

**ARTICLES OF INCORPORATION
OF
THE CHELSEA PARK IMPROVEMENT DISTRICT ONE**

December 23, 2004

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, in order to form an improvement district as a public corporation under and pursuant to the provisions of Chapter 99A of Title 11 of the Code of Alabama 1975 (hereinafter called the "Enabling Law"), do hereby make, sign, execute, acknowledge and file these articles of incorporation:

ARTICLE ONE

The name of this public corporation shall be The Chelsea Park Improvement District One (hereinafter called the "District").

The District is organized pursuant to the provisions of Chapter 99A of Title 11 of the Code of Alabama 1975.

ARTICLE TWO

The names and mailing addresses of the undersigned incorporators are:

Billy D. Eddleman
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223,

William L. Thornton III
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223,

Douglas D. Eddleman
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223

ARTICLE THREE

The name of the appointing government is the governing body of the City of Chelsea, Alabama.

On the 14th day of December, 2004 the governing body of the City of Chelsea adopted a resolution approving and authorizing the incorporation of the District in accordance with the Enabling Law, a certified copy of which is attached hereto as Exhibit A and made a part hereof.

ARTICLE FOUR

The names and addresses of the members of the initial board of directors of the District and their initial terms of office are as follows:

	<u>Name</u>	<u>Term of Office</u>
(1)	Billy D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	December 14, 2005
(2)	William L. Thornton III Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	December 14, 2006
(3)	Douglas D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223	December 14, 2007

The members of the board of directors shall serve staggered terms, with one of the initial members to serve for one year, and one of the initial members to serve for two years, and one of the initial members to serve for three years. Thereafter the successors to members of the board of directors shall serve for three-year terms.

ARTICLE FIVE

The duration of the District shall be perpetual, subject to the provisions of the Enabling Law.

ARTICLE SIX

The location of the principal office of the District (and its post office address) shall be Ste 425, 2700 U.S. Highway 280, Birmingham, Alabama 35223.

ARTICLE SEVEN

The District shall have all powers conferred on corporations of like nature by the Enabling Law, and any amendment thereof heretofore or hereafter made, and all other powers conferred upon corporations generally by the laws of Alabama not in conflict with the Enabling Law, as heretofore or hereafter amended.

To the extent and as provided in the Enabling Law, the District shall have and may exercise the power of eminent domain with the consent of the governing body of the City of Chelsea, Alabama.

ARTICLE EIGHT

The District shall be a non-profit corporation and no part of the net earnings thereof shall inure to the benefit of any private person or entity of any nature whatsoever.

ARTICLE NINE

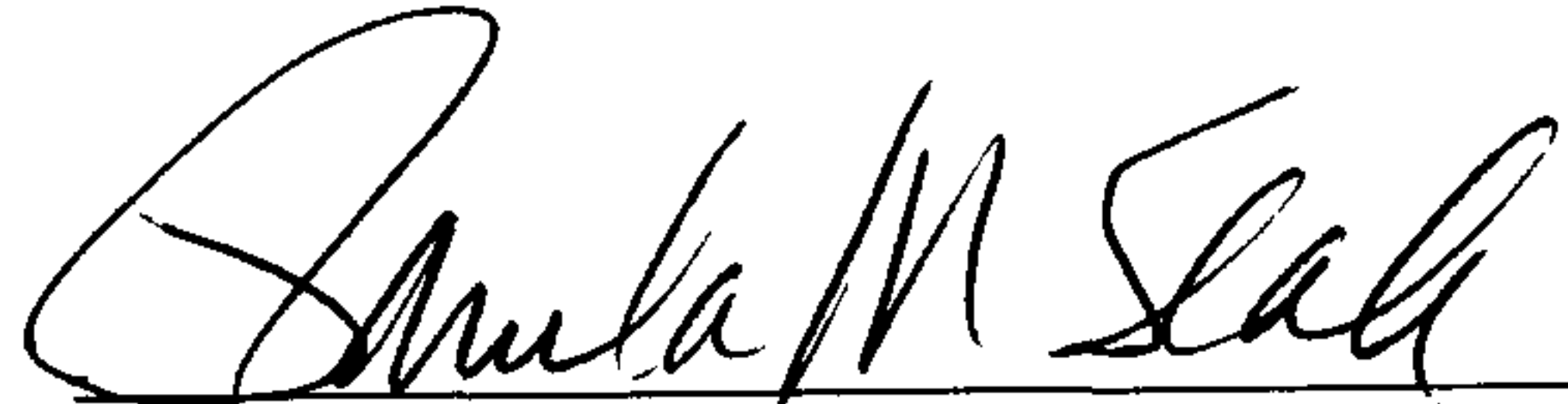
Upon dissolution of the District as provided by the Enabling Law, title to all funds and properties owned by the District shall be conveyed and distributed to, and shall vest in, the City of Chelsea, Alabama (or its successor).

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that Douglas D. Eddleman whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Articles of Incorporation, he executed the same voluntarily.

Given under my hand and official seal, this 21st day of December, 2004.



