

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

Inst # 1996-02825

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.

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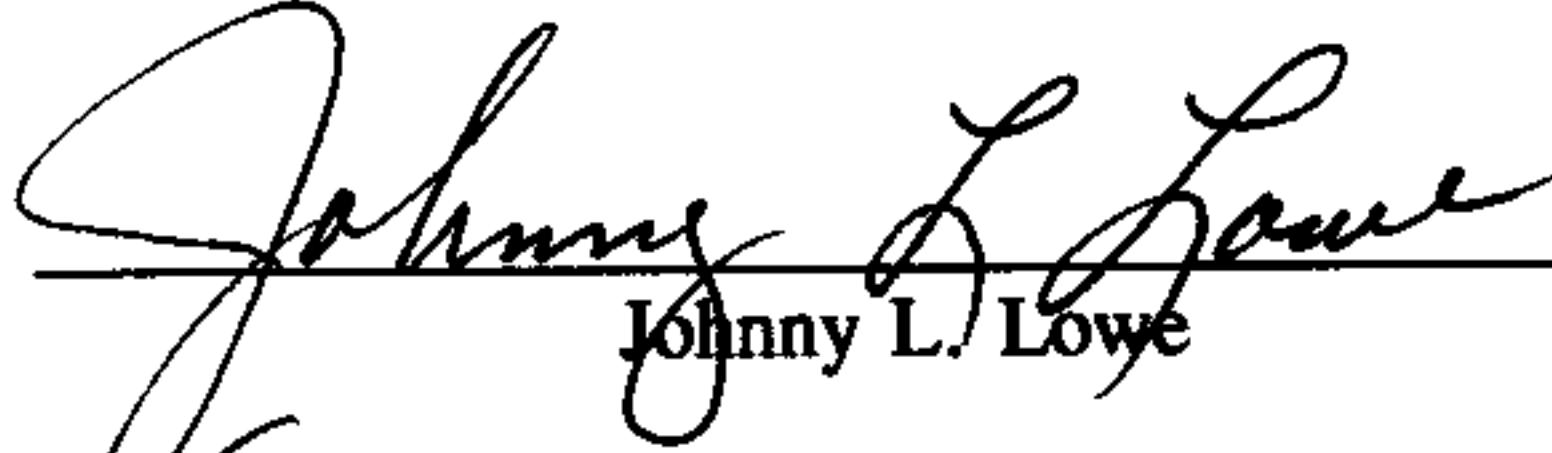
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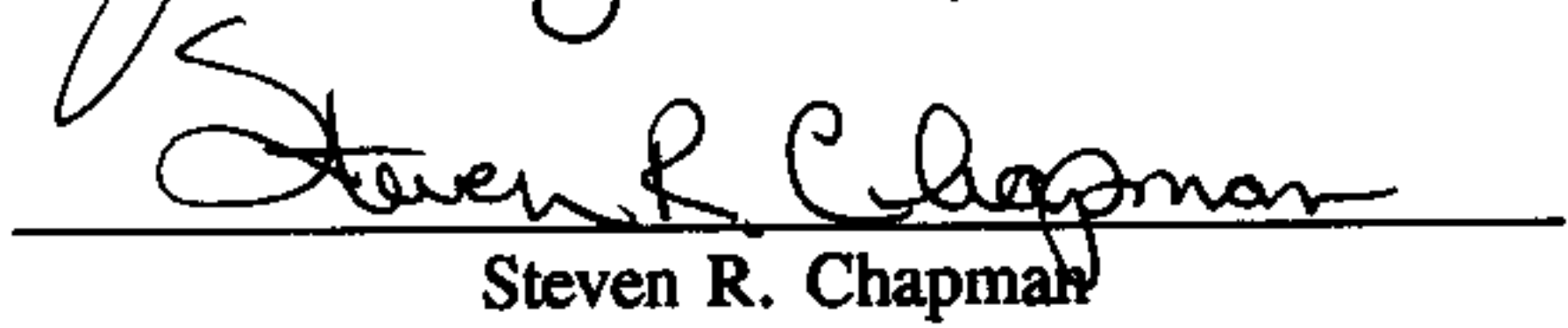
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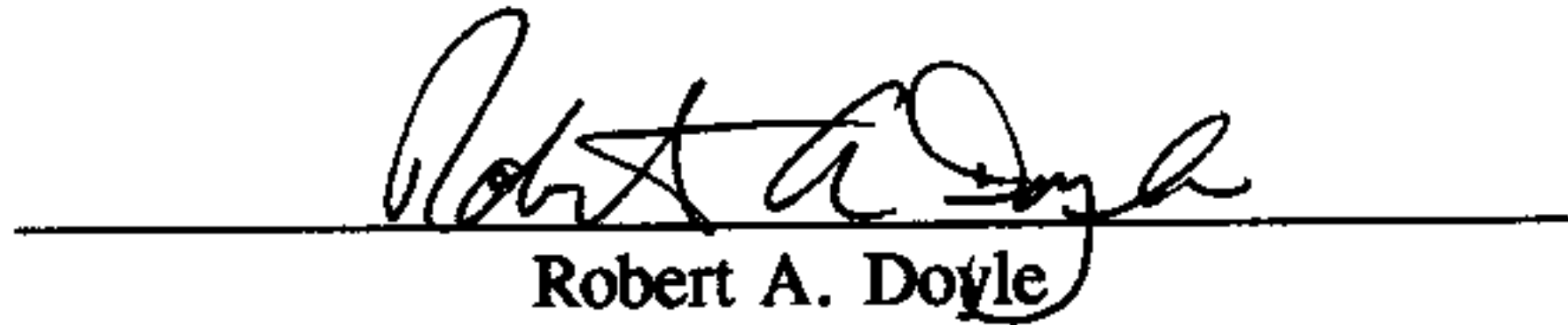
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IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures this 13 day of December, 1995.

