

# **DECLARATION OF INCORPORATION**

TO THE HONORABLE JUDGE IN AND FOR THE COUNTY OF SHELBY, STATE OF ALABAMA:

We, the undersigned, all of whom are residents of Shelby County, State of Alabama, desiring to associate ourselves together to form a corporation, no for pecuniary profit, and in the sense of paying interest or dividends on stock, but for the mutual benefit of its members through their mutual association and cooperation, do hereby file this declaration, in writing for the establishment of a nonprofit corporation, without stock, pursuant to the laws of Alabama, and respectfully request the issuance of a corporation charter in the form and containing the provisions hereinafter set forth.

## **CHARTER OF INCORPORATION OF WEST SHELBY FIRE AND RESCUE DISTRICT**

### **ARTICLE I**

**Name of Corporation:** The name of the corporation shall be West Shelby Fire and Rescue District, Inc.

### **ARTICLE II**

**Purpose of the Corporation:** The purpose for which this corporation is formed are:

(a) To associate its members together for their mutual benefit and the civic welfare through cooperation but not for pecuniary profit, in the sense of paying interest or dividends, and to that end to furnish and provide fire protection service upon such reasonable terms and for such reasonable rates and considerations as the Board of directors may prescribe.

(b) To acquire land, plants, systems, facilities, buildings, fire engines, fire hydrants, ladders, equipment, hoses, alarm apparatus, chemicals, uniforms, supplies or any combination of any thereof used or useful or capable of future use in furnishing fire protection service and all other property deemed necessary or described by the corporation for use in furnishing fire protection service

(c) To borrow from any source money, goods or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefore, in any manner permitted by law.

(d) To acquire and to hold, own, and exercise all rights of ownership in; and to sell, transfer or pledge certificates of membership or bonds; or become a member or a stockholder of any corporation or association engaged in any related activities.

(e) To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convent for the conduct and operation of the corporation or incidental thereto.

(f) To sell, lease, exchange, mortgage, pledge. or make other disposition of all, or substantially all, the property and assets, with or without the good will, of the corporation, including shares of any other corporation, domestic or foreign, as may be authorized in the following manner:

1. The Board of Directors shall adopt a resolution recommending such sale, lease, exchange, mortgage, pledge, or other disposition and directing the submission thereof to a vote at a meeting of members, which may be either an annual or a special meeting.

Inst # 2001-19927

05/17/2001-19927

09:58 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
012 NB

2. Written or printed notice shall be given to each member of record entitled to vote at such meeting within the time and in the manner provided for the giving of notice of meeting of members, and, whether the meeting be an annual or a special meeting, shall state that the purpose, or one of the purposes, of such meeting is to consider the proposed sale, lease, exchange, mortgage, pledge or other dispositions.

3. At such meeting the members may authorize such sale, lease, mortgage, exchange, pledge or other dispositions and may fix, or may authorize the Board of Directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation therefore. Such authorization shall require the affirmative vote of the holders of at least two-thirds of the membership certificates of the corporation present or represented by proxy at such meeting.

4. After such authorization by a vote of members, the Board of Directors nevertheless, in its discretion, may abandon such sale, lease, exchange, mortgage, pledge, or other disposition of assets, subject to the rights of third parties under any contracts relating thereto, without further action or approval by members.

(g) To establish reserves and to invest the funds thereof in stocks, bonds, and other property as the Board of Directors may deem satisfactory.

(h) To make charges for services and to levy assessments in such manner and in such amounts as may be provided in the by-laws of this corporation.

(j) To have and exercise all powers, privileges and rights conferred on a nonprofit corporation by laws of the State of Alabama, including, but not being limited to, the provisions of the "Alabama Nonprofit Corporation Act", Section 10-3-1, et seq., Code of Alabama, 1975, as amended, together with all powers and rights incidental to carry out the purpose for which this corporation is formed, except such as are inconsistent with the express provisions of the laws under which the corporation is incorporated.

### **ARTICLE III**

**Principal Place of Business:** The principal place of business of the corporation shall be Dogwood, Alabama, and the initial Registered Agent shall be Roger Hughes Sr. 165 Highway 221, Montevallo, Alabama, said initial address for the registered office of said corporation shall be 165 Highway 221, Montevallo, Alabama.

### **ARTICLE IV**

**Ownership of Corporation:** This corporation shall not have capital stock, but its ownership shall be represented by membership certificates.

