

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

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 Three (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,

Pamela M. Seale
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)	Pamela M. Seale 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.

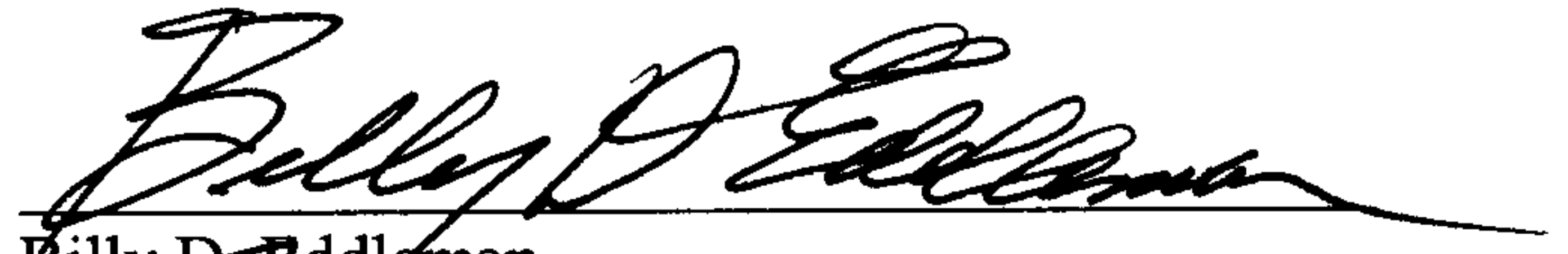
ARTICLE EIGHT

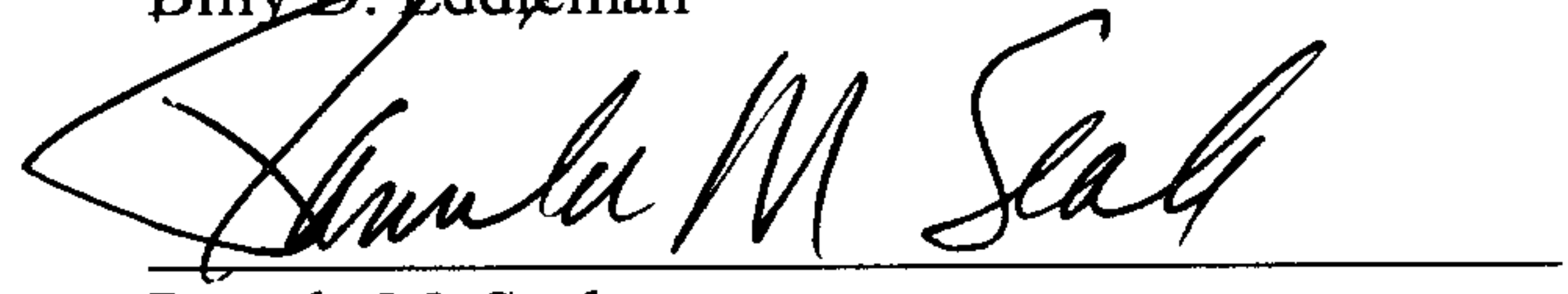
The District shall be a non-profit corporation and no part of the net earnings thereof shall inure to the benefit of any private person or entity of any nature whatsoever.

