

**ARTICLES OF INCORPORATION
OF
THE VILLAGE AT HIGHLAND LAKES IMPROVEMENT DISTRICT**

September 27, 2005

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 Village at Highland Lakes Improvement District (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 Shelby County, Alabama.

On the 26th day of September, 2005 the governing body of Shelby County, Alabama adopted a resolution and order 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,	September 15, 2006
(2)	Pamela M. Seale Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	September 15, 2007
(3)	Douglas D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223	September 15, 2008

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 Shelby County, Alabama.

ARTICLE EIGHT

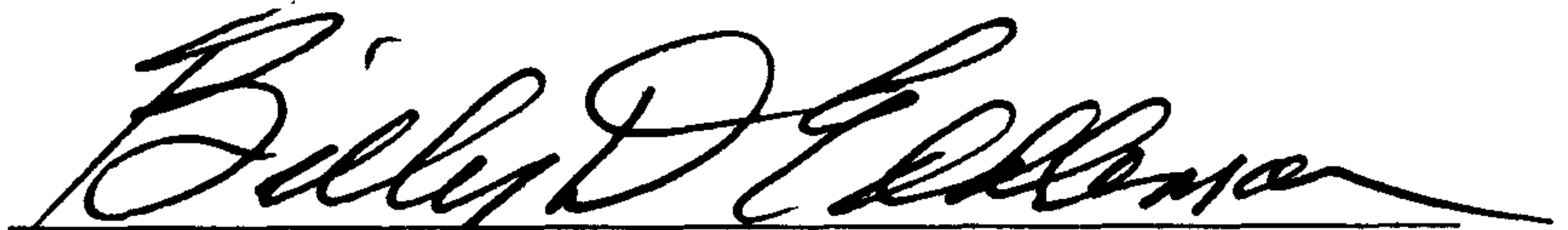
The District shall be a non-profit corporation and no part of the net earnings thereof shall inure to the benefit of any private person or entity of any nature whatsoever.

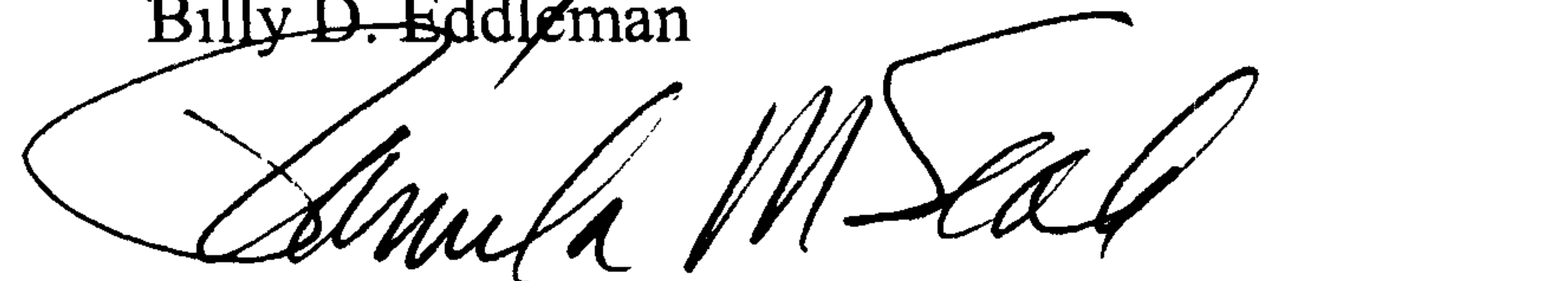
ARTICLE NINE

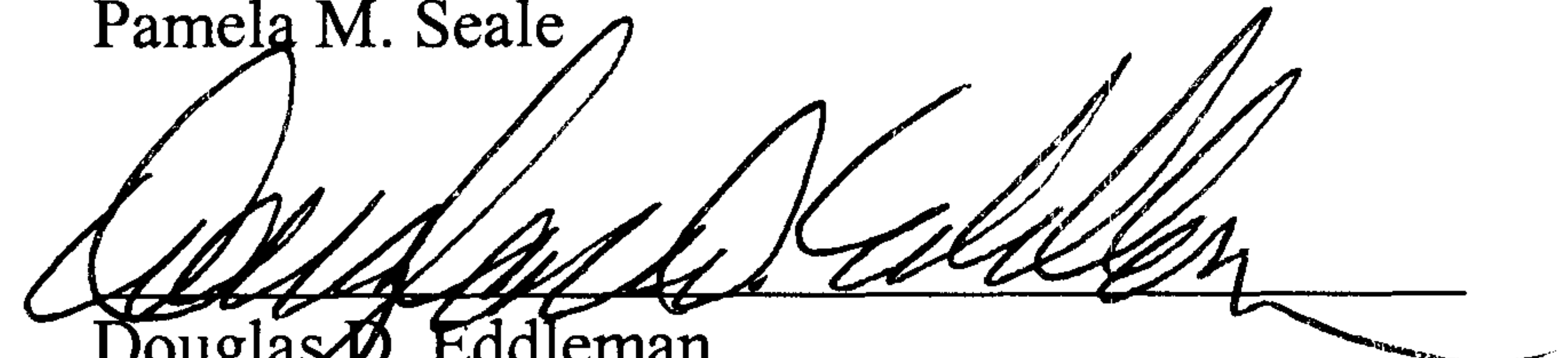
Upon dissolution of the District as provided by the Enabling Law, title to all funds and properties owned by the District shall be conveyed and distributed to, and shall vest in, Shelby County, Alabama (or its successor).


