

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

March 19, 2007

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. Fourteen (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 name and mailing address of the undersigned are:

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 2nd day of January, 2007 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,	January 15, 2008
(2)	Pamela M. Seale Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	January 15, 2009
(3)	Douglas D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223	January 15, 2010

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.

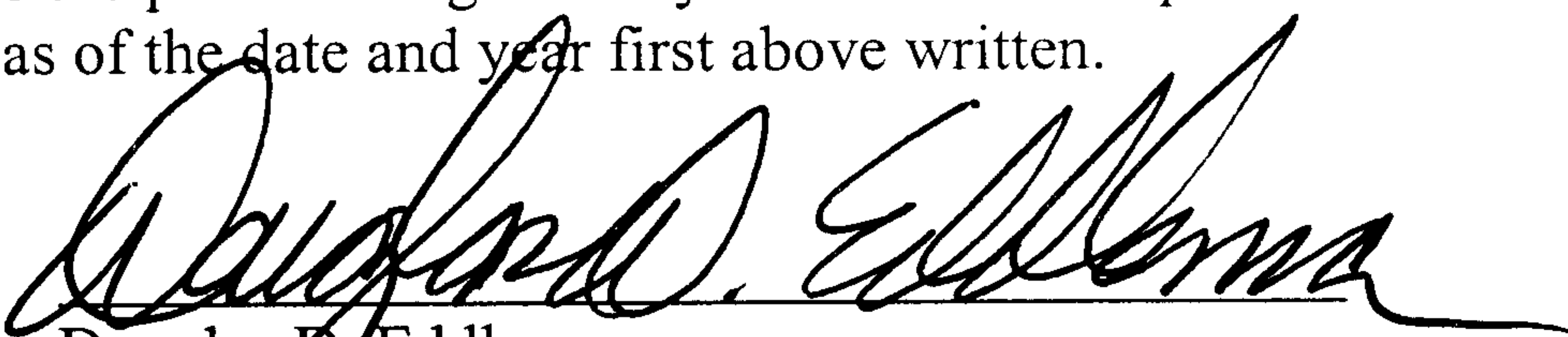
ARTICLE EIGHT

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).

IN WITNESS WHEREOF, the undersigned, as the person designated by the owners to represent them, has signed these articles of incorporation on and as of the date and year first above written.


Douglas D Eddleman

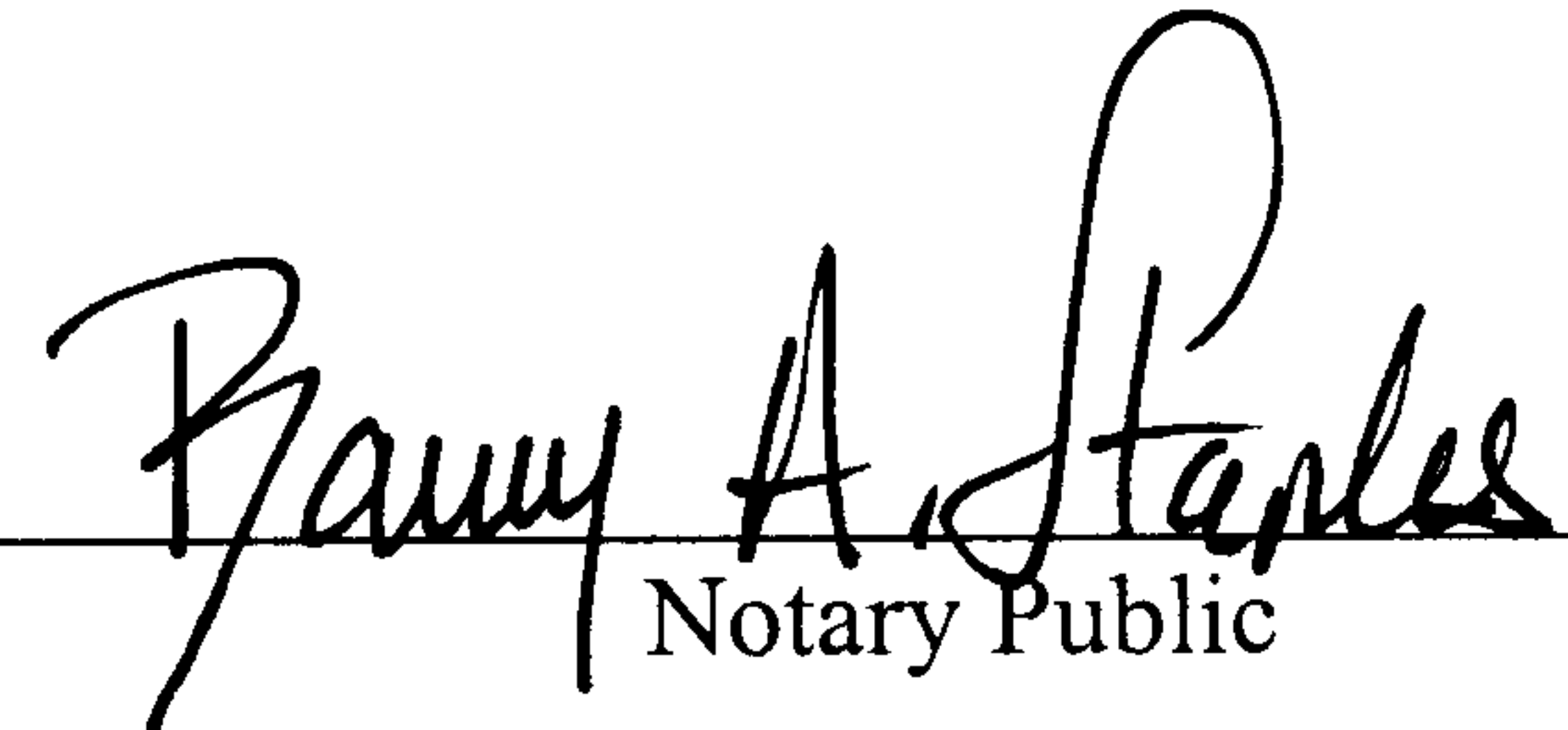
STATE OF ALABAMA


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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 16th day of March, 2007.