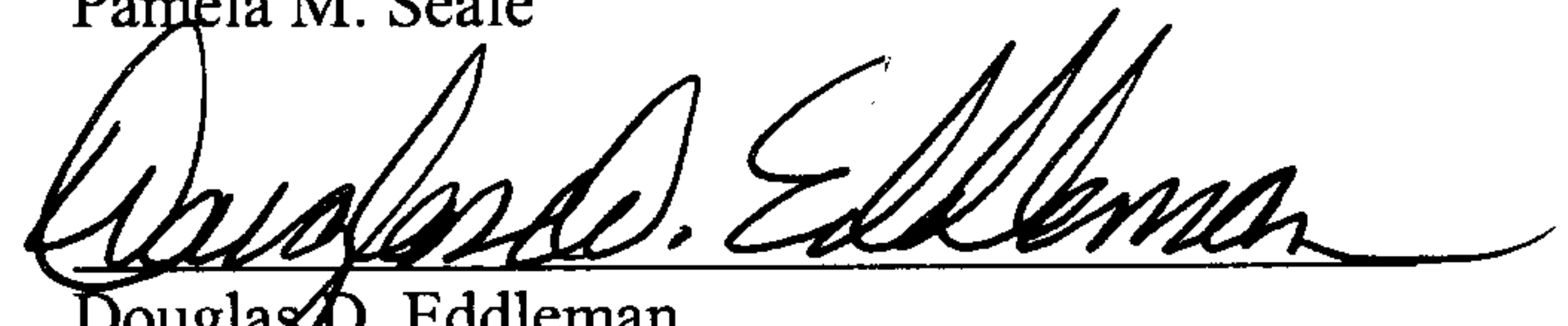
ARTICLE NINE

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


Pamela M. Seale


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 20th day of December, 2004.

Brandy M Kimbrell
Notary Public

NOTARIAL SEAL

My commission expires: _____ MY COMMISSION EXPIRES APRIL 4, 2006

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that Pamela M. Seale, 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 20th day of December, 2004.

Brandy Kimbrell
Notary Public

NOTARIAL SEAL

MY COMMISSION EXPIRES APRIL 4, 2008

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 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 20th day of December, 2004.

Brandi Kimbrell

Notary Public

NOTARIAL SEAL

My commission expires: _____ MY COMMISSION EXPIRES APRIL 4, 2006

[The Chelsea Park Improvement District Three]

**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. 04-12-07-179

**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) Pamela M. Seale
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.

EDDLEMAN PROPERTIES, LLC

By:

Stephen D. Eddleman

Its:

managing member

Description of Parcel F

A parcel of land situated in the Southeast quarter of Section 30, and the Southwest quarter of Section 29, and the Northwest quarter of Section 32, and Section 31, all in Township 19 South, Range 1 East, and also in the North one-half of Section 6, Township 20, Range 1 East, Shelby County, Alabama, being more particularly described as follows:

Begin at a 2 inch bar found locally accepted to be the Southwest corner of the Northeast quarter of the Northwest quarter of Section 32, Township 19 South, Range 1 East at the corner of an existing fence; thence run in a Northerly direction along said fence for a distance of 394.23 feet to a point; thence turn an angle to the right of 03 degrees, 45 minutes, 54 seconds and continue in a Northerly direction along said fence for a distance of 463.35 to a $\frac{3}{4}$ inch rebar found; thence turn an angle to the right of 00 degrees, 04 minutes, 52 seconds and continue in a Northerly direction along said fence for a distance of 425.47 feet to a one-half inch rebar found; thence turn an angle to the left of 2 degrees, 53 minutes, 24 seconds and run in a Northerly direction for a distance of 1,202.37 feet to an iron pin found on the Southeast right-of-way line of Seaboard Coast Line Railroad; thence turn an angle to the left of 96 degrees, 08 minutes, 53 seconds and run in a Southwesterly direction along said Southeast right-of-way line for a distance of 1,156.52 feet to a point on a curve to the left having a central angle of 31 degrees, 22 minutes, 46 seconds and a radius of 1,802.00 feet; thence run in a Southwesterly direction along the arc of said curve and also along said Southeast right-of-way line for a distance of 986.91 feet to a point; thence run tangent to last stated curve in a Southwesterly direction along said Southeast right-of-way line for a distance of 3,375.32 feet to the center line of a creek; thence run in a Southwesterly direction along the meandering of the center line of said creek for a distance of 6,733 + feet to a point on the Northwest right-of-way line of Pumpkin Swamp Road, Shelby County Highway # 32 said point being on a curve to the right having a central angle of 13 degrees, 55 minutes, 24 seconds and a radius of 448.00 feet; thence run in a Northeasterly direction along the arc of said curve and also along said Northwest right-of-way line for a distance of 108.87 feet to a point; thence run tangent to last stated curve in a Northeasterly direction along said Northwest right-of-way line for a distance of 171.93 feet to a point on a curve to the left having a central angle of 44 degrees, 44 minutes, 37 seconds and a radius of 141.00 feet; thence run in a Northeasterly direction along the arc of said curve and also along said Northwest right-of-way line for a distance of 110.11 feet to a point; thence run tangent to last stated curve in a Northeasterly direction along said Northwest right-of-way line for a distance of 104.21 feet to a point on a curve to the left having a central angle of 11 degrees, 21 minutes, 14 seconds and a radius of 1,241.60 feet; thence run in a Northeasterly to Northwesterly direction along the arc of said curve and also along said Northwest right-of-way line for a distance of 246.04 feet to a point on a reverse curve to the right having a central angle of 34 degrees, 03 minutes, 39 seconds and a radius of 1,007.80 feet; thence run in a Northwesterly to Northeasterly direction along the arc of said curve and also along said Northwest right-of-way line for a distance of 599.11 feet to a point; thence run tangent to last stated curve in a Northeasterly direction along said Northwest right-of-way line for a distance of 752.55 feet to a point on an curve to the right having a central angle of 14 degrees, 04 minutes, 12 seconds and a radius of 848.00 feet; thence run in a Northeasterly direction along the arc of said curve and also along said Northwest right-of-way line for a distance of 208.24 feet to a point; thence run tangent to last stated curve in a Northeasterly direction along said Northwest right-of-way for a distance of 350.09 feet to a point on a curve to the right having a central angle of 32 degrees, 21 minutes, 08 seconds and a radius of 550.52 feet; thence run in a Northeasterly direction along the arc of said curve and also along said Northwest right-of-way line for a distance of 310.85 feet to a point on a reverse curve to the left having a central angle of 31 degrees, 12 minutes, 20 seconds and a radius of 531.00 feet; thence run in a Northeasterly direction along the arc of said curve and also along said Northwest right-of-way line for a distance of 289.20 feet to a point; thence run tangent to last stated curve in a Northeasterly direction

along said Northwest right-of-way line for a distance of 185.43 feet to a point on the west line of the Northeast quarter of the Southeast quarter of Section 31, Township 19 South, Range 1 East; thence turn an angle to the left of 44 degrees, 00 minutes, 54 seconds and run in a Northerly direction along said West line for a distance of 1,125.36 feet to a one and one-half inch solid bar locally accepted to be the Northwest corner of said quarter-quarter section; thence turn an angle to the left of 5 degrees, 12 minutes, 15 seconds and run in a Northerly direction for a distance of 334.06 feet to a one and one-half inch solid bar found; thence turn an angle to the right of 100 degrees, 09 minutes, 13 seconds and run in an Easterly direction for a distance of 1,333.70 feet to a one and one-half inch solid bar found; thence turn an angle to the left of 95 degrees, 00 minutes, 37 seconds and run in a Northerly direction for a distance of 181.18 feet to a one inch open top iron found; thence turn an angle to the left of 9 degrees, 08 minutes, 24 seconds and run in a Northerly direction for a distance of 152.15 feet to a one inch open top iron found; thence turn an angle to the right of 101 degrees, 48 minutes, 37 seconds and run in an Easterly direction for a distance of 1,329.92 feet to an iron pin found; thence turn an angle to the right of 92 degrees, 00 minutes, 44 seconds and run in a Southerly direction for a distance of 495.12 feet to an iron pin found on the Northeast right-of-way line of said Pumpkin Swamp Road, Shelby County Highway # 32; thence turn an angle to the left of 77 degrees, 40 minutes, 30 seconds and run in a Southeasterly direction along said Northeast right-of-way line for a distance of 140.33 feet to a point on a curve to the right having a central angle of 24 degrees, 45 minutes, 52 seconds and a radius of 500.00 feet; thence run in a Southeasterly direction along the arc of said curve and also along said Northeast right-of-way line for a distance of 216.11 feet to a point; thence run tangent to last stated curve in a Southeasterly direction along said Northeast right-of-way line for a distance of 94.75 feet to a point on a curve to the left having a central angle of 58 degrees, 17 minutes, 05 seconds and a radius of 130.00 feet; thence run in a Southeasterly to Northeasterly direction along the arc of said curve and also along said Northeast right-of-way line for a distance of 132.24 feet to a point; thence run tangent to last stated curve in a Northeasterly direction along said Northeast right-of-way line for a distance of 85.90 feet to a point; thence turn an angle to the left of 74 degrees, 00 minutes, 57 seconds and run in a Northerly direction for a distance of 572.26 feet to an iron pin found at the center line of a gas line right-of-way; thence turn an angle to the right of 71 degrees, 23 minutes, 53 seconds and run in a Northeasterly direction along the center line of said gas line for a distance of 1,200.43 feet to an iron pin found on the Southwest right-of-way line of Shelby County Highway # 51; thence turn an angle to the left of 87 degrees, 21 minutes, 10 seconds and run in a Northwesterly direction along said Southwest right-of-way line for a distance of 198.81 feet to a one half inch rebar found at the corner of a fence; thence turn an angle to the left of 70 degrees, 14 minutes, 55 seconds and run in a Westerly direction along said fence for a distance of 644.87 feet to the point; thence turn an angle to the right of 1 degree, 38 minutes, 37 seconds and continue in a Westerly direction along said fence for a distance of 986.36 feet to the point of beginning; said parcel containing 443.61 acres more or less.