Notary Public

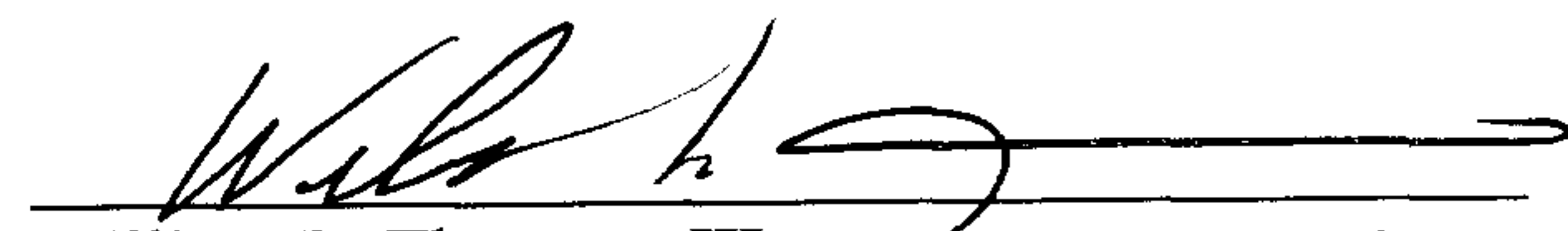
NOTARIAL SEAL

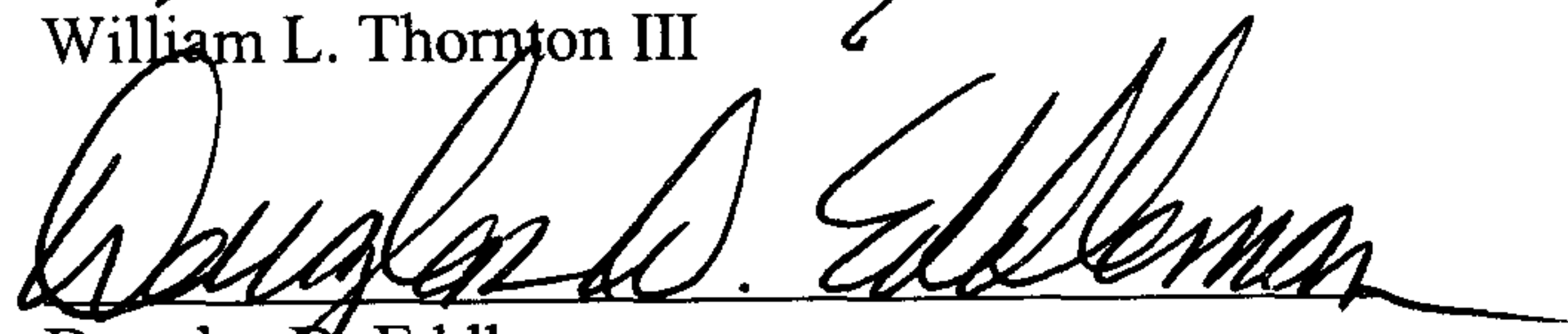
My commission expires: _____

MY COMMISSION EXPIRES JANUARY 23, 2006

IN WITNESS WHEREOF, the undersigned have signed these articles of incorporation on and as of the date and year first above written.


Billy D. Eddleman


William L. Thornton III


Douglas D. Eddleman

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that Billy D. Eddleman, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Articles of Incorporation, he executed the same voluntarily.

Given under my hand and official seal, this 21st day of December, 2004.



Notary Public

NOTARIAL SEAL

My commission expires: _____

MY COMMISSION EXPIRES JANUARY 23, 2006

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that William L. Thornton, III, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Articles of Incorporation, he executed the same voluntarily.

Given under my hand and official seal, this 21st day of December, 2004.



Notary Public

NOTARIAL SEAL

My commission expires: _____

MY COMMISSION EXPIRES JANUARY 23, 2006

[The Chelsea Park Improvement District One]

**EXCERPTS FROM THE MINUTES OF A SPECIAL MEETING
OF THE CITY COUNCIL OF THE CITY OF CHELSEA, ALABAMA**

The City Council of the City of Chelsea met in special public session at City Hall in the City of Chelsea, Alabama, at 7:00 o'clock p.m. on the 14th day of December 2004.

The meeting was called to order by the Mayor, and the roll was called with the following results:

Present: S. Earl Niven, Sr., Mayor
Juanita Champion
Mike Denton
John Ritchie
Don King

Absent: Jim Ferguson

* * *

The Mayor stated that due notice of the date, time, place and purpose of this meeting had been given (a) by public announcement during the regular meeting of the City Council on December 7, 2004, (b) by posting notice of such meeting at City Hall in the City on December 8, 2004, which notice had remained continuously so posted until the time of this meeting, in the manner provided by law and (c) to all members of the City Council and that each member had signed the waiver of notice, waiving any and all irregularities in said notice and any other or further notice of such meeting. On motion duly made, seconded, and unanimously adopted, the notice of this meeting so posted and waiver of notice signed by each member of the City Council, was ordered inserted in the minutes of this meeting at the end thereof.

The Mayor stated that a quorum was present and that the meeting was open for the transaction of business.

* * *

Thereupon, the following resolution, having been introduced by the Mayor and read one time at the regular meeting of the City Council of the City of Chelsea on December 7, 2004, was introduced in writing by Mayor Niven, read by the Clerk and considered by the City Council:

RESOLUTION NO. 04-12-07-177

**A RESOLUTION APPROVING A PETITION SEEKING
PERMISSION TO FORM AND INCORPORATE AN
IMPROVEMENT DISTRICT OF THE CITY OF CHELSEA AND
AUTHORIZING SUCH INCORPORATION**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CHELSEA, Alabama (the "City Council"), as follows:

Section 1. That the City Council, upon evidence duly submitted to and considered by it, hereby finds and determines and confirms that the following petition has been duly filed with the governing body of the City of Chelsea, for approval of the formation of an improvement district under Chapter 99A of Title 11 of the Code of Alabama 1975 and that the persons executing said petition are the owners of all land described in said petition by attachment thereto and proposed to be included within said improvement district:

**PETITION
FOR AUTHORITY TO FORM AN
IMPROVEMENT DISTRICT**

December 7, 2004

TO THE GOVERNING BODY OF THE CITY OF CHELSEA, ALABAMA:

The undersigned do hereby petition the governing body of the City of Chelsea, Alabama, for authority and permission to form and incorporate an improvement district under the provisions of Chapter 99A of Title 11 of the Code of Alabama 1975 (the "Enabling Law").

Pursuant to Section 11-99A-4 of the Enabling Law, and in support of the within petition, the undersigned do hereby:

(1) represent, certify, warrant and declare:

(a) the undersigned are the owners of all land proposed to be included within the said improvement district,

(b) none of the land proposed to be included within the said improvement district is located in any municipality other than the City of Chelsea, Alabama,

(c) all of the land proposed to be included within the said improvement district is located within Shelby County, Alabama,

(d) all of the land proposed to be included within the said improvement district is contiguous with land presently within the city limits of the City of Chelsea,

(2) designate the following persons, each of whom is over the age of 21 years, to act as agents in representing the undersigned owners before the governing body of the City of Chelsea, Alabama:

(1) Billy D. Eddleman
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223,

(2) William L. Thornton III
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223,

(3) Douglas D. Eddleman
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223,

(3) attach to, and by this reference make a part of, this petition, true, correct and complete copies of:

(a) a description of the tract or tracts of land proposed to be included within the said improvement district,

(b) a map or plat of the proposed district which shows the land proposed to be included within the said improvement district will be contiguous with land presently within the city limits of the City of Chelsea, Alabama,

(c) a proposed form of articles of incorporation for the said improvement district.

The undersigned to hereby request that this petition be considered and reviewed, that authority and permission be given to form and incorporate such improvement district, and that a resolution be adopted by the governing body of the City of Chelsea declaring that it has reviewed this petition, has determined as a matter of fact that it is expedient that the improvement district be formed and has approved the proposed form of articles of incorporation for the improvement district attached hereto.

IN WITNESS WHEREOF, each of the undersigned has caused this Petition to be executed in its name, under seal, by an officer or legal representative thereof duly authorized thereunto, on the date and year first above written.

CHELSEA PARK PROPERTIES, LTD.

By: **Chelsea Park Management, LLC**
as General Partner

By: **Eddleman Properties, LLC**
as Manager

By: *Augusta D. Eddleman*
Its: *managing member*

By: **Thornton, Inc.**
as Manager

By: *W. L. J.*
Its: *PRESIDENT*

CHELSEA PARK, INC.

