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The Chairman stated that an application in writing had been filed with the Shelby County Commission for authority to reincorporate The Industrial Development Board of Shelby County as a county industrial development authority pursuant to the provisions of Chapter 92A of Title 11, *Code of Alabama 1975*, and that proposed articles of reincorporation for such county industrial development authority were attached to such application. The said application and the said articles of reincorporation were as follows:

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Inst # 1995-32740

11/14/1995-32740
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
013 SNA .00

**APPLICATION FOR AUTHORITY TO REINCORPORATE
THE INDUSTRIAL DEVELOPMENT BOARD
OF SHELBY COUNTY
AS A COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY**

TO: The Honorable Judge of Probate of
Shelby County, Alabama
The Shelby County Commission

We, the undersigned natural persons, each of whom is a resident of Shelby County, Alabama, propose to reincorporate The Industrial Development Board of Shelby County (the "Board") as a county industrial development authority pursuant to the provisions of Chapter 92A, Title 11, *Code of Alabama 1975* (the "Authorizing Statute"). We do hereby request that the governing body of Shelby County adopt a proper resolution declaring that it is expedient that the Board be so incorporated, approving this application and authorizing the undersigned to proceed to reincorporate the Board as a county industrial development authority named "The Shelby County Economic and Industrial Development Authority" by filing for record articles of reincorporation in accordance with the provisions of the Authorizing Statute.

We submit herewith for your consideration a form of the articles of reincorporation proposed to be used in reincorporating the Board.

WITNESS our signatures this 13th day of November, 1995.

/s/ Johnny L. Lowe

Johnny L. Lowe

/s/ Steven R. Chapman

Steven R. Chapman

/s/ Andrew D. Bussey

Andrew D. Bussey

/s/ Robert A. Doyle

Robert A. Doyle

/s/ Eric Ellington

Eric Ellington

/s/ David Nolen

David Nolen

/s/ Gail Owen

Gail Owen

**ARTICLES OF REINCORPORATION
OF
THE INDUSTRIAL DEVELOPMENT BOARD
OF SHELBY COUNTY
AS
THE SHELBY COUNTY ECONOMIC AND
INDUSTRIAL DEVELOPMENT AUTHORITY**

TO: The Honorable Judge of Probate of
Shelby County, Alabama

The undersigned, desiring to reincorporate The Industrial Development Board of Shelby County (which was heretofore incorporated pursuant to a Certificate of Incorporation filed in the office of the Judge of Probate of Shelby County and there recorded in Corporation Book 20 at page 549 *et seq.*) as a body corporate under the provisions of Chapter 92A, Title 11, *Code of Alabama 1975* (herein called the "Authorizing Statute"), and being all of the incorporators of the corporation hereby reincorporated, do make, sign, execute, acknowledge and file these Articles of Reincorporation as follows:

1. The names of the incorporators are Johnny L. Lowe, Steven R. Chapman, Andrew D. Bussey, Robert A. Doyle, Eric Ellington, David Nolen and Gail Owen. Each of the aforesaid incorporators is a resident of Shelby County, Alabama (herein called the "County").

2. The name of the corporation, as reincorporated, shall be:

**THE SHELBY COUNTY ECONOMIC AND
INDUSTRIAL DEVELOPMENT AUTHORITY**

3. The duration of the existence of the corporation shall be perpetual, unless it shall be sooner dissolved by proceedings taken pursuant to the applicable provisions of the Authorizing Statute or other applicable law.

4. The corporation is reincorporated and organized pursuant to the provisions of the Authorizing Statute. Permission and authority to reincorporate the corporation have been granted by a resolution duly adopted by the Shelby County Commission on the 13th day of November, 1995.

5. The location of the principal office of the corporation shall be the Shelby County Courthouse in Columbiana, Alabama.

6. The corporation shall have all powers conferred on corporations of like nature by the provisions of the Authorizing Statute and any amendment hereafter made, and all other powers conferred upon corporations generally by the laws of the State of Alabama not in conflict with the provisions of the Authorizing Statute, as hereafter amended.

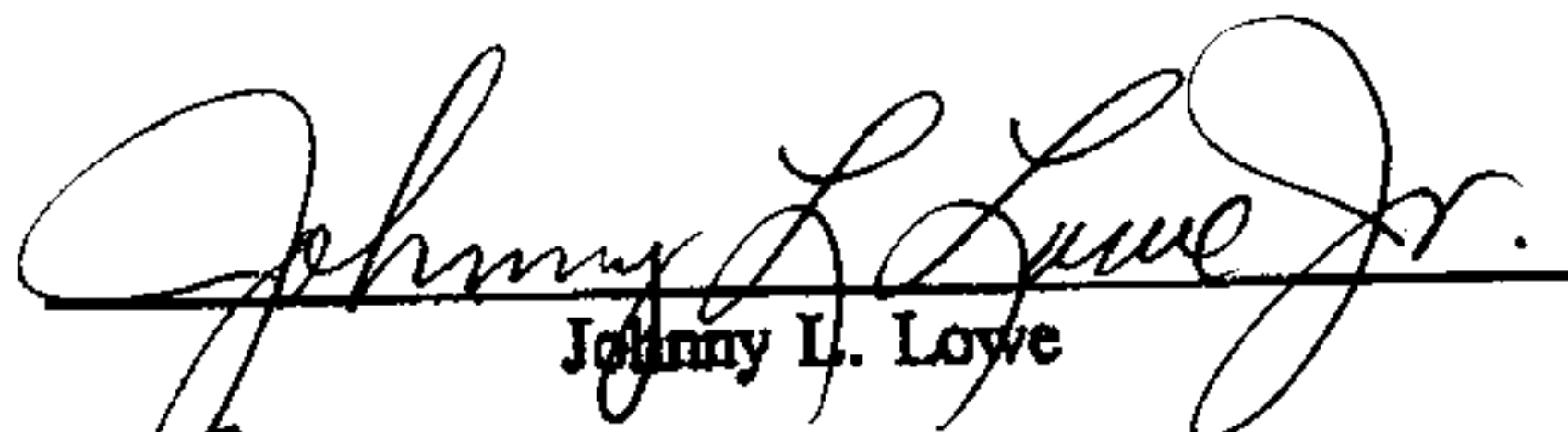
7. The board of directors of the corporation shall consist of fifteen members, who shall be appointed by the Shelby County Commission, and who shall be so appointed that they shall hold office for staggered terms. In appointing the initial board of directors of the corporation, the Shelby County Commission shall appoint a first group consisting of four directors, a second group consisting of four directors and a third group consisting of seven directors. The first term of the directors included in the first group shall be two years, the first term of the directors included in the second group shall be three years, and the first term of the directors included in the third group shall be four years. Thereafter, the terms of all directors shall be four years; provided that, if at the expiration of any term of office of any director a successor thereof shall not have been appointed, then the director whose term of office shall have expired shall continue to hold office until his successor shall be so appointed.

8. All powers of the corporation shall be vested in its board of directors, which shall be responsible for the general management and operation of the corporation. The board of directors of the corporation shall have the power (i) to execute, or provide for the execution of, all powers of the corporation, (ii) to elect or appoint all necessary officers of the corporation, (iii) to employ all such employees as shall be necessary to conduct the business and operations of the corporation, (iv) to establish the compensation and benefits of such persons, (v) to prescribe the duties of such persons, and (vi) to dismiss any elected or appointed officer, employee or agent of the corporation. The directors of the corporation may adopt such rules and regulations for the conduct of their meetings and the general management of the corporation as they deem proper, by resolution or otherwise.

9. Any official meeting of the board of directors of the corporation at which a quorum is present shall be open to the public, except that executive or secret sessions or meetings may be held in those circumstances in which such sessions or meetings are permitted under general principles or provisions of Alabama law respecting the meetings of public bodies.

10. The corporation shall be a not-for-profit corporation, and no part of the net earnings thereof shall inure to the benefit of any individual or private corporation. Upon the dissolution of the corporation in accordance with the provisions of the Authorizing Statute, title to all its assets and properties shall be vested in the County.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures this 13th day of November, 1995.


Johnny L. Lowe


Steven R. Chapman


Andrew D. Bussey


Robert A. Doyle


Eric Ellington


David Nolen


Gail Owen

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that JOHNNY L. LOWE, whose name is signed to the foregoing Articles of Reincorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Reincorporation, he executed the same voluntarily.

GIVEN under my hand and official seal of office, this 9th day of November, 1995.

[NOTARIAL SEAL]

Lisa McDonald
Notary Public

My Commission Expires: 09/25/99

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that STEVEN R. CHAPMAN, whose name is signed to the foregoing Articles of Reincorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Reincorporation, he executed the same voluntarily.

GIVEN under my hand and official seal of office, this 10th day of November, 1995.

[NOTARIAL SEAL]

Lisa McDonald
Notary Public

My Commission Expires: 09/25/99

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that ANDREW D. BUSSEY, whose name is signed to the foregoing Articles of Reincorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Reincorporation, he executed the same voluntarily.

GIVEN under my hand and official seal of office, this 9 day of November, 1995.

[NOTARIAL SEAL]

Maria B. Llane
Notary Public

My Commission Expires: 10/10/99

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that ROBERT A. DOYLE, whose name is signed to the foregoing Articles of Reincorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Reincorporation, he executed the same voluntarily.