### **ARTICLE V**

**Period of Duration:** The period of existence or duration of this corporation shall be perpetual.

### **ARTICLE VI**

**Admission of Members:** The corporation shall admit members under such terms and conditions as may be hereafter prescribed by its by-laws.

## ARTICLE VII

**Liability of Members:** The private property of the members of this corporation shall not be subject to the payment of the debts of this corporation to any extent whatsoever.

## ARTICLE VIII

**Names and Addresses of Charter Members:** The names and address of the persons desiring to become a body corporate herein are as follows:

**Name**

### Address

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



[illegible]

## ARTICLE IX

**Board of Directors:** There shall be six (6) members of the initial Board of directors, whose names and addresses are as follows:

Roger D. Hughes Sr.	165 Highway 221, Montevallo, AL 35115
Pat Smith	5408 Highway 119, Montevallo, AL 35115
Stanley Allen	147 Highway 221, Montevallo, AL 35115
Benny Dean	<del>1323 Apple Gate Drive, Montevallo, AL 35115</del>
Rita Hood	<u>81 old Buttermilk Road, Montevallo, AL 35115</u>
Terrie Hughes	432 Highway 221, Montevallo, AL 35115

1 Country Hill Rd

## ARTICLE X

**Organizational Meeting:** Upon the issuance to this corporation of a charter in accordance with the laws of the State of Alabama, an organizational meeting of the Board of Directors named hereinabove in Article IX shall be held at Dogwood, Alabama, at the call of a majority of the incorporators as named in Article VIII for the purpose of adopting by-laws, electing officers and the transaction of such order business as may come before the meeting. The incorporators calling the meeting of said Board of Directors shall give at least three (3) days notice thereof by mail to each director so named which notice shall state the time and place of the meeting as well as the purpose of the meeting.

IN WITNESS WHEREOF, we, the incorporators, have hereunto set our hands and seals on this the 16 day of May, in the year of 2001.

Letter to the  
Petra of Hoo

Pat Smith  
Benny Dean

Roger D. Hughes SR  
Stanley Allen

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

IN THE MATTER OF THE DECLARATION OF)  
INCORPORATION OF WEST SHELBY FIRE )  
AND RESCUE DISTRICT, INC. )

BEFORE THE HONORABLE PATRICIA  
YEAGER FURMISTER, JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA

**ISSUANCE OF CHARTER**

The foregoing declaration having been filed with the undersigned as Judge of Probate of Shelby County, Alabama, in accordance with the terms and provisions of the "Alabama Nonprofit Corporation Act", Section 10-3-1, et seq., Code of Alabama, 1975, and it appearing to the Court that the persons executing such declaration of Incorporation desire to associate themselves together to become a body corporate not for pecuniary profit in the sense of paying interest or dividends on stock, but for mutual benefit through the application of cooperation; and that such persons have filed with the Judge of Probate in the County in which it proposes to established itself, a declaration in writing , setting out the name of the proposed corporation, the names of the charter members and the initial members of the board of Directors, and the purposes of said corporation; and that the declaration complies, in all respects, with the terms, provisions and requirements of the laws of the State of Alabama; and the undersigned having considered all of the above, is in the opinion that a charter should issue to such corporation; it is, therefore

**ORDERED, ADJUDGED and DECREED** by the undersigned Patricia Yeager Furmister as Judge of Probate of Shelby County, Alabama, the foregoing "Declaration of Incorporation" this day filed in the office of the Judge of Probate of Shelby County, Alabama, and recorded in Corporation Record \_\_\_\_\_ at pages \_\_\_\_\_, be and the same is hereby issued as, and declared to be, the Charter of **WEST SHELBY FIRE AND RESCUE DISTRICT, INC.**, as fully and as effectively as if specifically set forth in this order, and said Charter shall be perpetual, subject to the revocation at any time by the Legislature of the State of Alabama.

Done this \_\_\_\_\_ day of \_\_\_\_\_, in the year of \_\_\_\_\_, at Columbiana,  
Alabama.

---

Judge of Probate of Shelby County

**By-Laws  
Of  
West Shelby Fire and Rescue District, Inc.**

**ARTICLE I**

**Section 1:** The name of the organization shall be "West Shelby Fire and Rescue District, Inc.".

**ARTICLE II**

**Section 1:** The annual meeting of the members shall be held in the general office of the corporation in the Community of Dogwood, Alabama, on the first Tuesday in August of each year, beginning on December 20, 2000 at the hour of 7:00 P.M., for the purpose of electing Directors and transacting business.