20051209000637840 4/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

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

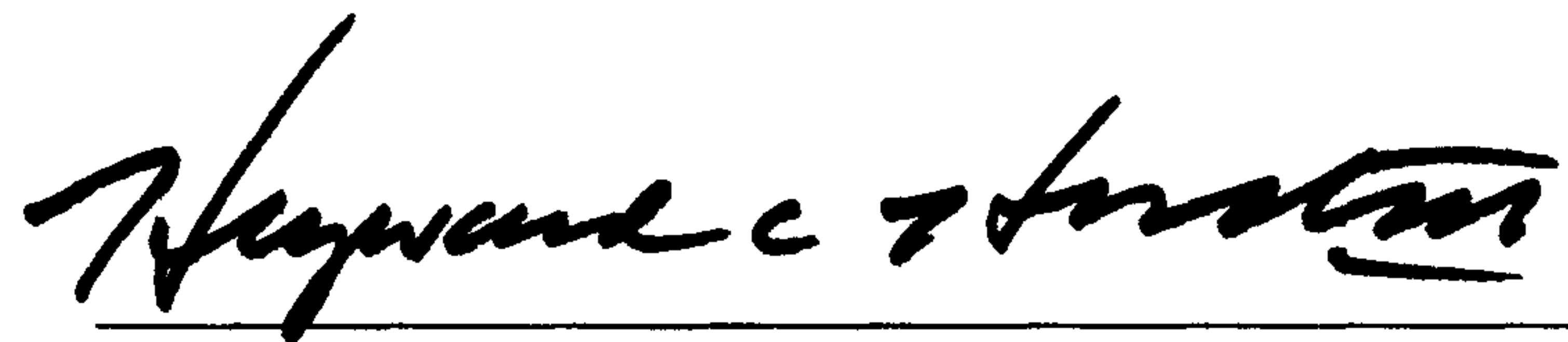

20051209000637840 5/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

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 8th day of December, 2005.



Notary Public

NOTARIAL SEAL

My commission expires: June 19, 2008

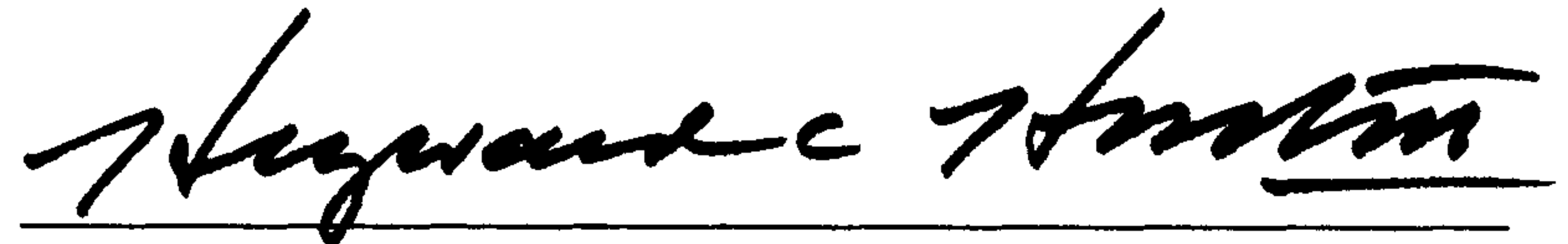
20051209000637840 6/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

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, she executed the same voluntarily.

Given under my hand and official seal, this 8th day of December, 2005.



Notary Public

NOTARIAL SEAL

My commission expires: June 19, 2008

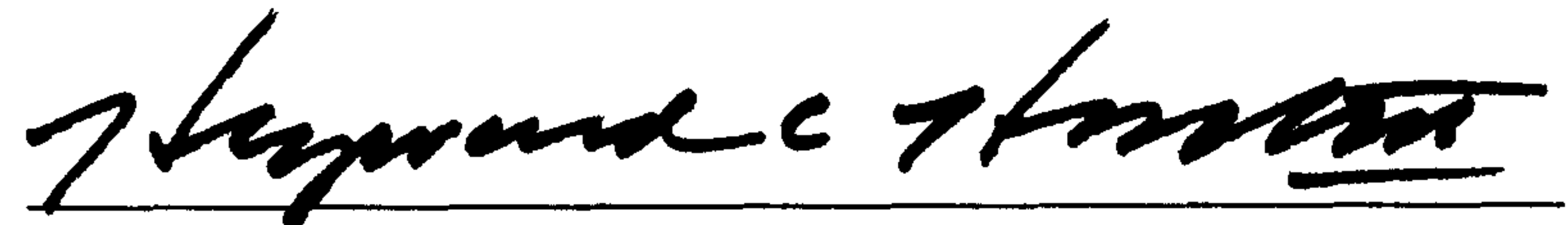
20051209000637840 7/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

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 8th day of December, 2005.



Notary Public

NOTARIAL SEAL

My commission expires: June 19, 2008

[The Village at Highland Lakes Improvement District]

**EXCERPTS FROM THE MINUTES OF A REGULAR MEETING
OF THE SHELBY COUNTY COMMISSION OF SHELBY COUNTY, ALABAMA**

The Shelby County Commission of Shelby County, Alabama met in regular public session at the County Administration Building in the City of Columbiana, Alabama, at 6:00 o'clock p.m. on the 26th day of September, 2005.

