

**ARTICLES OF INCORPORATION
OF
PINE MOUNTAIN PRESERVE IMPROVEMENT DISTRICT NO. THIRTEEN**

November 9, 2006

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 Pine Mountain Preserve Improvement District No. Thirteen (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 Town of Westover, Alabama.

On the 3rd day of October, 2006 the governing body of the Town of Westover, Alabama 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,	October 15, 2007
(2)	Pamela M. Seale Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	October 15, 2008
(3)	Douglas D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223	October 15, 2009

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.



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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 Town of Westover, 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 Town of Westover, Alabama (or its successor).



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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 9th day of November, 2006.

Donna D. Rainey
Notary Public

NOTARIAL SEAL

My commission expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Dec 1, 2006
BONDED THRU NOTARY PUBLIC INTERWRITERS

STATE OF ALABAMA

SHELBY COUNTY

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Shelby Cnty Judge of Probate, AL
03/19/2007 02:12:03PM FILED/CERT

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 9th day of November, 2006.

Donna O. Rainey
Notary Public

NOTARIAL SEAL

My commission expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Dec 1, 2006
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA

SHELBY COUNTY

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The undersigned, a notary public in and for said County in said State, do hereby certify that Douglas W. Edleman, 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 9th day of November, 2006.

Donna D. Rainey
Notary Public

NOTARIAL SEAL

My commission expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Dec 1, 2006
BONDED THRU NOTARY PUBLIC INTEREST



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EXHIBIT A

**Excerpts from the Minutes of a Regular Meeting of the Town Council
of the Town of Westover, Alabama
on October 3, 2006**

[Pine Mountain Preserve Improvement District No. Thirteen]

**EXCERPTS FROM THE MINUTES OF A REGULAR MEETING
OF THE TOWN COUNCIL OF THE TOWN OF WESTOVER, ALABAMA**

The Town Council of the Town of Westover, Alabama met in regular public session at Town Hall in the Town of Westover, Alabama, at 7:00 o'clock p.m. on the 3rd day of October, 2006.

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

Present: Hon. Mark McLaughlin, Mayor
 Mr. Luke Dorough
 Ms. Jeanne Champion-Fisch
 Ms. Annette Tyler
 Mr. Larry Riggins
 Ms. Susan Strickland

Absent: None

* * *

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

* * *

Thereupon, the following resolution was introduced in writing by the Mayor, read by the Clerk and considered by the Town Council:

RESOLUTION NO. 2006-10-03-550

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

BE IT RESOLVED BY THE TOWN COUNCIL OF THE TOWN OF WESTOVER,
ALABAMA (the "Westover Town Council"), as follows:

Section 1 That the Westover Town 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 Town of Westover, 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**

October 3, 2006

TO THE GOVERNING BODY OF THE TOWN OF WESTOVER, ALABAMA:

The undersigned do hereby petition the governing body of the Town of Westover, 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 other than the Town of Westover,

(c) all of the land proposed to be included within the said improvement district is located within, or is contiguous with land located within, the Town of Westover, 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 the Town of Westover, 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 be adopted by the governing body of the Town of Westover, 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.



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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.

