

**ARTICLES OF INCORPORATION
OF
BIRCH CREEK DEVELOPMENT COMPANY, INC.**

**STATE OF ALABAMA)
SHELBY COUNTY)**

We, the undersigned, acting as the incorporators under the provisions of Section 10-2B-2.01 et seq. of the 1975 Code of Alabama, as last amended, commonly known as the Alabama Business Corporation Act, hereby incorporate the hereinbelow-named business corporation and hereby adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is BIRCH CREEK DEVELOPMENT COMPANY, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is formed is the transaction of any and all lawful business for which corporations may be incorporated under Section 10-2B-3.01 of the 1975 Code of Alabama, as last amended, and especially for the development of a residential subdivision known as Birch Creek Subdivision, in one or more Sectors, and located on Highway 41 in Shelby County, Alabama, and the sale of lots, either improved or vacant, created and located within said Subdivision.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of One Dollar (\$1.00) par value, entitled to one vote per share.

FIFTH: The corporation shall have all the powers set forth under Section 10-2B-3.02 through Section 10-2B-3.04 of the 1975 Code of Alabama, as last amended.

07/01/1999-27577
10:12 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
90.00
007 MMS

Inst # 1999-27577

SIXTH: The management of this corporation shall be vested in a Board of not less than two (2) or more than five (5) Directors, as may be fixed by the by-laws. The Directors shall be elected at the annual meeting of the stockholders to be held at the general office of the corporation at 1101 Dunnavant Valley Road, Birmingham, Alabama 35242 on the date fixed by the by-laws.

The number of Directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and shall qualify are:

<u>Names</u>	<u>Addresses</u>
Walter Cornelius	1101 Dunnavant Valley Road Birmingham, AL 35242-6725
Eugenia C. Clemore	4943 Meadow Brook Road Birmingham, AL 35242

SEVENTH: The address of the initial registered office of the corporation is 1101 Dunnavant Valley Road, Birmingham, Alabama 35242, and the name of its initial registered agent is Walter Cornelius.

EIGHTH: The names and addresses of the incorporators are:

Walter Cornelius	1101 Dunnavant Valley Road Birmingham, AL 35242
Eugenia C. Clemore	4943 Meadow Brook Road Birmingham, AL 35242
Lawrence Neal Wright	5240 Pinecrest Avenue 3736 Shore Drive Richmond, VA 23225-4454 1332
Virginia Holliman Cornelius	1200 Beacon Parkway East Birmingham, AL 35209

Carol Cornelius Morton

3545 Estepona
Miami, FL 33178

NINTH: The officers of the corporation shall be as follows:

Walter Cornelius – President

Eugenia C. Clemore – Vice President

Anthony George Buszka – Secretary-Treasurer
P. O. Box 6288, Huntsville, AL 35824-6288

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this the 27th
day of April, 1999.

Walter Cornelius
WALTER CORNELIUS

Eugenia C. Clemore
EUGENIA C. CLEMORE

Lawrence N. Wright
Lawrence N. Wright
LAWRENCE NEAL WRIGHT

Virginia Holliman Cornelius
VIRGINIA HOLLIMAN CORNELIUS

Carol Cornelius Morton
CAROL CORNELIUS MORTON

STATE OF ALABAMA)
COUNTY) Shelby

Before me, Joshua C Warren, a notary public in and for said
county, in said state, personally appeared Walter Cornelius and Eugenia C. Clemore,
who, being by me first duly sworn, declare that they have read the foregoing document
and know the contents thereof, and that the same are true and correct.

Subscribed and sworn to before me this the 27th day of April, 1999.

Joshua C Warren
NOTARY PUBLIC

My Commission Expires: 01-01-2002

STATE OF ALABAMA)
Jefferson COUNTY)

Before me, Andrea H. Bernhard, a notary public in and for said
county, in said state, personally appeared Virginia Holliman Cornelius, who, being by me
first duly sworn, declares that she has read the foregoing document and knows the
contents thereof, and that the same are true and correct.

Subscribed and sworn to before me this the 28 day of April, 1999.

Andrea H. Bernhard
NOTARY PUBLIC

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: 12/27/2002
BONDED THRU NOTARY PUBLIC UNDERWRITERS.
My Commission Expires: 12/27/2002

STATE OF FLORIDA)
Dade COUNTY)

Before me, Marilyn S. Meyers, a notary public in and for said county, in said state, personally appeared Carol Cornelius Morton, who, being by me first duly sworn, declares that she has read the foregoing document and knows the contents thereof, and that the same are true and correct.

Subscribed and sworn to before me this the 30 day of April, 1999.



Marilyn S. Meyers
NOTARY PUBLIC

My Commission Expires: June 21, 2002

STATE OF VIRGINIA)
Richmond COUNTY)
City of

Before me, Betty S. Tooley, a notary public in and for said county, in said state, personally appeared Lawrence Neal Wright, who, being by me first duly sworn, declares that he has read the foregoing document and knows the contents thereof, and that the same are true and correct.

Subscribed and sworn to before me this the 21st day of May, 1999.

Betty S. Tooley
NOTARY PUBLIC

My Commission Expires: 6-30-01

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Birch Creek Development Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Walter Cornelius, 1101 Dunnavant Valley Rd., Birmingham, AL 35242 for a period of one hundred twenty days beginning April 22, 1999 and expiring August 21, 1999.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 22, 1999
Date

Jim Bennett

Secretary of State

Walter Cornelius
1101 Dunnarant Valley Rd
B'ham 35242

Inst # 1999-27577

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10:12 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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