/ Richard H. McPherson
Richard H. McPherson

/s/ John R. McDonald
John R. McDonald

/s/ Tillman Everson
Tillman Everson

**AMENDMENT TO CERTIFICATE OF INCORPORATION OF
THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF PELHAM**

The undersigned members of the Board of Directors of The Industrial Development Board of the Town of Pelham (herein called the "Board") do hereby certify as follows:

1. The Board was organized and incorporated under the provisions of Act No. 648 adopted by the 1949 Regular Session of the Legislature of the State of Alabama, as amended and supplemented, by Certificate of Incorporation approved by the governing body of the Town of Pelham by resolution adopted July 19, 1965, which Certificate of Incorporation has heretofore been filed in the office of the Judge of Probate of Shelby County.

2. Acting pursuant to the provisions of the said Act No. 648, the undersigned filed with the governing body of the City of Pelham an application in writing seeking permission to amend said Certificate of Incorporation, specifying in such application the amendment proposed to be made and the form of the proposed amendment, and such governing body of the City of Pelham considered said application and, by appropriate resolution adopted on August 3, 1992, duly found and determined that it is wise, expedient, necessary or advisable that the proposed amendment be made and authorized the same and approved the form of the proposed amendment.

3. The proposed amendment hereby effected amends Paragraph 1 of the said Certificate of Incorporation to read in its entirety as follows:

(1) The name of the corporation is and shall be:

**THE INDUSTRIAL DEVELOPMENT BOARD
OF THE CITY OF PELHAM.**

4. The Certificate of Incorporation is hereby amended as herein provided.

IN WITNESS WHEREOF, we have hereunto subscribed our names on the dates set forth below.

Daniel M. Spitler
Date Executed: _____, 1992

Jackie R. Williams
Date Executed: _____, 1992

Anita R. Latham
Date Executed: _____, 1992

Russell Cox, Jr.
Date Executed: _____, 1992

Laura Willis
Date Executed: _____, 1992

Richard H. McPherson
Date Executed: _____, 1992

John R. McDonald
Date Executed: _____, 1992

Tillman Everson
Date Executed: _____, 1992

STATE OF ALABAMA)

COUNTY OF _____)

I, _____, the undersigned, a Notary Public in and for said County in said State, hereby certify that Daniel M. Spitler, 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 this the _____ day of _____, 1992.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF _____)

I, _____, the undersigned, a Notary Public in and for said County in said State, hereby certify that Jackie R. Williams, 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 this the _____ day of _____, 1992.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF _____)

I, _____, the undersigned, a Notary Public in and for said County in said State, hereby certify that Anita R. Latham, 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, she executed the same voluntarily on the day the same bears date.

Given under my hand this the _____ day of _____, 1992.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF _____)

I, _____, the undersigned, a Notary Public in and for said County in said State, hereby certify that Russell Cox, Jr., 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 this the _____ day of _____, 1992.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF _____)

I, _____, the undersigned, a Notary Public in and for said County in said State, hereby certify that Laura Willis, 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, she executed the same voluntarily on the day the same bears date.

Given under my hand this the _____ day of _____, 1992.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF _____)

I, _____, the undersigned, a Notary Public in and for said County in said State, hereby certify that Richard H. McPherson, 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 this the _____ day of _____, 1992.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF _____)

I, _____, the undersigned, a Notary Public in and for said County in said State, hereby certify that John R. McDonald, 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 this the _____ day of _____, 1992.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF _____)

I, _____, the undersigned, a Notary Public in and for said County in said State, hereby certify that Tillman Everson, 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 this the _____ day of _____, 1992.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

Section 5. The governing body does hereby find and determine that it is wise, expedient, necessary and advisable that the proposed amendment set forth in the foregoing application be made.

Section 6. The governing body does hereby grant permission to amend the Certificate of Incorporation as specified in the aforesaid application, does hereby approve the aforesaid application and grant the authority therein requested, and does hereby authorize the proposed amendment to be made.

Section 7. The governing body does hereby approve the form and content of the proposed amendment as attached to the aforesaid application and as hereinabove set forth, and does hereby authorize and direct the persons making such application to execute the aforesaid instrument embodying the amendment specified in such application and to file the same in the office of the Judge of Probate of Shelby County, in which the Certificate of Incorporation was originally filed.

Section 8. The City Clerk is hereby authorized and directed to publish this resolution by posting copies hereof in the Mayor's office, the United States post office and the Food World grocery store on Pelham Road, each of which hereby is found and determined to be a public place within the City of Pelham. The Council further finds and determines that there is no newspaper of general circulation published in the City of Pelham.

The resolution was read by the City Clerk, whereupon Councilmember Phillips moved its immediate consideration which motion was seconded by Councilmember Payne and upon the roll being called, the vote was as follows:

AYES: Maynard, LaBue, Payne, Phillips

NAYS: None

Thereupon, Councilmember Phillips moved for the adoption of the resolution, which motion was seconded by Councilmember Payne and upon the roll being called, the vote was as follows:

AYES: Maynard, LaBue, Payne, Phillips

NAYS: None

The vote was then announced by the City Clerk, whereupon the Mayor declared the resolution adopted.

* * * * *

STATE OF ALABAMA

)

IN THE PROBATE COURT OF

COUNTY OF SHELBY

)

SHELBY COUNTY, ALABAMA


**AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
THE INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF PELHAM**

On the 19th day of August, 1992, there was filed with the Judge of Probate of Shelby County, Alabama, in which County the City of Pelham is located, the foregoing Amendment to Certificate of Incorporation of The Industrial Development Board of the City of Pelham.

The Judge of Probate of said County, upon the filing of the said Amendment to Certificate of Incorporation, did thereupon examine the same and the evidence submitted in proof of the recitals therein contained, and as a result of said examination he does hereby find that the recitals contained in the said Amendment to Certificate of Incorporation are correct, that the requirements of Section 6 of Act No. 648 adopted at the 1949 Regular Session of the Legislature of Alabama have been complied with, and that the Amendment is within the scope of what might be included in the original Certificate of Incorporation.

IT IS, THEREFORE, HEREBY ORDERED, ADJUDGED AND DECREED that the said Amendment to Certificate of Incorporation is hereby approved and ordered recorded in the incorporation records in the office of the Judge of Probate of Shelby County, Alabama, being the records in said office in which certificates of incorporation of corporations organized in said County are recorded.

Done this 19th day of August, 1992.


Judge of Probate of Shelby County, Alabama

Inst # 1992-17536

08/19/1992-17536
03:51 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
014 MCD 23.00