PINE MOUNTAIN PRESERVE, LLLP

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

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

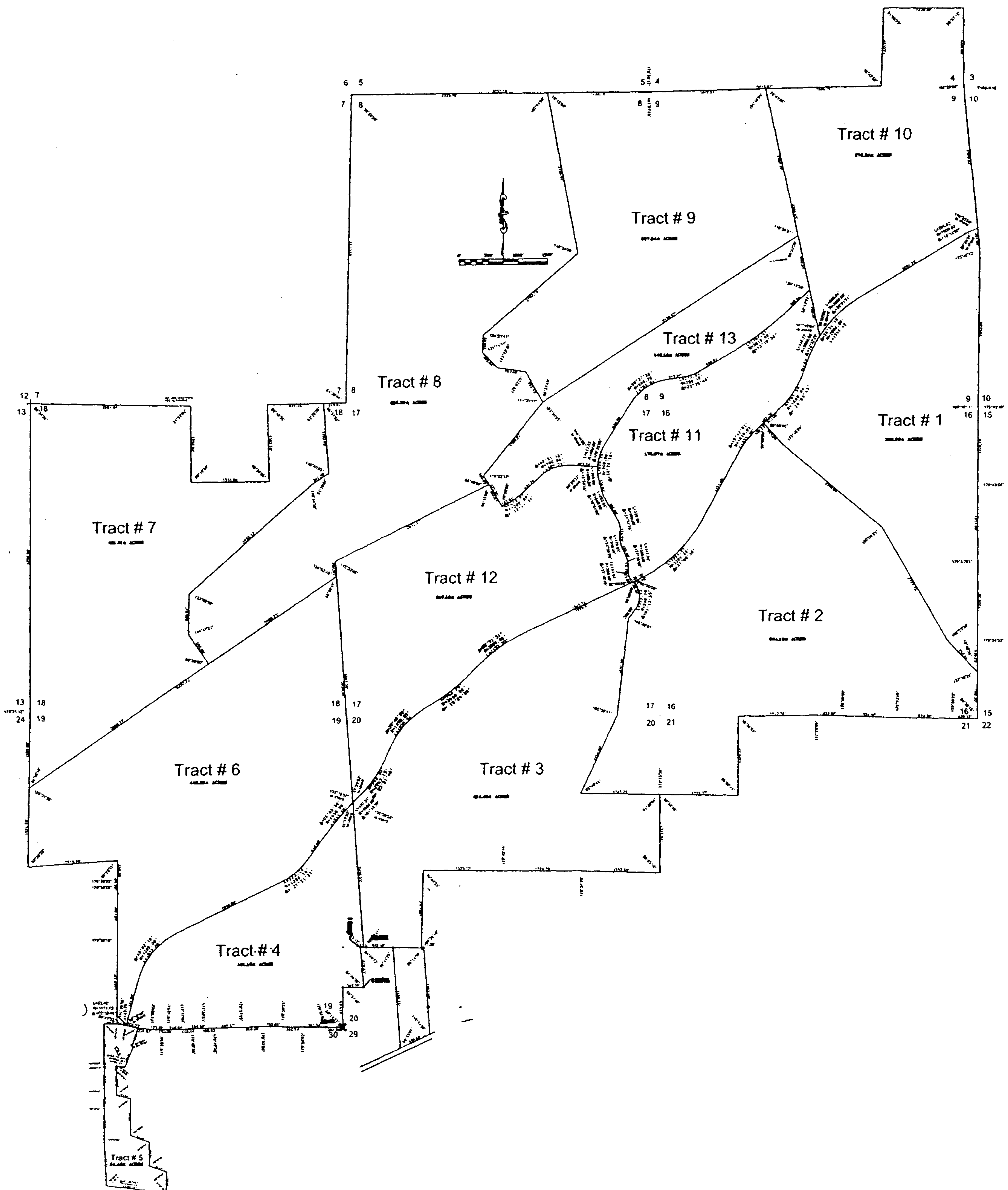
Pine Mountain Preserve – Tract 13

Part of the Southeast $\frac{1}{4}$ of Section 8, part of Section 9 and part of Section 17, all in Township 19 South, Range 1 East, Shelby County, Alabama, being more particularly described as follows:

From the Northwest corner of Section 9, Township 19 South, Range 1 East, Shelby County, Alabama, run in an Easterly direction along the North line of said Section 9 for a distance of 1979.51 feet; thence turn an angle to the right of $78^{\circ} 43' 55''$ and run in a Southeasterly direction for a distance of 2552.34 feet to the point of beginning; thence continue in a Southeasterly direction along the last mentioned course for a distance of 943.31 feet; thence turn an angle to the right of $59^{\circ} 42' 22''$ and run in a Southwesterly direction for a distance of 599.84 feet to the point of beginning of a curve, said curve being concave in a Northwesterly direction and having a central angle of $13^{\circ} 19' 32''$ and a radius of 5018.65 feet; thence turn an angle to the right and run in a Southwesterly direction along the arc of said curve for a distance of 1167.21 feet to the point of ending of said curve; thence run in a Southwesterly direction along the line tangent to the end of said curve for a distance of 558.81 feet to the point of beginning of a new curve, said latest curve being concave in a Northwesterly direction and having a central angle of $22^{\circ} 28' 40''$ and a radius of 799.16 feet; thence turn an angle to the right and run in a Southwesterly direction along the arc of said curve for a distance of 313.52 feet to the point of ending of said curve; thence run in a Southwesterly direction along the line tangent to the end of said curve for a distance of 213.31 feet to the point of beginning of another curve, said latest curve being concave in a Southeasterly direction and having a central angle of $50^{\circ} 37' 38''$ and a radius of 899.76 feet; thence turn an angle to the left and run in a Southwesterly direction along the arc of said curve for a distance of 795.04 feet to the point of ending of said curve; thence run in a Southwesterly direction along the line tangent to the end of said curve for a distance of 800.76 feet to the point of beginning of another curve, said curve being concave in a Southeasterly direction and having a central angle of $29^{\circ} 28' 05''$ and a radius of 800.00 feet; thence turn an angle to the left and run in a Southwesterly direction along the arc of said curve for a distance of 411.45 feet; thence turn an angle to the right ($75^{\circ} 15' 58''$ from the chord of last mentioned curve) and run in a Northwesterly direction for a distance of 463.54 feet to the point of beginning of a curve, said curve being concave in a Southerly direction and having a central angle of $45^{\circ} 51' 13''$ and a radius of 700.00 feet; thence turn an angle to the left and run in a Westerly and Southwesterly direction along the arc of said curve for a distance of 560.21 feet to the point of ending of said curve; thence run in a Southwesterly direction along the line tangent to the end of said curve for a distance of 451.24 feet to the point of beginning of another curve, said latest curve being concave in a Northwesterly direction and having a central angle of $12^{\circ} 11' 34''$ and a radius of 1000.00 feet; thence turn an angle to the right and run in a Southwesterly direction along the arc of said curve for a distance of 212.80 feet to the point of ending of said curve; thence run in a Southwesterly direction along the line tangent to the end of said curve for a distance of 162.81 feet; thence turn an angle to the right of 90° and run in a Northwesterly direction for a distance of 625.20 feet; thence turn an angle to the right of $69^{\circ} 37' 23''$ and run in a Northeasterly direction for a distance of 1586.92 feet; thence turn an angle to the right of $18^{\circ} 09' 05''$ and run in a Northeasterly direction for a distance of 5139.57 feet, more or less, to the point of beginning. Containing 143.16 acres, more or less.



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**ARTICLES OF INCORPORATION
OF
PINE MOUNTAIN PRESERVE IMPROVEMENT DISTRICT NO. THIRTEEN**

_____, 2006

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 Pine Mountain Preserve Improvement District No. Thirteen (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 Town of Westover, Alabama.

On the _____ day of _____, 2006 the governing body of the Town of Westover, Alabama 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,	_____, 2007
(2)	Pamela M. Seale Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	_____, 2008
(3)	Douglas D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223	_____, 2009

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 Town of Westover, 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 Town of Westover, 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


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Shelby Cnty Judge of Probate, AL
03/19/2007 02:12:03PM 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, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2006.


Notary Public

NOTARIAL SEAL

My commission expires: _____

STATE OF ALABAMA

SHELBY COUNTY


20070319000124340 22/28 \$.00
Shelby Cnty Judge of Probate, AL
03/19/2007 02:12:03PM 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 _____, 2006.

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 _____, 2006.

Notary Public

NOTARIAL SEAL

My commission expires: _____

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

Section 3. That the Westover Town 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 Westover Town 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 Westover Town 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 October 15, 2007