By: *Augusta D. Eddleman*
Its: *PRESIDENT*

CHELSEA PARK HOMES, INC.

By: *W. L. J.*
Its: *C.E.O.*

Description of Parcel D

STATE OF ALABAMA
SHELBY COUNTY

Commence at the Southeast corner of Section 25, Township 19 South, Range 1 West and run in a Northerly direction along the East boundary thereof for a distance of 1520.68 feet to the POINT OF BEGINNING; thence deflect right 90 degrees 25 minutes 04 seconds and run in a Southeasterly direction for a distance of 377.14 feet; thence deflect right 106 degrees 42 minutes 20 seconds and run in a Southwesterly direction for a distance of 170.43 feet; thence deflect left 104 degrees 08 minutes 30 seconds and run in a Southeasterly direction for a distance of 1012.54 feet; thence deflect right 86 degrees 52 minutes 54 seconds and run in a Southerly direction for a distance of 3050.19 feet to a point on the Northern most right of way line of CSX Railroad (100' R.O.W.); thence deflect right 54 degrees 28 minutes 42 seconds and run in a Southwesterly direction along said right of way line for a distance of 1616.10 feet to a point on a spiral curve turning to the right, thence deflect right 47 degrees 02 minutes 56 seconds to chord for a chord length of 2729.66 feet; thence run in a Northwesterly direction along a line tangent to said curve, and along said right of way line for a distance of 774.69 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Northeasterly direction along said right of way line for a distance of 100.00 feet; thence deflect left 90 degrees 00 minutes 00 seconds and run in a Northwesterly direction for a distance of 50.00 feet; thence deflect left 90 degrees 00 minutes 00 seconds and run in a Southwesterly direction along said right of way line for a distance of 81.09 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Northwesterly direction for a distance of 54.91 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Southwesterly direction for a distance of 18.91 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Northwesterly direction for a distance of 51.13 feet to a point on a curve turning to the right, said curve having a radius of 1437.68 feet, a central angle of 28 degrees 22 minutes 20 seconds and a chord length of 704.67 feet, thence run in a Northwesterly direction along the arc of said curve and along said right of way line for a distance of 711.92 feet; thence run in a Northwesterly direction along a line tangent to said curve and along said right of way line for a distance of 1365.12 feet to a point on a curve turning to the left, said curve having a radius of 1052.32 feet, a central angle of 34 degrees 57 minutes 45 seconds and a chord length of 632.22 feet; thence run in a Northwesterly direction along the arc of said curve and along said right of way line for a distance of 642.13 feet to a point on the North boundary of the Southeast one-quarter of the Southwest one-quarter of said Section 25, thence leaving said right of way line deflect right 109 degrees 50 minutes 08 seconds from chord of said curve and run in a Easterly direction along said quarter-quarter line for a distance of 2317.34 feet to the Southeast corner of the Northwest one-quarter of the Southeast one-quarter; thence deflect left 89 degrees 06 minutes 37 seconds and run in a Northerly direction along the East boundary of the said quarter-quarter line for a distance of 211.78 feet, thence deflect right 88 degrees 45 minutes 19 seconds and run in a Northeasterly direction for a distance of 245.90 feet; thence deflect right 49 degrees 09 minutes 34 seconds and run in a Southeasterly direction for a distance of 127.72 feet to a point on a curve to the right, said curve having a radius of 1542.53 feet, a central angle of 09 degrees 28 minutes 12 seconds, a chord length of 254.67 feet and a deflection angle left of 78 degrees 26 minutes 38 seconds to the chord of said curve; thence run in a Northeasterly direction along the arc of said curve for a distance of 254.96 feet to a point on a curve to the right, said curve having a radius of 345.60 feet, a central angle of 72 degrees 24 minutes 59 seconds, a chord length of 408.31 feet and a deflection angle right of 34 degrees 59 minutes 38 seconds to the chord of said curve; thence run in a Southeasterly direction along the arc of said curve for a distance of 436.81 feet; thence deflect right from chord of said curve 31 degrees 25 minutes 20 seconds and run in a Southeasterly direction for a distance of 120.47 feet; thence deflect left 85 degrees 22 minutes 39 seconds and run in a Northeasterly direction for a distance of 93.28 feet; thence deflect right 49 degrees 51 minutes 10 seconds and run in a

Southeasterly direction for a distance of 206.88 feet to the POINT OF BEGINNING. Less and except the following described property:

LESS AND EXCEPT

A parcel of land situated in the Southeast Quarter of the Southeast Quarter of Section 25, Township 19 South, Range 1 West, Shelby County, Alabama and being more particularly described as follows:

Commence at a stone monument at the Southeast corner of Section 25, Township 19 South, Range 1 West, Shelby County, Alabama and run on a state plane bearing (Alabama West Zone State Plane Bearing NAD 83) of North 36 Degrees 15 Minutes 36 Seconds West for a distance of 1,154.97 feet to the point of beginning of the property herein described; thence 15 Degrees 10 Minutes 07 Seconds left and run North 51 Degrees 25 Minutes 43 Seconds West for a distance of 70.00 feet; thence 90 Degrees 00 Minutes left and run South 38 Degrees 34 Minutes 17 Seconds West for a distance of 142.85 feet; thence 90 Degrees 00 Minutes left and run South 51 Degrees 25 Minutes 43 Seconds East for a distance of 70.00 feet; thence 90 Degrees 00 Minutes left and run North 38 Degrees 34 Minutes 17 Seconds East for a distance of 142.85 feet to the point of beginning. All bearings in the above description are Alabama West Zone State Plane Bearings NAD 83.