Commence at a 2 inch bar found locally accepted to be the Southwest corner of the Northeast quarter of the Northwest quarter of Section 32, Township 19 South, Range 1 East at the corner of an existing fence; thence run in a Northerly direction along said fence for a distance of 394.23 feet to a point; thence turn an angle to the right of 03 degrees, 45 minutes, 54 seconds and continue in a Northerly direction along said fence for a distance of 463.35 feet to a 1/4 inch rebar found; thence turn an angle to the right of 00 degrees, 04 minutes, 52 seconds and continue in a Northerly direction along said fence for a distance of 425.47 feet to a one-half inch rebar found; thence turn an angle to the left of 2 degrees, 53 minutes, 24 seconds and run in a Northerly direction for a distance of 1,202.37 feet to an iron pin found on the Southeast right-of-way line of Seaboard Coast Line Railroad; thence turn an angle to the left of 96 degrees, 08 minutes, 53 seconds and run in a Southwesterly direction along said Southeast right-of-way line for a distance of 1,156.52 feet to a point on a curve to the left having a central angle of 31 degrees, 22 minutes, 46 seconds and a radius of 1,802.00 feet; thence run in a Southwesterly direction along the arc of said curve and also along said Southeast right-of-way line for a distance of 986.91 feet to a point; thence run tangent to last stated curve in a Southwesterly direction along said Southeast right-of-way line for a distance of 3,375.32 feet to the point of beginning; thence continue along last stated course for a distance of 1,408.88 feet to the center line of a wet weather stream; thence run in a southeasterly direction along the meanderings of the center line of said stream for a distance of 748 +/- feet to the center line of a creek; thence run in a Northeasterly direction along the meanderings of the center line of said creek for a distance of 2,211 +/- feet to the point of beginning; said parcel containing 10.53 acres, more or less.

(41)

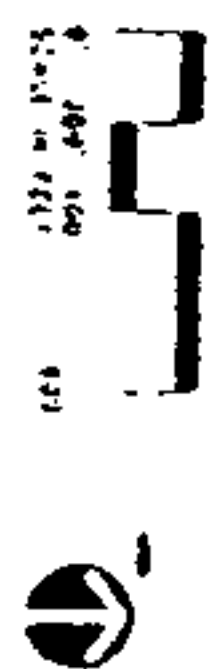
(2)

(1)

(3)

A Preliminary Master Plan for:
CHELSEA PARK
Chelsea, Alabama
February 27, 2002

Note: Master Plan is schematic
and is subject to change



LEGEND	
	PARKS
	WOODLAND PRESERVE
	WATER
	LAKES
	LIGHT INDUSTRIAL
	COMMERCIAL
	INSTITUTIONAL
	MEDIUM DENSITY RESIDENTIAL
	SINGLE-FAMILY RESIDENTIAL