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

Present: Dan Acker
Lindsey Allison
Joel Bearden, Jr.
Ted Crockett
Earl Cunningham
Larry Dillard
Jon Parker
Billy Thompson

Absent: None

* * *

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

* * *

Thereupon, the following resolution and order, was introduced in writing by Joel Bearden, read by the Clerk and considered by the Shelby County Commission:

RESOLUTION AND ORDER NO. 05-09-26-07

**A RESOLUTION AND ORDER APPROVING A PETITION
SEEKING PERMISSION TO FORM AND INCORPORATE AN
IMPROVEMENT DISTRICT OF SHELBY COUNTY, ALABAMA
AND AUTHORIZING SUCH INCORPORATION**

BE IT RESOLVED BY THE SHELBY COUNTY COMMISSION OF SHELBY COUNTY, ALABAMA (the "Shelby County Commission"), as follows:

Section 1. That the Shelby County Commission, 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 Shelby County, Alabama, 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**

September 26, 2005

TO THE GOVERNING BODY OF SHELBY COUNTY, ALABAMA:

The undersigned do hereby petition the governing body of Shelby County, 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 is the owner 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,

(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,

(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 Shelby County, 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:

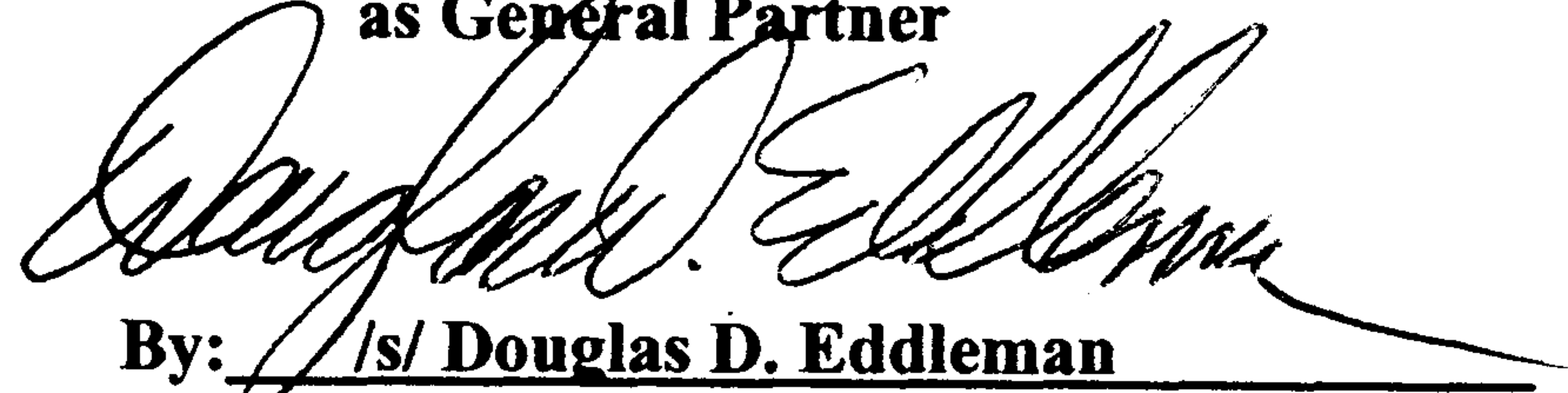
- (a) a description of the tract or tracts of land proposed to be included within the said improvement district,
- (b) a map or plat of the proposed district which shows the land proposed to be included within the said improvement district will be contiguous,
- (c) a proposed form of articles of incorporation 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 and order be adopted by the governing body of Shelby County, Alabama 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, 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.

THE VILLAGE AT HIGHLAND LAKES, LTD.

**By: Eddleman Properties, LLC
as General Partner**



**By: /s/ Douglas D. Eddleman
Its: Manager**



20051209000637840 13/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

DESCRIPTION: TRACT 1

**A PART OF SECTION 3 AND SECTION 4, TOWNSHIP 19 SOUTH, RANGE 1 WEST
BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:**

**BEGIN AT THE SOUTHEAST CORNER OF SECTION 4, TOWNSHIP 19 SOUTH, RANGE 1
WEST AND RUN SOUTH 89°25'46" WEST FOR 1331.46 FEET TO THE SOUTHWEST
CORNER OF THE EAST ¼ OF SAID SECTION 4; THENCE RUN NORTH 00°35'46" WEST
FOR 5,293.68 FEET TO THE NORTHWEST CORNER OF SAID EAST ¼ OF SECTION 4;
THENCE RUN NORTH 89°17'26" EAST FOR 1,324.73 FEET TO THE NORTHWEST
CORNER OF SECTION 3; THENCE RUN NORTH 89°20'02" EAST ALONG THE NORTH
LINE OF SAID SECTION 3 FOR 2,674.77 FEET TO THE NORTHEAST CORNER OF THE
WEST ½ OF SECTION 3; THENCE RUN SOUTH 00°26'35" EAST FOR 235.36 FEET TO A
POINT ON THE SOUTH RIGHT OF WAY LINE OF A PUBLIC ROAD; THENCE RUN
SOUTH 68°36'43" EAST ALONG SAID RIGHT OF WAY LINE FOR 289.40 FEET TO A
POINT ON THE WEST RIGHT OF WAY LINE OF SHELBY COUNTY HIGHWAY NO. 41;
THENCE RUN SOUTH 15°07'19" WEST ALONG SAID RIGHT OF WAY LINE FOR 533.36
FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, SAID CURVE
HAVING A RADIUS OF 5,549.44 FEET; THENCE RUN ALONG SAID CURVE AND SAID
RIGHT OF WAY LINE A CHORD BEARING OF SOUTH 09°11'40" WEST FOR 1,148.20
FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH
01°19'33" WEST ALONG THE TANGENT TO SAID CURVE AND ALONG SAID RIGHT
OF WAY LINE FOR 666.50 FEET TO A POINT ON THE SOUTH LINE OF THE
NORTHWEST ¼ OF SAID SECTION 3; THENCE RUN SOUTH 89°25'32" WEST ALONG
SAID ¼ SECTION LINE FOR 1,245.25 FEET TO THE NORTHWEST CORNER OF THE
NORTHEAST ¼ OF THE SOUTHWEST ¼ OF SAID SECTION 3; THENCE RUN SOUTH
00°33'21" EAST ALONG THE WEST LINE OF SAID ¼ - ¼ SECTION FOR 1,325.29 FEET
TO THE SOUTHWEST CORNER OF SAID ¼ - ¼ SECTION; THENCE RUN NORTH
89°28'19" EAST FOR 1,075.91 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY
LINE OF SHELBY COUNTY HIGHWAY #41, SAID POINT BEING ON A CURVE TO THE
RIGHT, HAVING A RADIUS OF 3,372.02 FEET; THENCE RUN ALONG SAID CURVE A
CHORD BEARING OF SOUTH 21°48'23" WEST FOR 241.38 FEET TO THE POINT OF A
TANGENT TO SAID CURVE; THENCE RUN SOUTH 23°51'25" WEST ALONG SAID
TANGENT AND ALONG SAID RIGHT OF WAY LINE FOR 1,210.44 FEET TO A POINT
ON THE SOUTH LINE OF SAID SECTION 3; THENCE RUN SOUTH 89°31'05" WEST FOR
1,810.74 FEET TO THE POINT OF BEGINNING.**