LESS AND EXCEPT

BELL SOUTH MOBILITY

INGRESS AND EGRESS EASEMENT

An easement being 35.00 feet in width for ingress, egress and utilities on, over and across part of the East One Half of the Southeast Quarter of Section 25, Township 19 South, Range 1 West and part of the West One Half of the Southwest Quarter of Section 30, Township 19 South, Range 1 East, all in Shelby County, Alabama and being more particularly described as follows: Commence at a stone monument at the Southeast corner of Section 25, Township 19 South, Range 1 West, Shelby County, Alabama and run on a state plane bearing (Alabama West Zone State Plane Bearing NAD 83) of North 36 Degrees 15 Minutes 36 Seconds West for a distance of 1,154.97 feet; thence 15 Degrees 10 Minutes 07 Seconds left and run North 51 Degrees 25 Minutes 43 Seconds West for a distance of 17.50 feet to the point of beginning of the centerline of said easement being 35.00 feet in width for ingress, egress and utilities and being 17.50 feet each side the following described centerline; thence 90 Degrees 00 Minutes right and run North 38 Degrees 34 Minutes 17 Seconds East along said centerline for a distance of 173.90 feet to the beginning of a curve to the right, said curve to the right having a radius of 670.39 feet and a central angle of 08 Degrees 31 Minutes 51 Seconds; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 99.82 feet to the end of said curve to the right; thence at tangent to said curve run North 47 Degrees 06 Minutes 08 Seconds East along said centerline for a distance of 84.96 feet to the beginning of a curve to the right, said curve having a radius of 2,354.20 feet and a central angle 02 Degrees 26 Minutes; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 99.98 feet to the end of said curve to the right; thence at tangent to said curve run North 49 Degrees 32 Minutes 08 Seconds East along said centerline for a distance of 244.70 feet to the beginning of a curve to the left, said curve to the left having a radius of 138.99 feet and a central angle of 24 Degrees 21 Minutes 38 Seconds; thence in a Northeasterly direction along the arc of said curve to the left and said centerline for a distance of 59.09 feet to the end of said curve to the left; thence at tangent to said curve run North 25 Degrees 10 Minutes 30 Seconds East along said centerline for a distance of 06.19 feet to the beginning of a curve to the right, said curve to the right having a radius of 221.07 feet and a central angle of 20 Degrees 30 Minutes 45 Seconds; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 79.14 feet to the end of said curve to the right; thence at tangent to said curve run North 45 Degrees 41 Minutes 15 Seconds East along said centerline for a distance of 163.93 feet to the beginning of a curve to the left,

said curve to the left having a radius of 419.84 feet and a central angle of 13 Degrees 34 Minutes 59 Seconds; thence in a Northeasterly direction along the arc of said curve to the left and said centerline for a distance of 99.53 feet to the end of said curve to the left; thence at tangent to said curve run North 32 Degrees 06 Minutes 6 Seconds East along said centerline for a distance of 141.81 feet to the beginning of a curve to the right, said curve to the right having a radius of 228.92 feet and a central angle of 17 Degrees 23 Minutes 08 Seconds; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 69.46 feet to the end of said curve to the right; thence at tangent to said curve run North 49 Degrees 29 Minutes 24 Seconds East along said centerline for a distance of 264.90 feet to the beginning of a curve to the right, said curve to the right having a radius of 233.03 feet and a central angle of 24 Degrees 13 Minutes 13 seconds; thence in a Northeasterly direction along the arc of said curve to the right and said centerline for a distance of 98.51 feet to the end of said curve to the right; thence at tangent to said curve run North 73 Degrees 42 Minutes 37 Seconds East along said centerline for a distance of 37.23 feet to the beginning of a curve to the left, said curve to the left having a radius of 215.37 feet and a central angle of 38 Degrees 24 Minutes 03 Seconds; thence in a Northeasterly direction along the arc of said curve to the left and said centerline for a distance of 144.34 feet to the end of said curve to the left; thence at tangent to said curve run North 35 Degrees 18 Minutes 34 Seconds East along said centerline for a distance of 95.75 feet to a point on the South edge of the asphalt pavement of the East bound lanes of U.S. Highway No. 280, said point being the point of ending of the Centerline of said easement being 35.00 feet in width for ingress, egress and utilities. Except that part of said easement lying within the right of way of U.S. Highway No. 280. All bearings in the above description are Alabama West Zone State Plane bearings NAD 83.

Being a portion of the premises conveyed to Grantor by deed dated February 10, 2000, recorded in the Probate Office of Shelby County, Alabama as Instrument Number 2000-04450.

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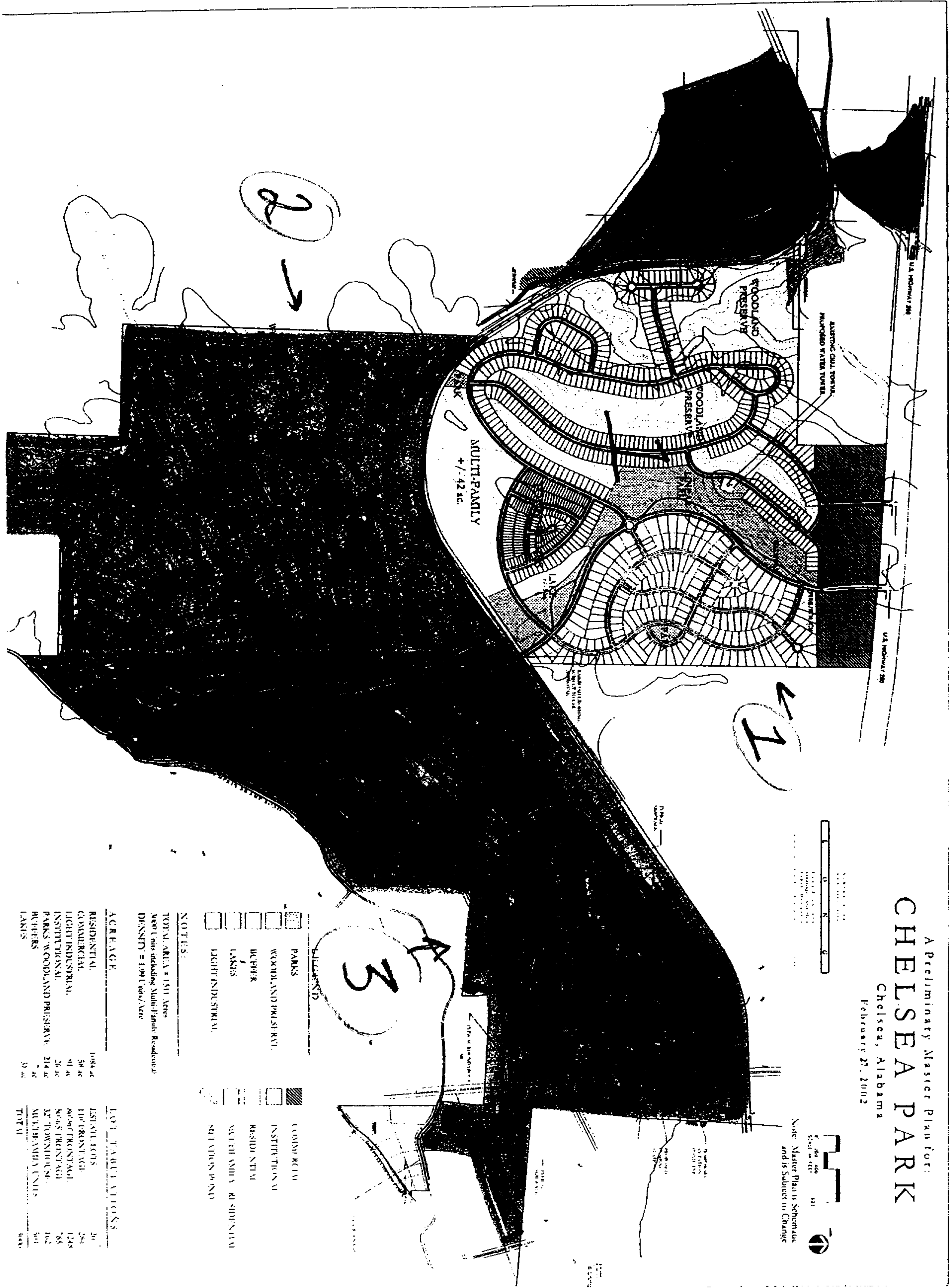
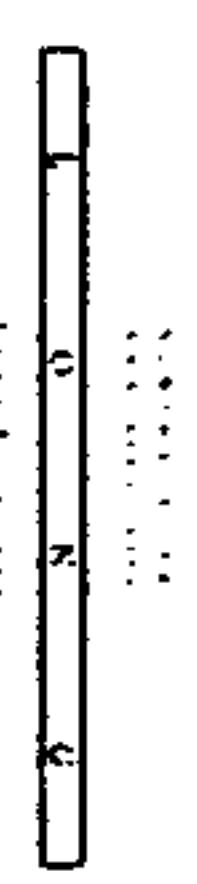
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A Preliminary Master Plan for: CHELSEA PARK