NOTES:

TOTAL AREA: 1,411 Acres
Acres Containing Single-Family Residential
Density: 1.00 Units/Acre

ACREAGE	
RESIDENTIAL	1,084.46
COMMERCIAL	56.46
LIGHT INDUSTRIAL	91.46
INSTITUTIONAL	26.46
PARKS/WOODLAND PRESERVE	214.46
WATERS	4.46
LANDS	31.46
TOTAL	

ESTIMATED COSTS	
LAND ACQUISITION	20
DEVELOPMENT	250
CONSTRUCTION	1,250
LANDSCAPING	75
UTILITIES	100
ADMINISTRATIVE	50
TOTAL	1,745

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

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 Three (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,

Pamela M. Seale
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)	Pamela M. Seale 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

Pamela M. Seale

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
-------------------	-------------------

Pamela M. Seale	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

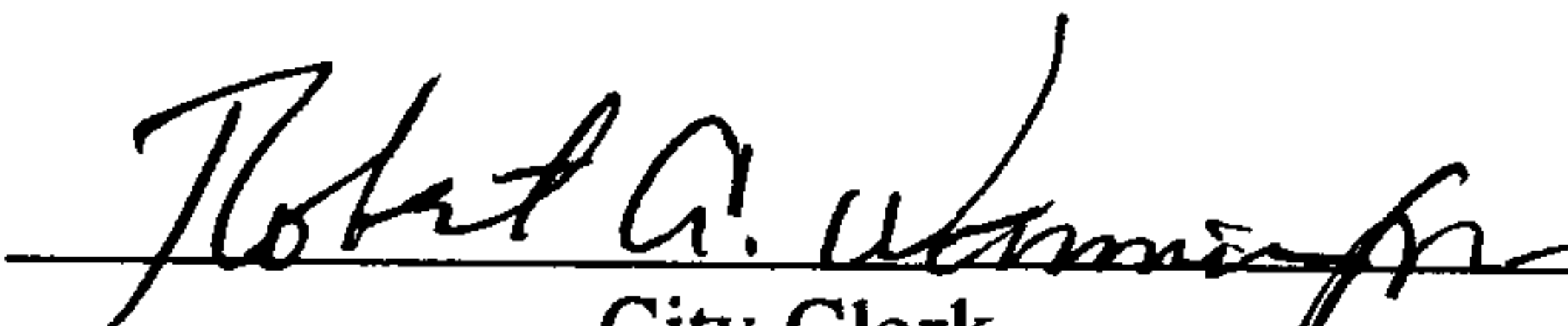
SEAL

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. King that said resolution be now placed upon its final passage and adopted. The motion was seconded by Mr. Ritchie. 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.