LESS AND EXCEPT (NO. 1) THE FOLLOWING DESCRIBED TRACT OF LAND:
COMMENCE AT THE NORTHEAST CORNER OF THE SOUTHEAST ¼ OF SECTION 4,
TOWNSHIP 19 SOUTH, RANGE 1 WEST AND RUN SOUTH 00°40'54" EAST ALONG THE
EAST LINE OF SAID ¼ SECTION FOR 374.05 FEET TO THE POINT OF BEGINNING OF
THE EXCEPTED TRACT OF LAND; THENCE RUN NORTH 46°23'34" WEST FOR 668.14
FEET; THENCE RUN NORTH 03°17'54" WEST FOR 134.39 FEET TO THE POINT OF
BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 265.00 FEET;
THENCE RUN ALONG SAID CURVE A CHORD BEARING OF NORTH 11°56'53" EAST
FOR 141.03 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN
NORTH 27°11'40" EAST ALONG SAID TANGENT FOR 92.79 FEET TO THE POINT OF
BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 385.00 FEET; THENCE
RUN ALONG SAID CURVE A CHORD BEARING OF NORTH 19°58'54" EAST FOR 96.93
FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH
12°46'08" EAST ALONG SAID TANGENT FOR 140.34 FEET TO THE POINT OF
BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 185.00 FEET; THENCE
RUN ALONG SAID CURVE A CHORD BEARING OF NORTH 06°52'09" WEST FOR
126.82 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH
26°30'26" WEST ALONG SAID TANGENT FOR 71.12 FEET TO THE POINT OF
BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 96.53 FEET;
THENCE RUN ALONG SAID CURVE A CHORD BEARING OF NORTH 24°34'34" EAST
FOR 172.13 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN
NORTH 75°39'34" EAST ALONG SAID TANGENT FOR 120.42 FEET TO THE POINT OF
BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 200.60 FEET; THENCE
RUN ALONG SAID CURVE A CHORD BEARING OF NORTH 62°24'19" EAST FOR 92.81
FEET TO THE END OF SAID CURVE AND THE POINT OF BEGINNING OF A CURVE TO
THE RIGHT, HAVING A RADIUS OF 85.00 FEET; THENCE RUN ALONG SAID CURVE A
CHORD BEARING OF NORTH 85°42'20" EAST FOR 108.46 FEET TO THE POINT OF A
TANGENT TO SAID CURVE; THENCE RUN SOUTH 57°44'23" EAST ALONG SAID
TANGENT FOR 34.45 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT,
HAVING A RADIUS OF 285.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD
BEARING OF SOUTH 71°41'03" EAST FOR 138.74 FEET TO THE POINT OF A TANGENT
TO SAID CURVE; THENCE RUN SOUTH 85°37'53" EAST ALONG SAID TANGENT FOR
215.42 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A
RADIUS OF 135.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF
NORTH 64°28'05" EAST FOR 140.90 FEET TO THE POINT OF TANGENT TO SAID
CURVE; THENCE RUN NORTH 34°34'02" EAST ALONG SAID TANGENT FOR 258.08
FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, HAVING A
RADIUS OF 195.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF
NORTH 63°08'59" EAST FOR 194.56 FEET TO THE POINT OF A TANGENT TO SAID




20051209000637840 15/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

CURVE; THENCE RUN SOUTH 88°16'03" EAST ALONG SAID TANGENT FOR 28.09 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 485.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF NORTH 84°50'27" EAST FOR 116.67 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH 77°56'58" EAST ALONG SAID TANGENT FOR 111.32 FEET; THENCE RUN SOUTH 35°09'17" EAST FOR 26.88 FEET; THENCE RUN SOUTH 36°29'04" WEST FOR 140.76 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 185.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 24°33'35" WEST FOR 77.01 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 12°38'06" WEST ALONG SAID TANGENT FOR 334.38 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 285.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 07°11'07" WEST FOR 54.22 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 01°44'08" WEST FOR 67.49 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 335.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 05°34'23" EAST FOR 85.46 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 12°52'53" EAST ALONG SAID TANGENT FOR 67.01 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 385.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 30°08'38" EAST FOR 231.99 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 47°24'23" EAST ALONG SAID TANGENT FOR 103.43 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 125.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 15°28'09" EAST FOR 139.35 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 16°28'05" WEST ALONG SAID TANGENT FOR 16.12 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 285.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 07°31'06" WEST FOR 89.03 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 01°25'53" EAST ALONG SAID TANGENT FOR 65.39 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 391.50 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 24°49'08" WEST FOR 358.73 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 51°04'09" WEST ALONG SAID TANGENT FOR 238.86 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 135.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF NORTH 78°19'19" WEST FOR 238.49 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN NORTH 27°42'47" WEST ALONG SAID TANGENT FOR 31.05 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 65.00 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF NORTH 60°38'50" WEST FOR 74.73