**Section 2:** Vacancy occurring in the Board of Directors shall be filled by election or action of the Stockholders at any regular or special meeting.

**Section 3:** Members of the Board of Directors and all officers of said Corporation shall serve without compensation.

**Section 4:** Members of the Board of Directors do not have to be active fire fighters.

**Section 5:** Special meetings of the Board of Directors shall be held at any time, called by the chairman of the board of Directors or any two Directors.

**Section 6:** Special meetings of the Stockholders shall be held at any time, called by the Chief, Chairman of the Board of Directors, or any two Directors of the board of directors or by a majority of the members.

**Section 7:** The general management and government and direction of the affairs of the Corporation shall be vested in the Board of directors, who may establish rules, not inconsistent with these By-Laws, for the proper regulation and performance of the duties incumbent upon them. They shall take all necessary measures to preserve and protect the property of the Company and to see to the payment of all taxes and necessary expenses, and generally to take all legitimate and proper measures to carry into force and effect the objects and purposes of the Corporation as defined in the Articles of incorporation and By-Laws.

**Section 8:** At any regular meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, but a smaller number may adjourn the meeting for another day.

**Section 9:** At any regular meeting of the Stockholders a majority of the members present may constitute a quorum for the transaction of business, but the Stockholders present at any meeting through less than a quorum, may adjourn the meeting.

**Section 10:** The Chairman of the Board of Directors and the Secretary of the Board of Directors shall act as chairman of each members' meeting, unless the meeting shall otherwise decide.



### **ARTICLE III**

**Section 1:** The affairs of this Corporation shall be managed by a Board of not less than six (6) or more than eleven (11) Directors, who shall be elected by the active members at a regular annual meeting. Four of the six shall hold office for one year, or until their successors are elected, with the remaining three including the Chairman holding office for two years.

**Section 2:** The directors shall elect one of their number as chairman of the Board and shall also elect one of their number as Secretary, who shall serve without compensation.

### **ARTICLE IV**

**Section 1: Active Members.** The active members of the Fire Department shall consist of such able bodied persons, age eighteen (18) or older, under 18 with parental consent, as may be approved by a majority of all active members. The proposed member shall live within the confines of the area protected by the Fire Department.

**Section 2: Honorary Members.** The Honorary members of the Fire Department shall consist of any active member, who due to illness or injury, or any active member who after three (3) years service retires or moves away from the Community; or any person, who through his generosity contributes large financial amounts, or equipment to the Fire Department, or who gives largely of his time and effort for the Fire Department, or who performs any notable special service in behalf of the Fire Department, are approved for Honorary Membership by a majority of all Fire Department members.

**Section 3: Voting Rights.** Honorary members do not have the voting privilege of active members in any Fire Department business.

**Section 4: Suspension.** any member of the Fire Department may be suspended or discharged for the department by the Chief, at any time, he may deem such action necessary for the good of the department. On written request of such member to the active membership, he shall be given a hearing on charges brought by the Chief.

**Section 5: Grievance.** Any member of the Fire Department who has justifiable reason for complaint or conflict between members concerning the Fire Department shall appear before the Board of Directors who shall resolve the grievance.

**Section 6: Dues.** Membership dues are \$100.00 for the first year.

### **ARTICLE V**

**Section 1: Elected Officers.** The elected officers shall consist of a Chief and Assistant Chief, elected for one year by a majority vote of all active members of the Fire Department or as appointed by the Board of directors.

**Section 2: Officers.** The officers shall consist of a Fire Inspector, one (1) Assistant Chief, two (2) Captains and two (2) Lieutenants, who shall be elected by the volunteer firemen of the Fire Department. The number of these officers may be increased or decreased as the need arises. All officers may be removed by a majority vote of all the volunteer firemen of the fire Department.

### **ARTICLE VI**

**Section 1:** The election of Chief and Assistant Chief shall be held in August of each year beginning in 2001.



**Section 2: Call of Elections.** An election may be called at the first regular meeting following the death, resignation, retirement or removal of an elected officer.