Chelsea, Alabama
February 27, 2002

Note: Master Plan is Schematic
and is Subject to Change



<input type="checkbox"/>	PARKS	<input type="checkbox"/>	COMMERCIAL
<input type="checkbox"/>	WOODLAND PRESERVE	<input type="checkbox"/>	INSTITUTIONAL
<input type="checkbox"/>	BUFFER	<input type="checkbox"/>	RESIDENTIAL
<input type="checkbox"/>	LANES	<input type="checkbox"/>	MULTI-FAMILY RESIDENTIAL
<input type="checkbox"/>	LIGHT INDUSTRIAL	<input type="checkbox"/>	SUBDIVISION PLAND

NOTES:

TOTAL AREA = 1501 Acres
Net (not including Multi-Family Residential)
DENSITY = 1.09 Units/Acre

ACREAGE		LOT TOTALS	
RESIDENTIAL	1084 ac	ESTIMATED	26
COMMERCIAL	58 ac	100 FRONTAGE	284
LIGHT INDUSTRIAL	91 ac	8000' FRONTAGE	1248
INSTITUTIONAL	26 ac	5600' FRONTAGE	764
PARKS, WOODLAND PRESERVE	214 ac	25' TOWNHOURS	102
BUFFERS	7 ac	MULTI-FAMILY UNITS	501
LANES	30 ac	TOTAL	3400

**ARTICLES OF INCORPORATION
OF
THE CHELSEA PARK IMPROVEMENT DISTRICT ONE**

December 14, 2004

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, in order to form an improvement district as a public corporation under and pursuant to the provisions of Chapter 99A of Title 11 of the Code of Alabama 1975 (hereinafter called the "Enabling Law"), do hereby make, sign, execute, acknowledge and file these articles of incorporation:

ARTICLE ONE

The name of this public corporation shall be The Chelsea Park Improvement District One (hereinafter called the "District").

The District is organized pursuant to the provisions of Chapter 99A of Title 11 of the Code of Alabama 1975.

ARTICLE TWO

The names and mailing addresses of the undersigned incorporators are:

Billy D. Eddleman
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223,

William L. Thornton III
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223,

Douglas D. Eddleman
Suite 425
2700 U.S. Highway 280
Birmingham, Alabama 35223

ARTICLE THREE

The name of the appointing government is the governing body of the City of Chelsea, Alabama.

On the 14th day of December, 2004 the governing body of the City of Chelsea adopted a resolution approving and authorizing the incorporation of the District in accordance with the Enabling Law, a certified copy of which is attached hereto as Exhibit A and made a part hereof.

ARTICLE FOUR

The names and addresses of the members of the initial board of directors of the District and their initial terms of office are as follows:

	<u>Name</u>	<u>Term of Office</u>
(1)	Billy D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	December 14, 2005
(2)	William L. Thornton III Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	December 14, 2006
(3)	Douglas D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223	December 14, 2007

The members of the board of directors shall serve staggered terms, with one of the initial members to serve for one year, and one of the initial members to serve for two years, and one of the initial members to serve for three years. Thereafter the successors to members of the board of directors shall serve for three-year terms.

ARTICLE FIVE

The duration of the District shall be perpetual, subject to the provisions of the Enabling Law.

ARTICLE SIX

The location of the principal office of the District (and its post office address) shall be Ste 425, 2700 U.S. Highway 280, Birmingham, Alabama 35223.

ARTICLE SEVEN

The District shall have all powers conferred on corporations of like nature by the Enabling Law, and any amendment thereof heretofore or hereafter made, and all other powers conferred upon corporations generally by the laws of Alabama not in conflict with the Enabling Law, as heretofore or hereafter amended.

To the extent and as provided in the Enabling Law, the District shall have and may exercise the power of eminent domain with the consent of the governing body of the City of Chelsea, Alabama.

ARTICLE EIGHT

The District shall be a non-profit corporation and no part of the net earnings thereof shall inure to the benefit of any private person or entity of any nature whatsoever.

ARTICLE NINE

Upon dissolution of the District as provided by the Enabling Law, title to all funds and properties owned by the District shall be conveyed and distributed to, and shall vest in, the City of Chelsea, Alabama (or its successor).

IN WITNESS WHEREOF, the undersigned have signed these articles of incorporation on and as of the date and year first above written.

Billy D. Eddleman

William L. Thornton III

Douglas D. Eddleman

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that _____, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Articles of Incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2004.

Notary Public

NOTARIAL SEAL

My commission expires: _____

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that _____, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Articles of Incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2004.

Notary Public

NOTARIAL SEAL

My commission expires: _____

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that _____, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Articles of Incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2004.

Notary Public

NOTARIAL SEAL

My commission expires: _____

Section 2. That the City Council has reviewed and considered the foregoing petition and considers the formation of the said improvement district expedient.

Section 3. That the City Council does hereby approve the formation of the said improvement district and the articles of incorporation of the improvement district attached to the foregoing petition as hereinabove set forth.

Section 4. That the City Council does hereby grant permission to form and incorporate the improvement district and does hereby authorize the persons making such petition to proceed to form such improvement district.