FEET TO THE POINT OF BEGINNING OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 86°25'06" WEST FOR 462.62 FEET TO THE POINT OF BEGINNING.

LESS AND EXCEPT (NO. 2) A 30.00 FOOT WIDE PUBLIC ROAD RIGHT OF WAY (FOWLER LAKE ROAD). SAID RIGHT OF WAY BEING 15.00 FOOT WIDE ON BOTH SIDES OF A CENTERLINE DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF THE NORTHWEST ¼ OF SECTION 3, TOWNSHIP 19 SOUTH, RANGE 1 WEST AND RUN SOUTH 00°26'35" EAST ALONG THE WEST LINE OF SAID ¼ SECTION FOR 219.05 FEET TO THE POINT OF BEGINNING OF SAID RIGHT OF WAY CENTERLINE; THENCE RUN ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 753.89 FEET AND A CHORD BEARING OF NORTH 77°52'35" WEST FOR 179.21 FEET TO THE END OF SAID CURVE AND THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 128.87 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 68°33'14" WEST FOR 120.38 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 41°47'38" WEST ALONG SAID TANGENT FOR 102.94 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 1,111.00 FEET AND A CHORD BEARING OF SOUTH 44°58'21" WEST FOR 123.28 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 48°09'05" WEST ALONG SAID TANGENT FOR 143.50 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 406.74 FEET AND A CHORD BEARING OF SOUTH 55°47'04" WEST FOR 108.37 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 63°25'04" WEST FOR 241.69 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 576.59 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 49°41'31" WEST FOR 277.17 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 32°08'44" WEST ALONG SAID TANGENT FOR 147.85 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 738.50 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 46°07'52" WEST FOR 360.53 FEET TO THE POINT OF A TANGENT TO SAID CURVE; THENCE RUN SOUTH 60°07'00" WEST FOR 164.31 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 198.29 FEET; THENCE RUN ALONG SAID CURVE A CHORD BEARING OF SOUTH 71°31'17" WEST FOR 78.94 FEET TO THE END POINT OF SAID ROAD RIGHT OF WAY.