## **ARTICLE VII**

**Section 1: Duties of the Chief.** The Chief shall formulate a set of rules and regulations to govern the Department, and shall be responsible for the personnel, morals and general efficiency of the Department. The Chief shall determine the number and kind of companies of which the Department is to be composed and shall determine the response of such companies to alarm. The chief shall at least once a month conduct suitable drills or inspections in the operation and handling of equipment, salvage, a study of buildings in the Dogwood Community area, fire prevention, water supplies, and all other matters generally considered essential to good fireman ship and safety of life and property from fire. He shall preside at all Fire Department meetings. The chief is hereby required to assist the proper authorities in suppressing the crime of arson by investigating or causing to be investigated the cause, origin, and circumstance of all fires. The Chief shall report monthly to the West Shelby Board of Directors the conditions of the apparatus and equipment; the number of fires during the month, their location and cause and date of same and loss occasioned thereby; the number and purpose of all other runs made; and the number of members responding to each fire or other run, and any changes in membership. The Chief shall make a complete annual report to the Community within one month after the close of the fiscal year, such report is to include the information specified above, together with comparative data for previous years and recommendations for improving the effectiveness of the Department.

**Section 2: Duties of Secretary and Treasurer.** The Secretary and Treasurer shall keep records of all Fire Department proceedings. He/She shall provide an oral statement at each business meeting each month. He/She shall be responsible for all receipts and disbursements of funds of the Department. He/She shall give a written statement of expenses, receipts and bank balance at the regular business meeting. He/She shall give a semi-annual report of total receipts, and disbursements at the regular business meeting in August and February.

## **ARTICLE VIII**

**Section 1: Amendments.** All changes in Fire Department policy or amendments to this charter shall be submitted in writing at a regular meeting. The Department members will be made aware of this proposal and will vote on it at the next regular meeting. A two-thirds majority vote of all active members present shall carry the amendment.

**Section 2: Cease of Operation.** If, at any time, The West Shelby Fire and Rescue Department, Inc. ceases operation, all equipment, including fire trucks, apparatus, finances, etc. will revert back to the Dogwood Community.

## **ARTICLE IX**

**Section 1:** All regular meetings shall be called by the Fire Chief.

**Section 2:** general members should attend all meetings and activities, attend all training sessions, become proficient with all equipment at their command, and respond to all fire and emergency calls, if possible.

**Section 3:** Each member shall be responsible for keeping unauthorized persons off equipment.

**Section 4:** Any member wishing to speak during the meeting will rise, address the Chief and wait until he is recognized by the Chief before proceeding.

**Section 5:** Any member disobeying the chief's order will be disciplined.

**Section 6:** Each member will perform his designated duties unless he is instructed otherwise by the Chief or the Assistant Chief.

**Section 7:** Any member willfully or intentionally abusing or destroying the property of the Fire Department will be disciplined.

**Section 8:** No member shall attend any function of the Fire Department under the influence of alcohol to the extent of being disorderly and/or creating any disturbance.

**Section 9:** Any member endangering his or other persons lives while driving to and from any fire will be suspended.

**Section 10:** No member is to be drinking or under the influence of alcohol at any time while attending a fire.

**Section 11:** All members are required to stay at a fire until all the hose and equipment is loaded back on the trucks or unless he has permission from the Chief, to leave before that time. One of the duties of the Assistant Chief will be to see that all equipment is loaded and in its proper place.

**Section 12:** The Assistance Chief shall, under the direction of the Chief, supervise all training sessions, drills, and administrative duties assigned to him. He shall also be responsible for the direct fire ground operations. The Assistant Chief will be designated for command purposes and shall have generally the same duties as the Chief in his absence.

**Section 13:** Captains shall be responsible for equipment and personnel assigned to their unit. They shall see that their units and all equipment assigned to them are kept clean and in serviceable condition. They shall see that their equipment is returned to a ready condition after each fire. The Captain of Company I shall be the senior officer. The Captains shall be responsible for any other duties assigned to them by the Chief or Assistant Chief.

**Section 14:** Lieutenants shall be responsible directly to their company captains. They shall see that all equipment is returned to its original positions on the apparatus. Generally, their duties shall be the same as Captains.

**Section 15:** In the event of the absence of the Chief, or the Assistant Chief at a fire, the highest ranking officer or if no officer is present, the senior fireman shall be in command until the arrival of a higher ranking officer.

**Section 16:** Individual members are in no way whatsoever to be held liable individually for any acts of the said corporation, or for any of the other members of the said corporation.