Section 5. That the City Council does hereby appoint the following persons as the initial board of directors of the improvement district for terms ending on the date and year set opposite the respective names thereof:

Billy D. Eddleman	December 14, 2005
-------------------	-------------------

William L. Thornton III	December 14, 2006
-------------------------	-------------------

Douglas D. Eddleman	December 14, 2007
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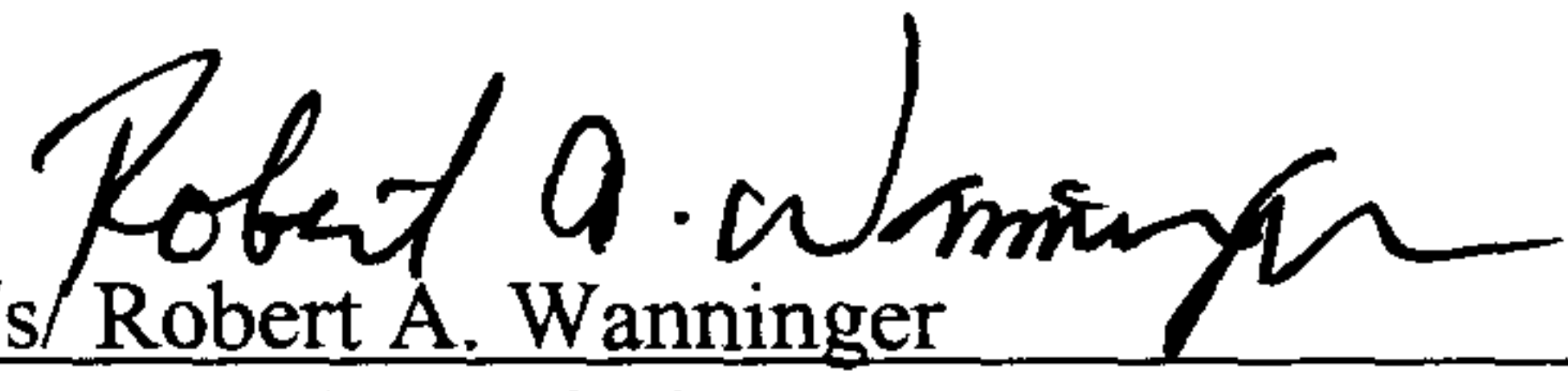
Section 6. That all ordinances, resolutions, orders, or parts of any thereof, of the City Council in conflict, or inconsistent, with any provision of this resolution hereby are, to the extent of such conflict or inconsistency, repealed.

Section 7. That this resolution shall take effect immediately upon publication hereof as provided by law.

Duly passed and adopted this 14th day of December, 2004.

/s/ S. Earl Niven 
Mayor of the City of Chelsea, Alabama


SEAL

Attest: 
/s/ Robert A. Wanninger
City Clerk

CERTIFICATE AS TO PUBLICATION

I, the undersigned City Clerk of the City of Chelsea, Alabama, hereby certify that the above and foregoing resolution was published by me (1) one time in The Shelby County Reporter, a newspaper published in Shelby County and of general circulation in the City of Chelsea, in the issue thereof published on December 22, 2004, and (2) by posting on December 17, 2004 at the following places in the City of Chelsea: (i) City Hall, (ii) the United States Post Office, and (iii) the Chelsea Middle School.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City of Chelsea, Alabama.



City Clerk

SEAL

After said resolution had been discussed and considered in full by the Council, it was moved by Mr. Ritchie that said resolution be now placed upon its final passage and adopted. The motion was seconded by Mr. Denton. The question being put as to the adoption of said motion and the final passage and adoption of said resolution, the roll was called with the following results:

Ayes: S. Earl Niven, Sr., Mayor
 Juanita Champion
 Mike Denton
 John Ritchie
 Don King