20051209000637840 17/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

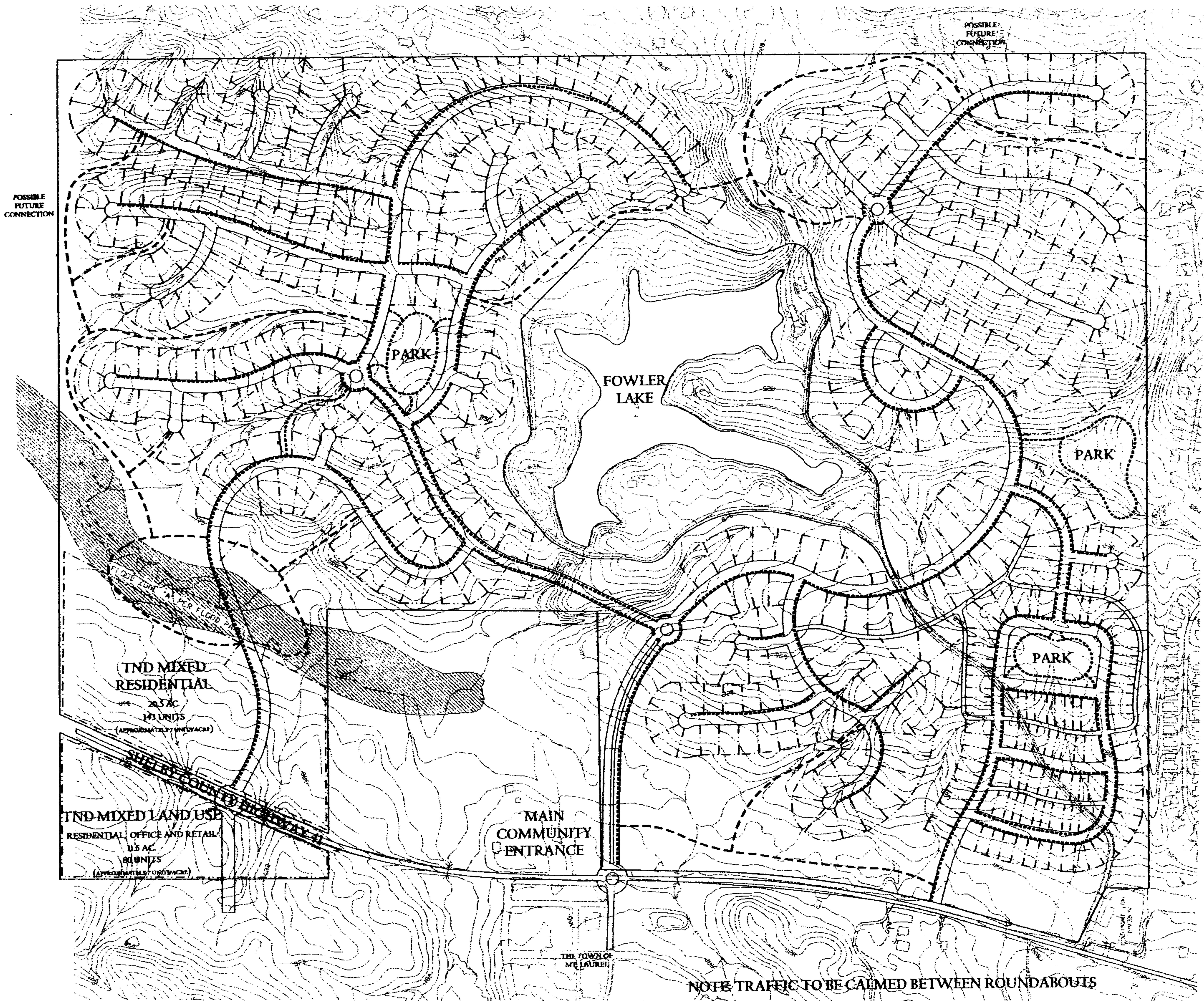
DESCRIPTION: TRACT 2

A PART OF SECTION 3, TOWNSHIP 19 SOUTH, RANGE 1 WEST BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE SOUTHEAST CORNER OF THE SOUTHWEST $\frac{1}{4}$ OF SECTION 3, TOWNSHIP 19 SOUTH, RANGE 1 WEST AND RUN SOUTH $89^{\circ}31'05''$ WEST ALONG THE SOUTH LINE OF SAID SECTION 3 FOR 755.32 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE OF SHELBY COUNTY HIGHWAY #41; THENCE RUN NORTH $23^{\circ}51'25''$ EAST ALONG SAID RIGHT OF WAY LINE FOR 1,174.26 FEET TO THE POINT OF BEGINNING OF A CURVE TO THE LEFT, HAVING A RADIUS OF 3,452.02 FEET; THENCE RUN ALONG SAID CURVE AND SAID RIGHT OF WAY LINE A CHORD BEARING OF NORTH $21^{\circ}33'41''$ EAST FOR 276.63 FEET; THENCE RUN NORTH $89^{\circ}28'19''$ EAST FOR 168.41 FEET TO A POINT ON THE EAST LINE OF SAID SOUTHWEST $\frac{1}{4}$ OF SECTION 3; THENCE RUN SOUTH $00^{\circ}26'35''$ EAST FOR 1,326.37 FEET TO THE POINT OF BEGINNING.

THE VILLAGE AT HIGHLAND LAKES

MASTERPLAN
JUNE 2004



LEGEND	
SIDEWALK	=====
TRAIL	-----
TND MIXED LAND USE	[Pattern]
TND MIXED RESIDENTIAL	[Pattern]
40'-60' LOTS	[Pattern]
90' LOTS	[Pattern]
110' LOTS	[Pattern]

LOT COUNT	
40'-60' LOTS	132
90' LOTS	257
110' LOTS	152
TND MIXED RESIDENTIAL	143
TND MIXED LAND USE	80
TOTAL - 764	

Note: Master Plan is Schematic and is Subject to Change



20051209000637840 18/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

**ARTICLES OF INCORPORATION
OF
THE VILLAGE AT HIGHLAND LAKES IMPROVEMENT DISTRICT**

_____, 2005

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 Village at Highland Lakes Improvement District (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 Shelby County, Alabama.

On the _____ day of September, 2005 the governing body of Shelby County, Alabama adopted a resolution and order 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,	_____, 2006
(2)	Pamela M. Seale Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	_____, 2007
(3)	Douglas D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223	_____, 2008

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 Shelby County, 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, Shelby County, 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. Scale

Douglas D. Eddleman

STATE OF ALABAMA


20051209000637840 23/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

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 _____, 2005.


Notary Public

NOTARIAL SEAL

My commission expires: _____

STATE OF ALABAMA

SHELBY COUNTY


20051209000637840 24/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

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, she executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2005.

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 _____, 2005.

Notary Public

NOTARIAL SEAL

My commission expires: _____

Section 2. That the Shelby County Commission has reviewed and considered the foregoing petition and considers the formation of the said improvement district expedient.

Section 3. That the Shelby County Commission 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 Shelby County Commission 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 Shelby County Commission 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 September 15, 2006