Pamela M. Seale October 15, 2008

Douglas D. Eddleman October 15, 2009

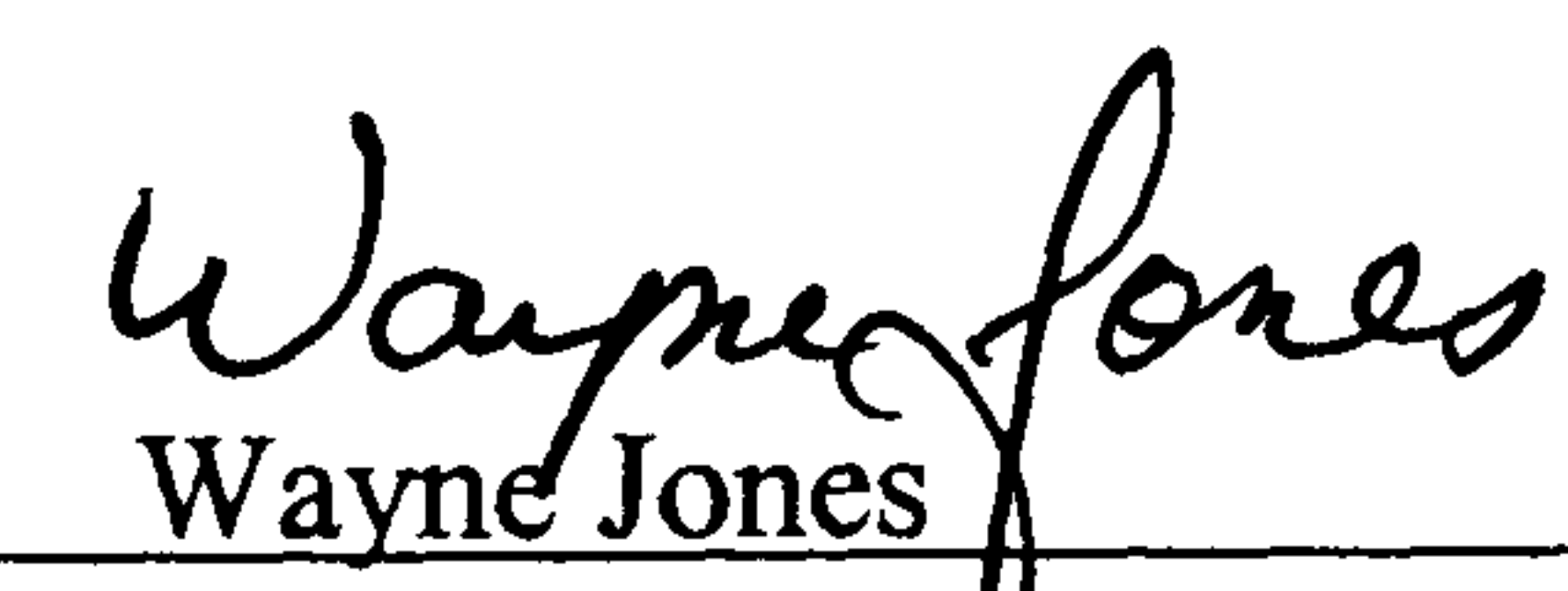
Section 6. That all ordinances, resolutions, orders, or parts of any thereof, of the Westover Town Council in conflict, or inconsistent, with any provision of this resolution hereby are, to the extent of such conflict or inconsistency, repealed.

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

Duly passed and adopted this 3rd day of October, 2006.

/s/ 
Mark McLaughlin
Mayor

SEAL

Attest: /s/ 
Wayne Jones
Clerk

The foregoing resolution was discussed and considered in full by the Westover Town Council.

Thereupon, the attorney for the Town, Mr. Bill Justice of Wallace, Ellis, Fowler &, Head Columbiana, Alabama, explained to the Council that said resolution was to be adopted pursuant to Chapter 99A of Title 11 of the Code of Alabama 1975 and that Section 11-99A-29 of such Chapter provides that all resolutions to be adopted under said Chapter shall be deemed not to be permanent or of a continuing nature and shall not require two readings and shall not require publication.

Thereupon, Councilman Riggins moved that said resolution be now placed upon its final passage and adopted. The motion was seconded by Councilwoman Tyler.

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: Hon. Mark McLaughlin, Mayor
 Mr. Luke Dorough
 Ms. Jeanne Champion-Fisch
 Ms. Annette Tyler
 Mr. Larry Riggins

Nays: Ms. Susan Strickland

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:

/s/ Mark McLaughlin
Mayor

SEAL

Wayne Jones
Attest: /s/ Wayne Jones
Clerk


STATE OF ALABAMA

SHELBY COUNTY

CERTIFICATE OF CLERK

I, the undersigned, do hereby certify that: (1) I am the duly elected, qualified and acting Clerk of the Town of Westover, Alabama (the "Municipality"), (2) as Clerk of the Town of Westover, Alabama 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 regular meeting of the Town Council duly held on the 3rd of October, 2006, the original of which is on file and of record in the minute book of the Town 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 Town Council on such date, and (5) said resolution is in full force and effect and has not been repealed, amended or changed.

IN WITNESS WHEREOF, I have hereunto set my hand as Clerk of the Town of Westover, Alabama and have affixed the official seal of the Town, this 5th day of November, 2006.



/s/ Wayne Jones
Clerk of the Town of Westover, Alabama

SEAL

State of Alabama
Shelby County

Certificate of Incorporation

Of

**PINE MOUNTAIN PRESERVE IMPROVEMENT DISTRICT NO.
THIRTEEN**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **PINE MOUNTAIN PRESERVE IMPROVEMENT DISTRICT NO. THIRTEEN** 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 **PINE MOUNTAIN PRESERVE IMPROVEMENT DISTRICT NO. THIRTEEN** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal
on this the **19TH** day of **MARCH, 2007.**

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