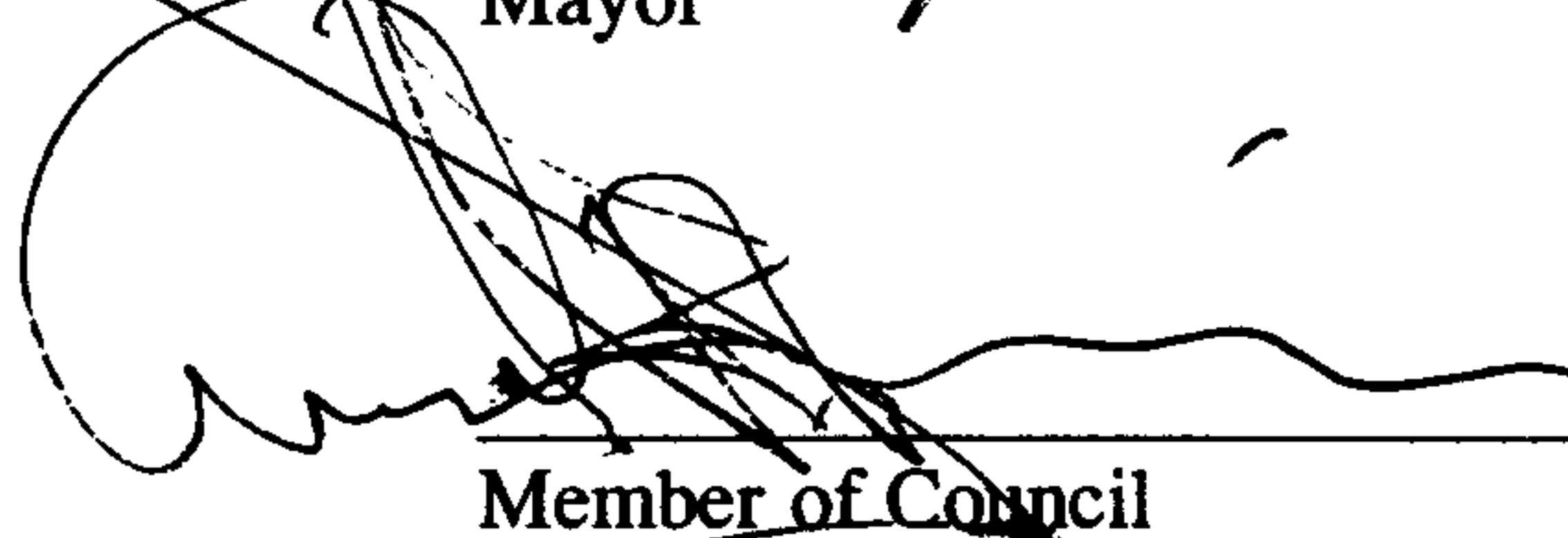
* * *

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

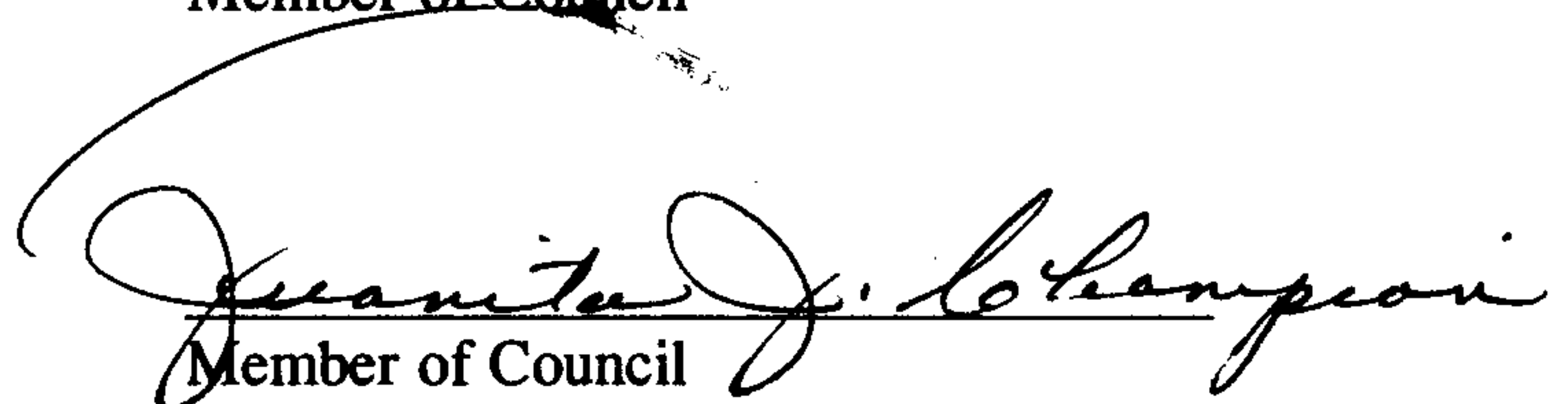
Minutes approved:



Mayor



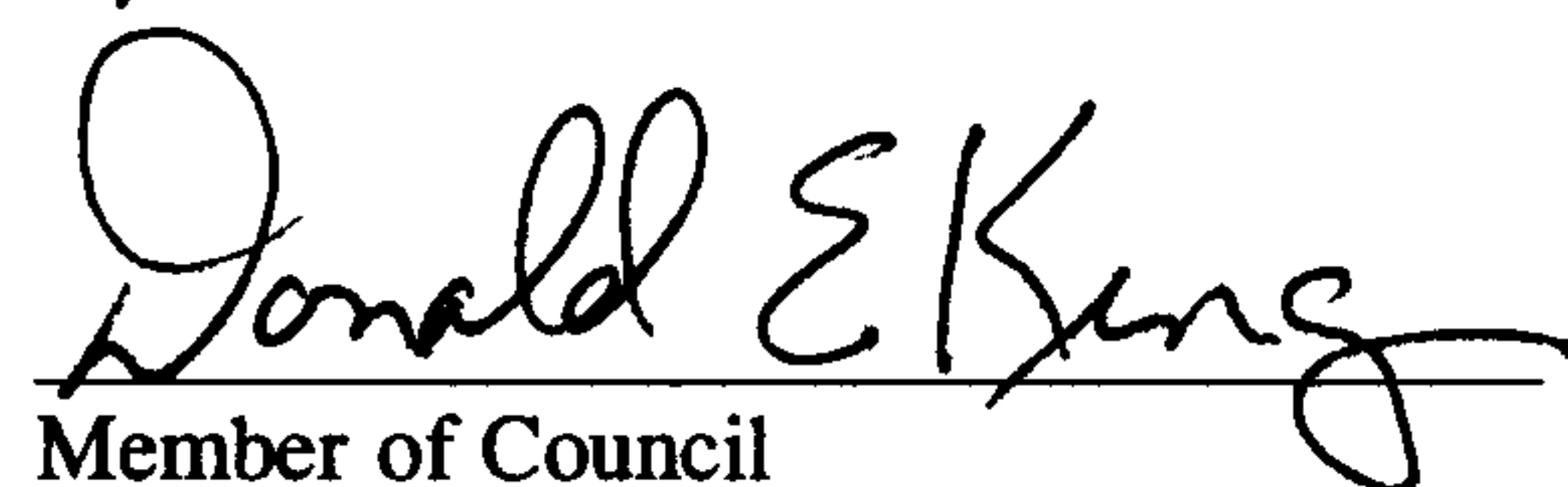
Member of Council



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,

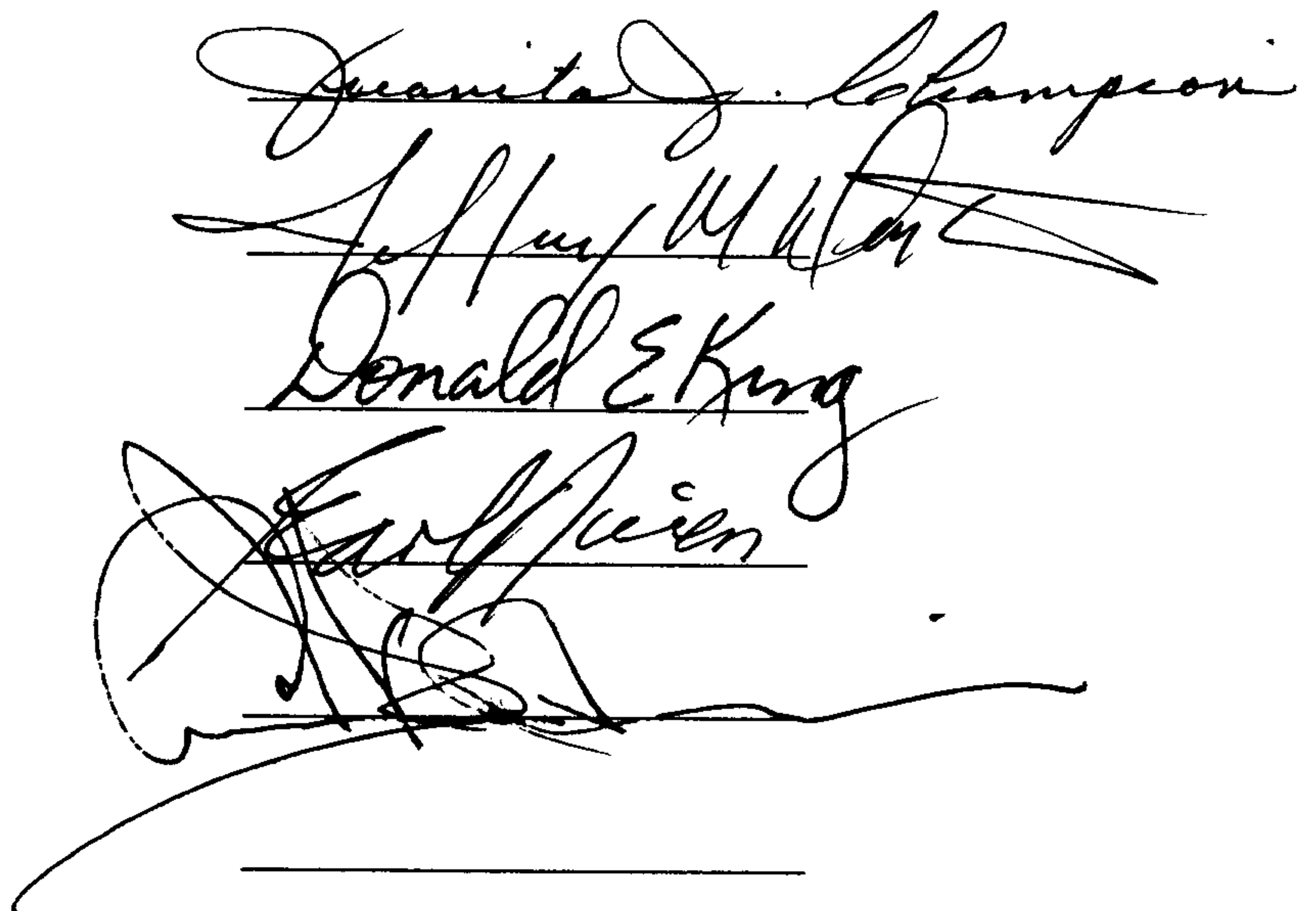
(b) Resolution No. 04-12-07-178, approving the formation of The Chelsea Park Improvement District Two as a public corporation under Chapter 99A of Title 11 of the Code of Alabama 1975,