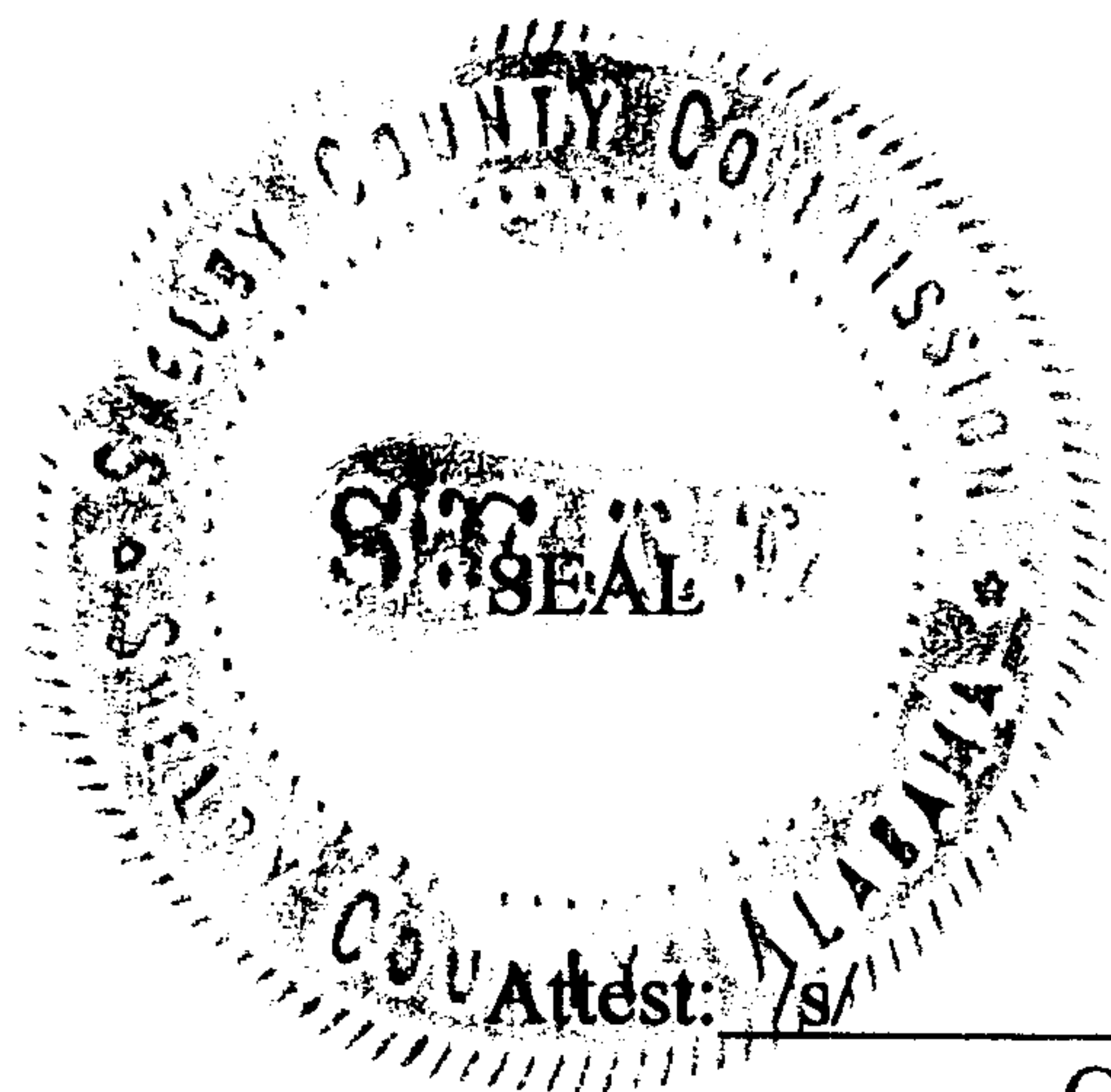
Pamela M. Seale September 15, 2007

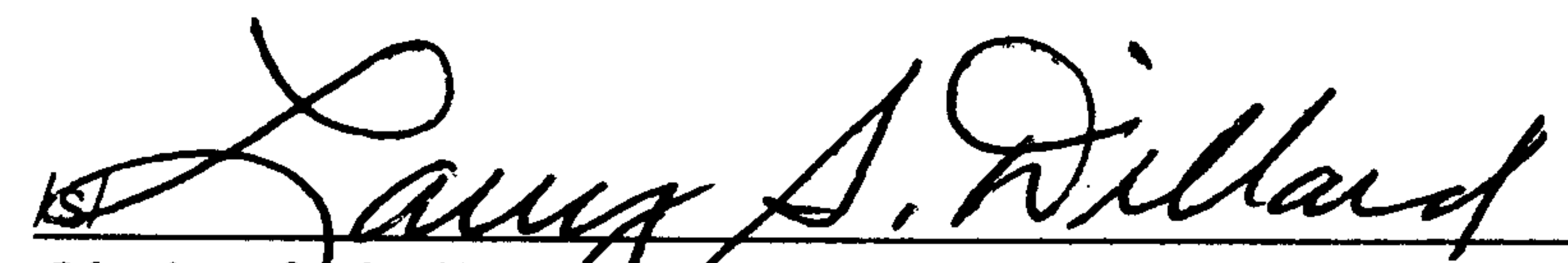
Douglas D. Eddleman September 15, 2008


Section 6. That all ordinances, resolutions, orders, or parts of any thereof, of the Shelby County Commission in conflict, or inconsistent, with any provision of this resolution and order hereby are, to the extent of such conflict or inconsistency, repealed.

Section 7. That this resolution and order shall take effect immediately without publication hereof as provided in Section 11-99A-29 of the Code of Alabama 1975.

Duly passed and adopted this 26th day of September, 2005.





Chair of Shelby County Commission, as
governing body of Shelby County, Alabama


County Manager

After said resolution and order had been discussed and considered in full by the Shelby County Commission, it was moved by Joel Bearden that said resolution and order be now placed upon its final passage and adopted. The motion was seconded by Earl Cunningham. The question being put as to the adoption of said motion and the final passage and adoption of said resolution and order, the roll was called with the following results:

Ayes: Dan Acker
 Lindsey Allison
 Joel Bearden, Jr.
 Ted Crockett
 Earl Cunningham
 Larry Dillard
 Jon Parker
 Billy Thompson


20051209000637840 27/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

Nays: None

The Chair thereupon declared said motion carried and the resolution and order 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:

Tammy D. Dillard
Chair

Paul Crockett
Commissioner

Daniel M. Acker
Commissioner

Commissioner

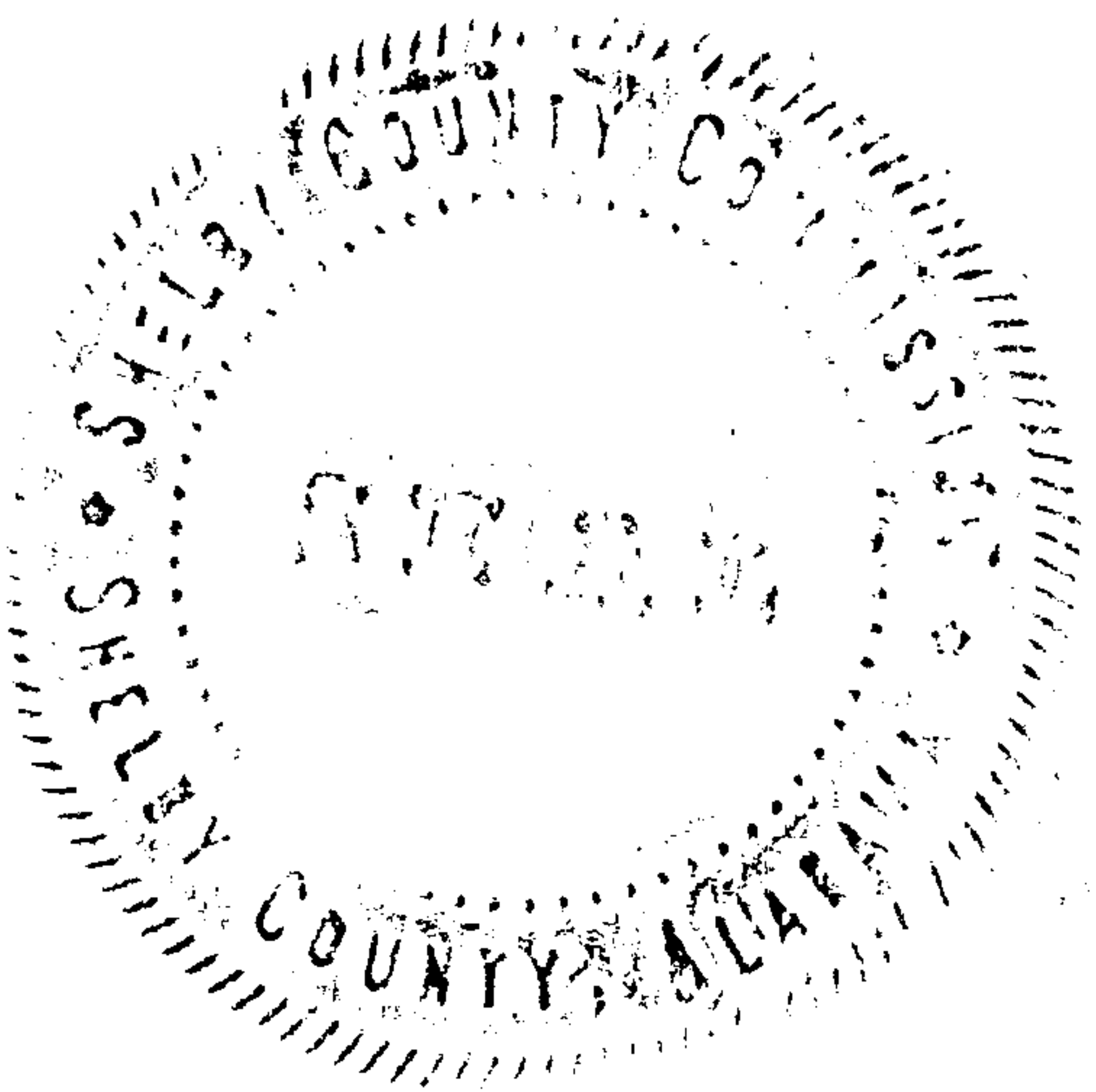
Commissioner

Tondsey Gillespie
Commissioner

Earl Cunningham
Commissioner

[Signature]
Commissioner

Bruce C. Thompson
Commissioner



SEAL

Attest: [Signature]
County Manager

STATE OF ALABAMA

SHELBY COUNTY


20051209000637840 29/30 \$.00
Shelby Cnty Judge of Probate, AL
12/09/2005 10:45:31AM FILED/CERT

CERTIFICATE OF CLERK

I, the undersigned, do hereby certify that: (1) I am the duly elected, qualified and acting Administrative Assistant to the County Manager of Shelby County, Alabama (the "County"), (2) as Administrative Assistant to the County Manager of the County I have access to all original records of the County 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 regular meeting of the Shelby County Commission of the County duly held on the 26th of September, 2005, the original of which is on file and of record in the minute book of the Shelby County Commission in my custody, (4) the resolution and order set forth in such excerpts is a complete, verbatim and compared copy of such resolution and order as introduced and adopted by the Shelby County Commission on such date, and (5) said resolution and order is in full force and effect and has not been repealed, amended or changed.

IN WITNESS WHEREOF, I have hereunto set my hand as Administrative Assistant to the County Manager of the County and have affixed the official seal of the County, this 26th day of September, 2005.




Administrative Assistant to the County
Manager of Shelby County, Alabama

State of Alabama Shelby County

Certificate of Incorporation

Of **THE VILLAGE AT HIGHLAND LAKES IMPROVEMENT** **DISTRICT**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **THE VILLAGE AT HIGHLAND LAKES IMPROVEMENT 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 her by law, hereby issues this Certificate to **THE VILLAGE AT HIGHLAND LAKES IMPROVEMENT DISTRICT** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 9TH day of DECEMBER, 2005

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