GIVEN under my hand and official seal of office, this 10th day of November, 1995.

[NOTARIAL SEAL]

Lisa McDonald
Notary Public

My Commission Expires: 09/25/99

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that ERIC ELLINGTON, whose name is signed to the foregoing Articles of Reincorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Reincorporation, he executed the same voluntarily.

GIVEN under my hand and official seal of office, this 9th day of November, 1995.

[NOTARIAL SEAL]

Stacey V. Smith
Notary Public

My Commission Expires: MY COMMISSION EXPIRES OCTOBER 28, 1997

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that DAVID NOLEN, whose name is signed to the foregoing Articles of Reincorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Reincorporation, he executed the same voluntarily.

GIVEN under my hand and official seal of office, this 9th day of November, 1995.

[NOTARIAL SEAL]

Alan J. Ingram
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: July 7, 1999.
My Commission Expires: BONDED THRU NOTARY PUBLIC EMPLOYERS

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that GAIL OWEN, whose name is signed to the foregoing Articles of Reincorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Reincorporation, she executed the same voluntarily.

GIVEN under my hand and official seal of office, this 10th day of November, 1995.

[NOTARIAL SEAL]

Lisa Mc Donald
Notary Public

My Commission Expires: 09/25/99

Thereupon the following resolution was introduced by Commissioner Armstrong:

BE IT RESOLVED by the Shelby County Commission (herein called the "Commission"), which is the governing body of Shelby County, Alabama (herein called the "County"), as follows:

Section 1. Findings. The Commission hereby finds and determines as follows:

- (a) Johnny L. Lowe, Steven R. Chapman, Andrew D. Bussey, Robert A. Doyle, Eric Ellington, David Nolen and Gail Owen have filed with the Commission an application in writing for permission to reincorporate The Industrial Development Board of Shelby County (herein called the "Board") pursuant to the provisions of Chapter 92A, Title 11, *Code of Alabama 1975*, with the reincorporated public corporation to be known as "The Shelby County Economic and Industrial Development Authority";
- (b) there was attached to the said application a proposed form of articles of reincorporation for the said public corporation;
- (c) the said application, together with the attached articles of reincorporation, were in form and content as shown in the minutes of the meeting of the Commission at which this resolution was adopted;
- (d) the form of the said application and of the said articles of reincorporation were as provided in the said Chapter 92A, Title 11, *Code of Alabama 1975* (herein called the "Authorizing Statute");
- (e) each of the persons filing the said application is a resident of the County; and
- (f) the said application and the said articles of reincorporation are regular in all respects and comply with all requirements of the laws of the State of Alabama under which the said public corporation is proposed to be reincorporated and organized.

Section 2. Approval of Reincorporation. The Commission hereby declares that it is expedient that the proposed reincorporation of the Board occur, approves the form of the proposed articles of reincorporation attached to the aforesaid application and authorizes the persons filing the said application to reincorporate the Board as a public corporation named "The Shelby County Economic and Industrial Development Authority" (said public corporation, as so reincorporated, being herein called the "Authority") by filing for record the said articles of reincorporation in accordance with the provisions of the Authorizing Statute.

Section 3. Appointment of Initial Directors. As provided in the aforesaid articles of reincorporation, the board of directors of the Authority shall consist of fifteen members who shall be appointed by the Commission. The Commission shall, within sixty (60) days of the date of adoption of this resolution, appoint four individuals, each of whom shall be a resident of the County, to serve as directors of the Authority for a term that shall end on the second anniversary of the date of the filing of the aforesaid articles of reincorporation for recordation in the office of the Judge of Probate of the County.

The following individuals, each of whom is a resident of the County, are hereby appointed to serve as directors of the Authority for a term that shall end on the third anniversary of the date of the filing of the aforesaid articles of reincorporation for recordation in the office of the Judge of Probate of the County:

Hayden Montgomery
Julia Stewart
Frank Dorrance, Jr.
William W. Cooper

The following individuals, each of whom is a resident of the County, are hereby appointed to serve as directors of the Authority for a term that shall end on the fourth anniversary of the date of the filing of the aforesaid articles of reincorporation for recordation in the office of the Judge of Probate of the County:

Johnny L. Lowe
Steven R. Chapman
Andrew D. Bussey
Robert A. Doyle
Eric Ellington
David Nolen
Gail Owen

Commissioner Armstrong thereupon moved that the said resolution be adopted, which motion was seconded by Commissioner Allison, and upon said motion being put to vote, the following vote was recorded:

YEAS:

NAYS:

ABSTENTIONS:

Commissioner Archer
Commissioner Acker
Commissioner Allison
Commissioner Armstrong
Commissioner Dailey

Commisisoner Dillard
Commisioner Yeager

The Chairman then announced that the motion for adoption for the said resolution had been carried.

State of Alabama

SHELBY

County

CERTIFICATE OF REINCORPORATION

OF

THE INDUSTRIAL DEVELOPMENT BOARD OF SHELBY COUNTY

AS

THE SHELBY COUNTY ECONOMIC & INDUSTRIAL DEVELOPMENT AUTHORITY

The undersigned, as Judge of Probate of SHELBY County, State of Alabama,

hereby certifies that duplicate originals of Articles of REINCORPORATION

of OF THE INDUSTRIAL DEVELOPMENT BOARD OF SHELBY COUNTY AS THE SHELBY, duly signed
COUNTY ECONOMIC & INDUSTRIAL DEVELOPMENT AUTHORITY

and verified pursuant to the provisions of Section NON PROFIT 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 REINCORPORATION OF THE

of INDUSTRIAL DEVELOPMENT BOARD OF SHELBY COUNTY AS THE SHELBY COUNTY, and attaches
ECONOMIC & INDUSTRIAL DEVELOPMENT AUTHORITY

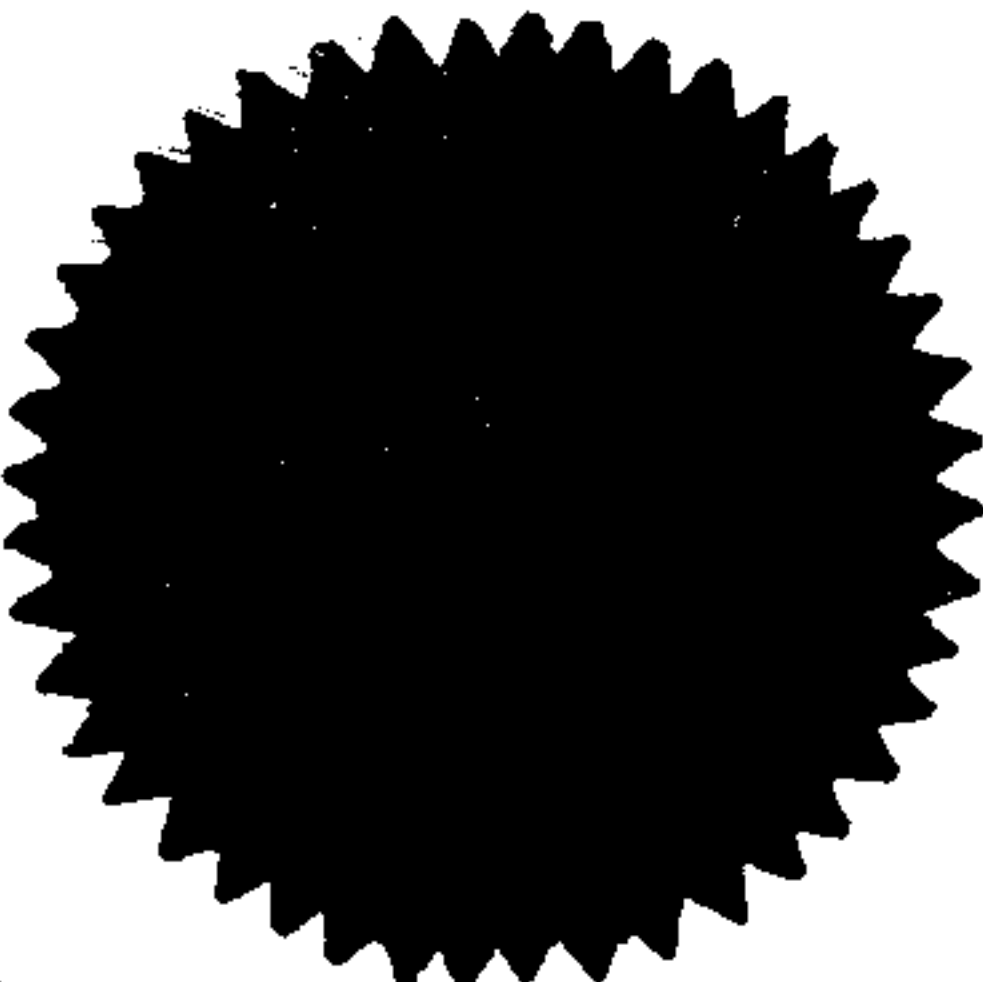
hereto a duplicate original of the Articles of REINCORPORATION

GIVEN Under My Hand and Official Seal on this the 14th day of

November, 19 95.

PATRICIA YEAGER FUHRMEISTER

Judge of Probate



Inst # 1995-32740

11/14/1995-32740
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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