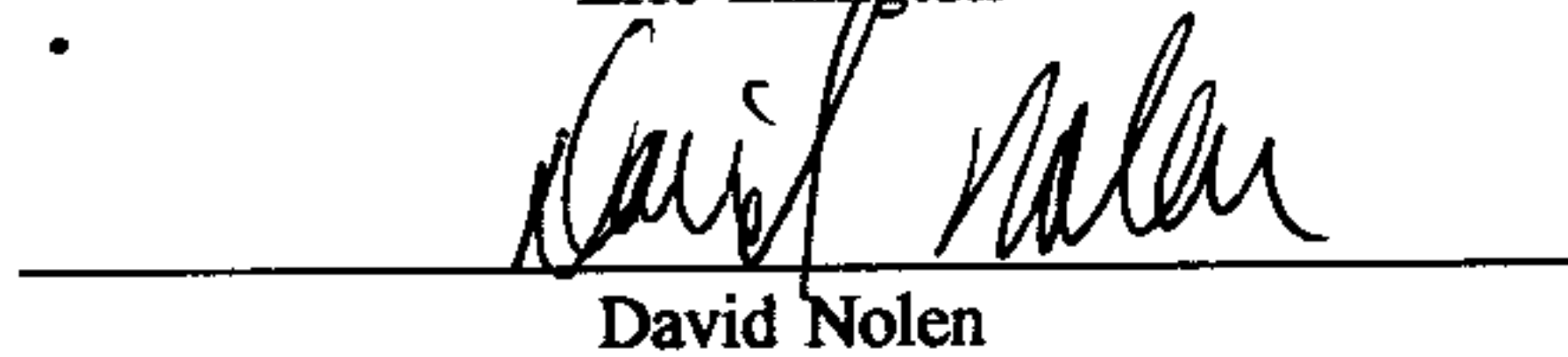

Johnny L. Lowe


Steven R. Chapman


Andrew D. Bussey


Robert A. Doyle


Eric Ellington


David Nolen


Gail Owen

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.

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 13 day of December, 1995.

[NOTARIAL SEAL]

Dail Shelby
Notary Public

My Commission Expires: April 9, 1999

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 13 day of December, 1995.

[NOTARIAL SEAL]

Dail Shelby
Notary Public

My Commission Expires: April 9, 1999

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 13 day of December, 1995.

[NOTARIAL SEAL]

Dail Shelby
Notary Public

My Commission Expires: April 9, 1999

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 13 day of December, 1995.

[NOTARIAL SEAL]

Dail Shelby
Notary Public

My Commission Expires: April 9, 1999

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 13 day of December, 1995.

[NOTARIAL SEAL]

Dail Shelby
Notary Public

My Commission Expires: April 9, 1999

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 13 day of December, 1995.

[NOTARIAL SEAL]

Dail Shelby
Notary Public

My Commission Expires: April 9, 1999

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 13 day of December, 1995.

[NOTARIAL SEAL]

Gail Shelley
Notary Public

My Commission Expires: April 9, 1999

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

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

hereto a duplicate original of the Articles of REINCORPORATION.

GIVEN Under My Hand and Official Seal on this the 29th day of

JANUARY, 19 96.

Patricia Geiger Schumaker

Judge of Probate

Inst # 1996-02825

01/29/1996-02825
09:29 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE