

I, the undersigned Town Clerk of the TOWN OF WESTOVER, ALABAMA, hereby certify that the attached pages numbered from 1 to 7, inclusive, constitute a true and correct copy of Resolution No. 2001-11-13-504 adopted at a regular meeting of the Mayor and Town Council of said Town, held on November 13, 2001, pertaining to the matters therein set out, as the same appears in the records of said Town.

WITNESS my signature as said Town Clerk, under the seal of said Town, this 16th day of December, 2001.

[S E A L]

Wayne Jones
Town Clerk

Inst # 2001-54310

12/11/2001-54310

03:07 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
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RESOLUTION NO. 2001-11-13-504

**A RESOLUTION APPROVING AN APPLICATION
FOR PERMISSION TO INCORPORATE
A PUBLIC CORPORATION
UNDER THE PROVISIONS OF
CODE OF ALABAMA 1975,
§§ 11-97-1 THROUGH 11-97-27, INCLUSIVE,
AND AUTHORIZING THE PERSONS FILING SAID APPLICATION
TO PROCEED TO FORM SUCH CORPORATION**

BE IT RESOLVED by the MAYOR AND TOWN COUNCIL OF THE TOWN OF WESTOVER, ALABAMA, as follows:

Section 1. Findings. The Mayor and Town Council, upon evidence duly submitted to and considered by them, hereby find and determine that Ruby Lee Moore, David A. Cooper and J. Mark McLaughlin have filed with the Mayor and Town Council an application in writing for permission to apply for the incorporation, under the provisions of Code of Alabama 1975, §§ 11-97-1 through 11-97-27, inclusive, of a public corporation to be known as "The Governmental Utility Services Corporation of the Town of Westover"; that there was attached to said application a proposed form of certificate of incorporation for said public corporation; that said application, together with the attached certificate of incorporation, was in words and figures as follows:

**APPLICATION FOR AUTHORITY TO INCORPORATE
A GOVERNMENTAL UTILITY SERVICES CORPORATION**

TO: THE MAYOR AND TOWN COUNCIL OF THE
TOWN OF WESTOVER, ALABAMA

We, the undersigned natural persons, each of whom is a duly qualified elector of the Town of Westover, Alabama, propose to incorporate a public corporation pursuant to the provisions of Chapter 97, Title 11, Code of Alabama 1975, and therefore do hereby file with you as the governing body of said town this application and by so doing apply for authority to incorporate a public corporation pursuant to the provisions of Code of Alabama 1975, §§ 11-97-1 through 11-97-27, inclusive. We hereby request that this application be granted and that a proper resolution be adopted by you authorizing the incorporation of such a public corporation under the name of "The Governmental Utility Services Corporation of the Town of Westover," and that the location of the principal office of the said corporation be in the Town Hall of the Town of Westover, Alabama.

We submit herewith for your consideration a form of the certificate of incorporation proposed to be used in organizing said public corporation. It is contemplated that if this application is granted, there will be attached to said certificate of incorporation, before it is filed for record, a certificate of the Secretary of State of Alabama that the name proposed for said corporation is not identical with that of another corporation already in existence in this state or so nearly similar thereto as to lead to confusion and uncertainty.

WITNESS our signatures this 13th day of November, 2001.

/s/ Ruby Lee Moore
Ruby Lee Moore

/s/ David A. Cooper
David A. Cooper

/s/ J. Mark McLaughlin
J. Mark McLaughlin

**CERTIFICATE OF INCORPORATION
OF
THE GOVERNMENTAL UTILITY SERVICES CORPORATION
OF THE TOWN OF WESTOVER**

TO: THE HONORABLE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA

The undersigned, Ruby Lee Moore, David A. Cooper and J. Mark McLaughlin, desiring to incorporate a public corporation under the provisions of Code of Alabama 1975, §§ 11-97-1 through 11-97-27, inclusive (herein called the "Authorizing Statute"), and being all of the incorporators of the corporation hereby incorporated, do make, sign, execute, acknowledge and file this Certificate of Incorporation as follows:

1. The names of the incorporators are as follows:

Ruby Lee Moore
David A. Cooper
J. Mark McLaughlin

Each of the aforesaid incorporators is a duly qualified elector of the Town of Westover, Alabama (herein called the "Town").

2. The name of the corporation is and shall be:

"THE GOVERNMENTAL UTILITY SERVICES CORPORATION
OF THE TOWN OF WESTOVER".

3. Permission and authority to organize the corporation has been granted by a resolution duly adopted by the governing body of the Town on the 13th day of November, 2001.

4. The location of the principal office of the corporation shall be in the Town Hall of the Town.

5. The corporation is organized pursuant to the provisions of the Authorizing Statute. The corporation shall have all powers conferred on corporations of like nature by the provisions of the Authorizing Statute and any amendment thereof heretofore or 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 heretofore or hereafter amended.

6. The board of directors of the corporation shall consist of three members, who shall be elected by the governing body of the Town, in the manner and for the terms of office provided by law.

7. 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.

8. The corporation shall be a nonprofit corporation, and no part of the net earnings thereof shall inure to the benefit of any individual or private corporation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures this _____ day of _____, 2001.

Ruby Lee Moore

David A. Cooper

J. Mark McLaughlin

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that RUBY LEE MOORE, whose name is signed to the foregoing Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Certificate of Incorporation, she executed the same voluntarily on the day the same bears date.

Sworn and subscribed to before me on this _____ day of _____, 2001.

[NOTARIAL SEAL]

Notary Public

My Commission Expires:_____

STATE OF ALABAMA)
 :
SHELBY COUNTY)

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

Sworn and subscribed to before me on this _____ day of _____, 2001.

[NOTARIAL SEAL]

Notary Public

My Commission Expires:_____

STATE OF ALABAMA)
 :
SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that J. MARK McLAUGHLIN, whose name is signed to the foregoing Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Certificate of Incorporation, he executed the same voluntarily on the day the same bears date.

Sworn and subscribed to before me on this _____ day of _____, 2001.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: _____

that each of the persons filing said application is a duly qualified elector of the Town of Westover; that said application is regular in all respects and complies with all requirements of the laws of the State of Alabama under which said public corporation is proposed to be organized; and that it is wise, expedient, necessary and advisable that such public corporation be formed.

Section 2. Authorization for Incorporation. The Mayor and Town Council hereby approve the aforesaid application and hereby grant permission and authority to the persons filing such application to organize The Governmental Utility Services Corporation of the Town of Westover in the manner provided by the laws of the State of Alabama under which said public corporation is proposed to be organized. The Mayor and Town Council hereby approve the form of certificate of incorporation attached to said application.

Section 3. Posting of Resolution. This resolution shall be posted for not less than five (5) consecutive days at each of the following three public places located within the corporate limits of the Town of Westover, Alabama:

Town Hall (Mayor's Office)
Westover Leisure Wear
Westover Water Authority

The Town Clerk is hereby authorized and directed to cause such posting to be effected.

ADOPTED this 13th day of November, 2001.

/s/ Roger West
Mayor

Authenticated:

/s/ Wayne Jones
Town Clerk

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Inst # 2001-54310

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SHELBY COUNTY JUDGE OF PROBATE
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