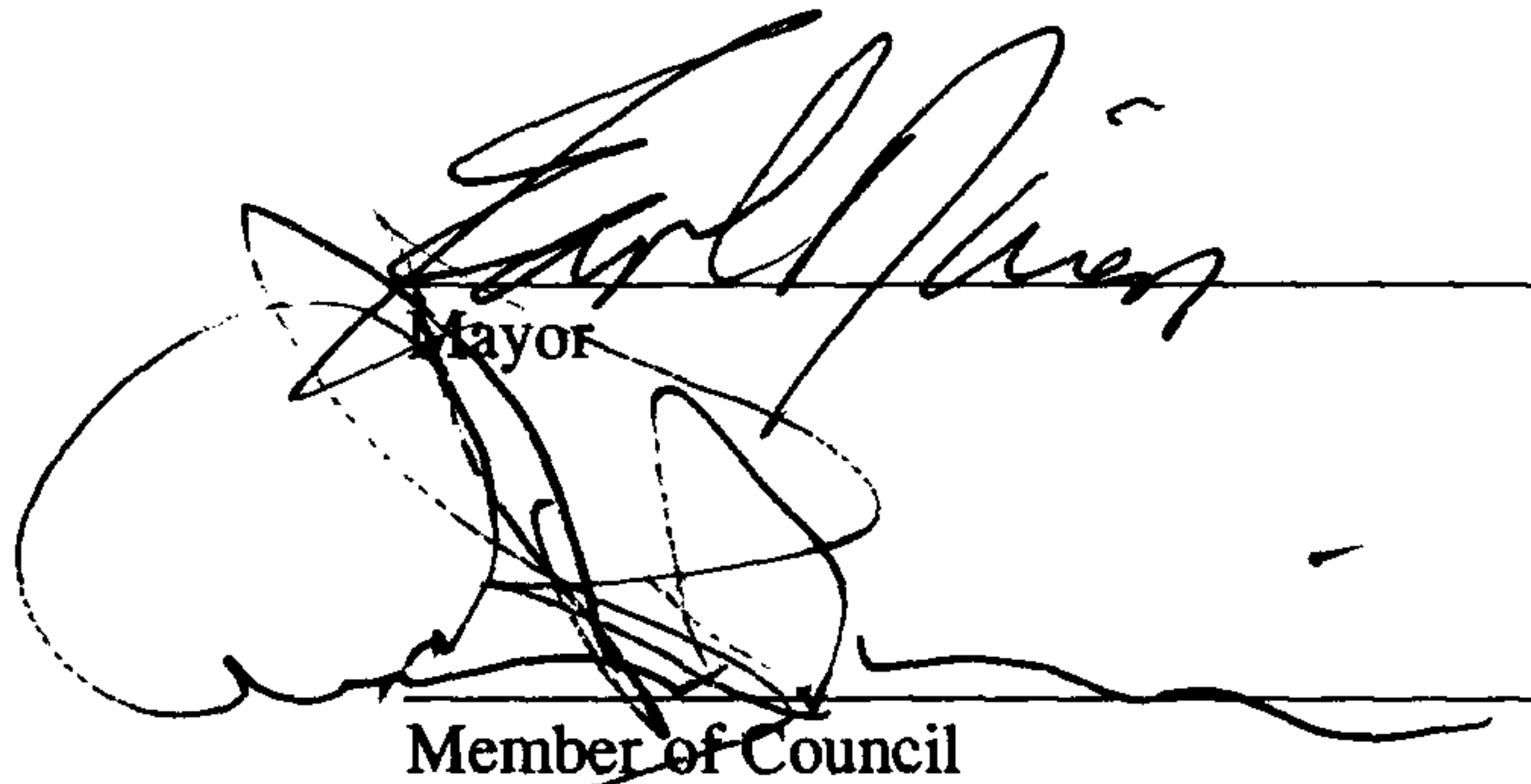
Nays: None

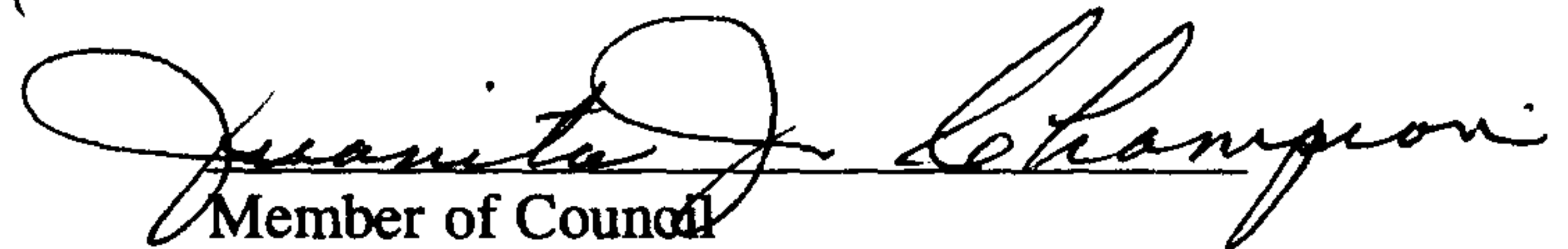
The Mayor thereupon declared said motion carried and the resolution passed and adopted as introduced and read.

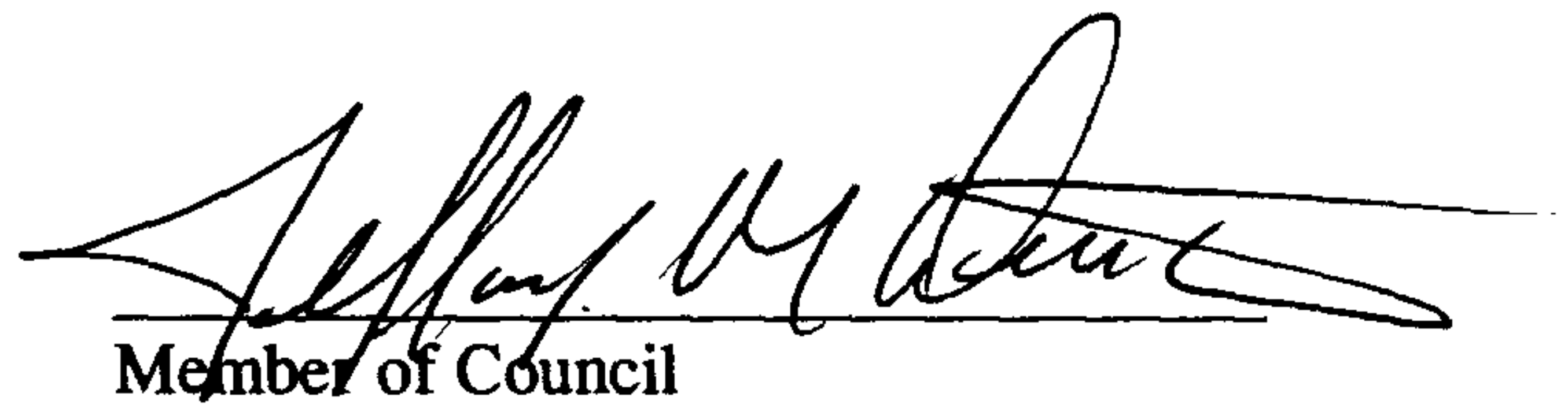
* * *

There being no further business to come before the meeting, it was moved and seconded that the meeting be adjourned. Motion carried.

Minutes approved:


Mayor
Member of Council


Member of Council


Member of Council


Member of Council

Member of Council

SEAL

Attest: 
City Clerk

NOTICE OF PUBLIC MEETING
OF
CHELSEA CITY COUNCIL
7:00 P.M.
TUESDAY, DECEMBER 14, 2004

Notice is hereby given that the City Council of the City of Chelsea, Alabama will hold a public meeting at 7:00 p.m. on Tuesday, December 14, 2004, in the council meeting chambers in the City Hall in Chelsea, Alabama for the purposes of:

1. Considering the adoption of the following resolutions, each of which having been introduced and read one time at the regular meeting of the City Council on Tuesday, December 7, 2004:

(a) Resolution No. 04-12-07-177, approving the formation of The Chelsea Park Improvement District One as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

(b) Resolution No. 04-12-07-178, approving the formation of The Chelsea Park Improvement District Two as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

(c) Resolution No. 04-12-07-179, approving the formation of The Chelsea Park Improvement District Three as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

(d) Resolution No. 04-12-07-180, approving the formation of The Chelsea Park Improvement District Four as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

2. Considering such further matters, and taking such further action, as may be considered or taken at a regular meeting of the Chelsea City Council.

The meeting shall be held and conducted in the same manner as would a regular meeting of the Chelsea City Council and the public is invited to attend.

WAIVER

The undersigned, constituting all of the members of the City Council of the City of Chelsea, Alabama hereby waive any and all notice of the date, time, place and purposes of a meeting of the said City Council of the City of Chelsea, Alabama called to be held at the Council meeting chambers in City Hall in the City of Chelsea, Alabama, at 7:00 o'clock p. m. on December 14, 2004, for the purposes of:

1. Considering the adoption of the following resolutions, each of which having been introduced and read one time at the regular meeting of the City Council on Tuesday, December 7, 2004:

(a) Resolution No. 04-12-07-177, approving the formation of The Chelsea Park Improvement District One as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