*Board Members of West Shelly Fire & Rescue District, Inc.*

<i>Pettaghard</i>	<i>Luci May</i>
<i>Pat Smith</i>	<i>Roger D. Hughes SR.</i>
<i>Benny Dean</i>	<i>Stanley Allen</i>

# State of Alabama

## SHELBY County

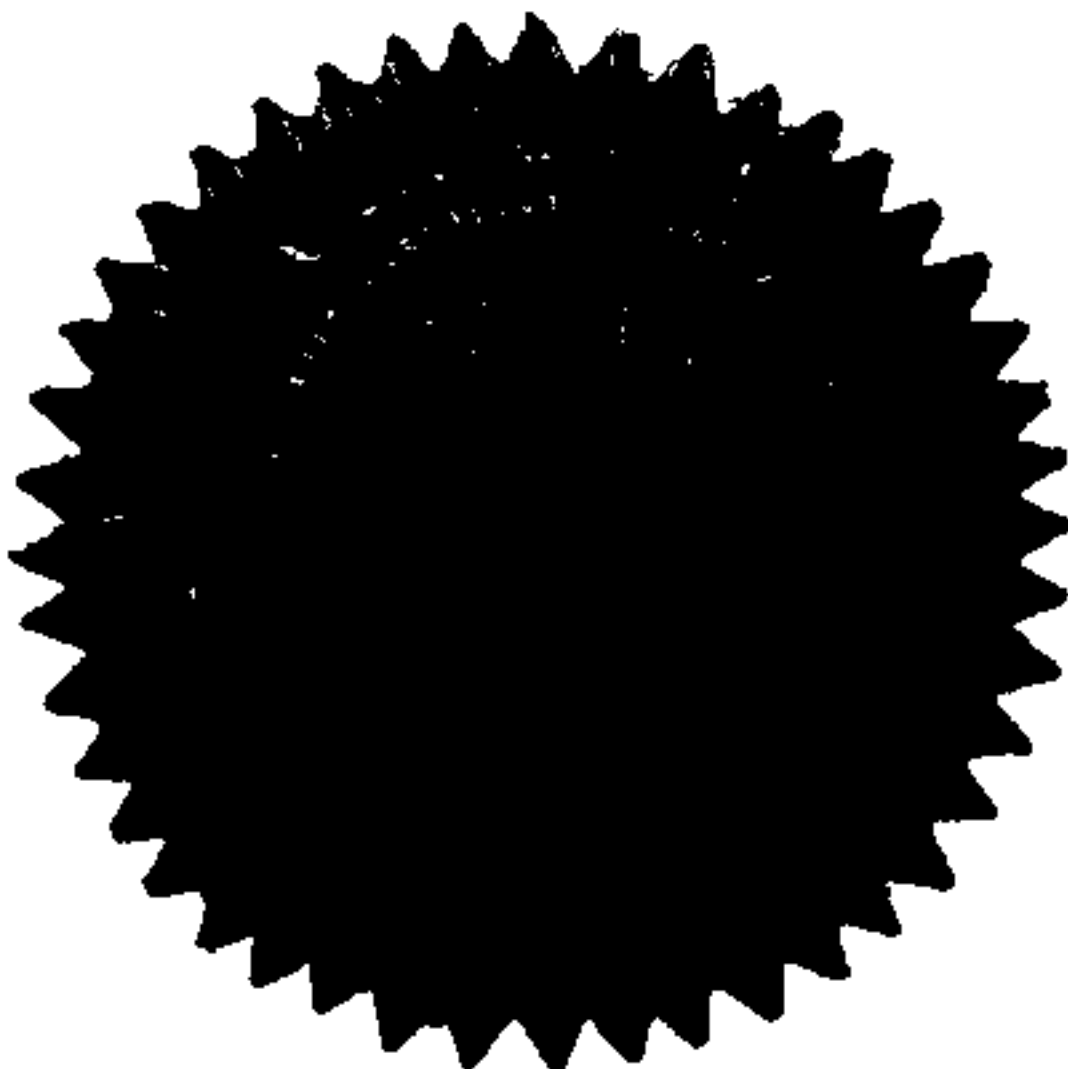
### CERTIFICATE OF INCORPORATION OF WEST SHELBY FIRE AND RESCUE DISTRICT

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of WEST SHELBY FIRE AND RESCUE DISTRICT, 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 INCORPORATION of WEST SHELBY FIRE AND RESCUE DISTRICT, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 17TH day of MAY, 2001.

Patricia Gager Schneider  
Judge of Probate





Inst # 2001-19927

05/17/2001-19927  
09:58 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE

012 MB

.00