(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.



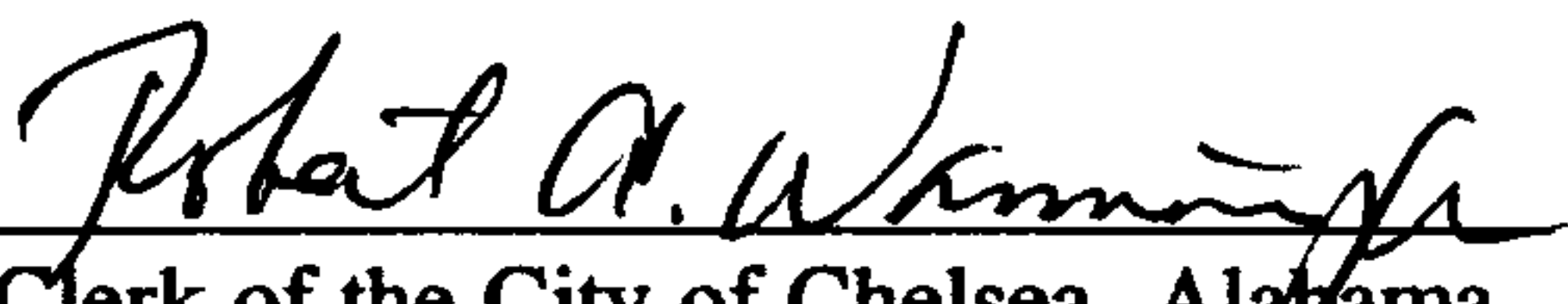
STATE OF ALABAMA

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 Three

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 Three, 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 Three, 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

Patricia Yeager Fuhrmeister
Judge of Probate