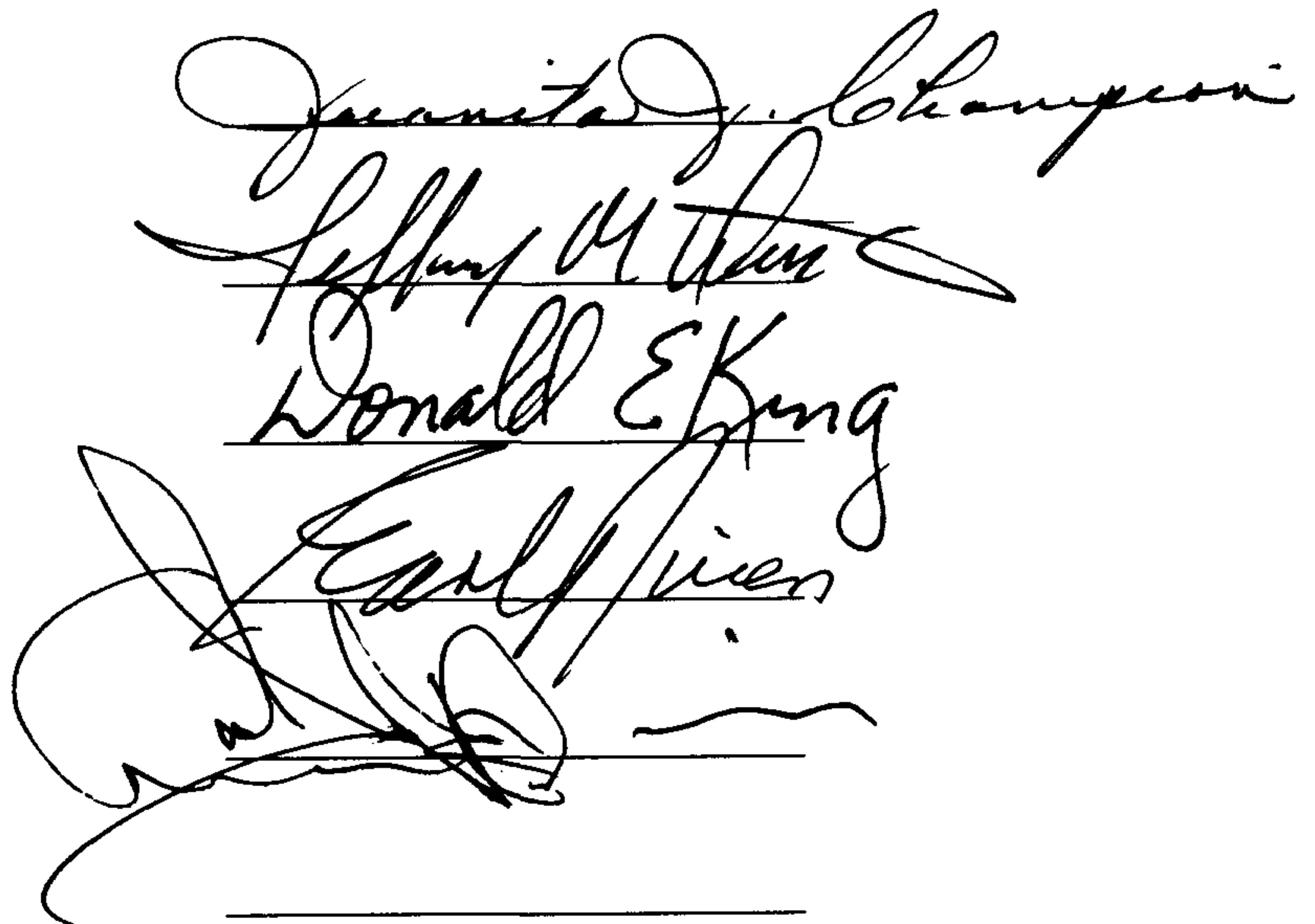
(b) Resolution No. 04-12-07-178, approving the formation of The Chelsea Park Improvement District Two as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

(c) Resolution No. 04-12-07-179, approving the formation of The Chelsea Park Improvement District Three as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

(d) Resolution No. 04-12-07-180, approving the formation of The Chelsea Park Improvement District Four as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

2. Considering such further matters, and taking such further action, as may be considered or taken at a regular meeting of the Chelsea City Council.

Each of the undersigned hereby consents and agrees that the aforesaid meeting shall be held at said time, date and place and for said purposes.


The block contains five handwritten signatures, each written over a horizontal line. From top to bottom, the signatures are: Jeannette J. Champion, Jeffery M. Allen, Donald E. King, Carl J. Veen, and a fifth signature that is partially obscured and less legible.

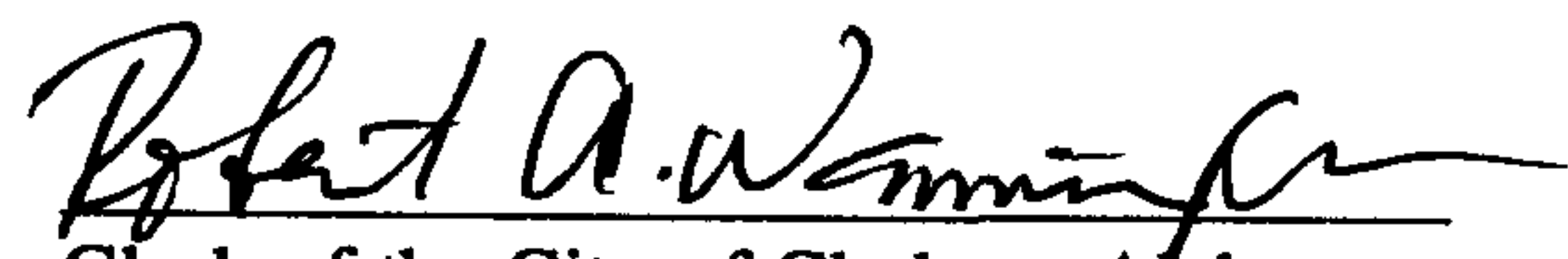
STATE OF ALABAMA

SHELBY COUNTY

CERTIFICATE OF CITY CLERK

I, the undersigned, do hereby certify that: (1) I am the duly elected, qualified and acting Clerk of the City of Chelsea, Alabama (the "Municipality"), (2) as Clerk of the Municipality I have access to all original records of the Municipality and I am duly authorized to make certified copies of its records on its behalf, (3) the above and foregoing pages constitute a complete, verbatim and compared copy of excerpts from the minutes of a special meeting of the City Council of the Municipality duly held on the 14th day of December, 2004, the original of which is on file and of record in the minute book of the City Council in my custody, (4) the resolution set forth in such excerpts is a complete, verbatim and compared copy of such resolution as introduced and adopted by the City Council on such date, (5) said resolution is in full force and effect and has not been repealed, amended or changed, and (6) the above and foregoing "Notice of Public Meeting of Chelsea City Council" constitutes a true and correct copy of the notice posted at City Hall on December 8, 2004, which notice remained continuously so posted until the time of the meeting referenced therein, and has been inserted in the minute book of the Chelsea City Council immediately following the minutes of such meeting, and (7) the above and foregoing "Waiver" is a true and correct copy of the Waiver of Notice of the meeting referenced therein and has been inserted in the minute book of the Chelsea City Council immediately following the minutes of such meeting.

IN WITNESS WHEREOF, I have hereunto set my hand as Clerk of the Municipality and have affixed the official seal of the Municipality, this 23rd day of December, 2004.


Clerk of the City of Chelsea, Alabama

SEAL

State of Alabama Shelby County

Certificate of Incorporation

Of

The Chelsea Park Improvement District One

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of The Chelsea Park Improvement District One, 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 her by law, hereby issues this Certificate of Incorporation of The Chelsea Park Improvement District One, is hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the **23rd** day of December, 2004



Patricia Yeager Fuhrmeister
Judge of Probate