Notary Public

NOTARIAL SEAL

My commission expires: 7/17/2010

[Pine Mountain Preserve Improvement District No. Fourteen]

**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 2nd day of January, 2007.

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

Absent: Ms. Susan Strickland

* * *

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:

**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 (the "Improvement District Act") and that the persons executing said petition are the owners (within the meaning of Section 11-99A-2(8) of the Improvement District Act) 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**

January 2, 2007

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 (within the meaning of Section 11-99A-2(8) of the Enabling Law) 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 person, who is over the age of 21 years, to act as agent in representing the undersigned owners before the governing body of the Town of Westover, Alabama:

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,

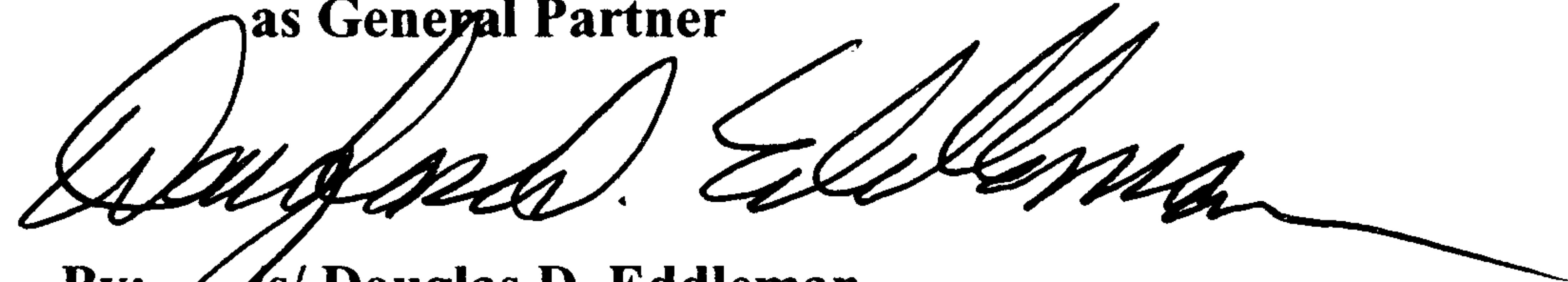
(c) a proposed form of articles of incorporation for the said improvement district.

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.

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

State of Alabama
Shelby County


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Shelby Cnty Judge of Probate, AL
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I, the undersigned licensed land surveyor in and for the State of Alabama, hereby state this to be a true and correct map of my boundary retrace survey of the 794.64 acre parcel of land, being more particularly described as follows:

Description to-wit:

From a 2" solid bar accepted as the S.W. corner of Section 2, T19S-R1E, run thence Grid N 89°27'27"E along the South boundary of said Section 2 for a distance of 4009.02 feet to a 1/2" rebar on the Northwesterly boundary of Shelby County Highway #55 (80' R.O.W.), said point being on a curved boundary concave right having a centerline delta angle of 15°58'23" and tangents of 427.62 feet, said point being S 89°27'27"W 1277.19 feet from a 1/2" rebar accepted as the S.E. corner of said Section 2; thence run a chord bearing of N 49°58'14"E for a chord distance of 697.25 feet to a 1/2" rebar at the P.T.; thence run N 56°27'11"E for a distance of 265.57' to a 1/2" rebar at the P.C. of a curve concave left having a centerline delta angle of 24°07'11" and tangents of 281.85'; thence run a chord bearing of N 44°23'36"E for a chord distance of 534.55 feet to a 1/2" rebar at the P.T.; thence run N 32°20'00"E for a distance of 205.25 feet to a 1/2" rebar at the P.C. of a curve concave right having a centerline delta angle of 18°36'35" and tangents of 300.0 feet; thence run a chord bearing of N 41°38'17"E for a chord distance of 605.04 feet to a 1/2" rebar at the P.T.; thence run N 50°56'35"E for a distance of 335.14 feet to a 1/2" rebar at the P.C. of a curve concave left having a centerline delta angle of 27°11'29" and tangents of 490.0 feet; thence run a chord bearing of N 37°20'50"E for a chord distance of 933.73 feet to a 1/2" rebar at the P.T.; thence run N 23°45'06"E along the boundary of said County Highway #55 a distance of 1344.32 feet to a 1/2" rebar; thence run N 89°59'04"W for a distance of 531.64 feet to a 1/2" rebar; thence run N 01°05'14"E for a distance of 200.0 feet to 1/2" rebar on the North boundary of the SW1/4-NW1/4 of Section 1, T19S-R1E; thence run N 89°59'04"W for a distance of 1116.48 feet to a 1/2" rebar at the N.E. corner of the SE1/4-NE1/4 of Section 2, T19S-R1E; thence run S 89°04'03"W for a distance of 2662.85 feet to a 1/2" rebar at the S.E. corner of the NE1/4-NW1/4 of aforementioned Section 2; thence run N 00°59'43"E for a distance of 1308.19 feet to a 1/2" rebar accepted as the S.E. corner of the SE1/4-SW1/4 of Section 35, T19S-R1E; thence run N 00°24'36"W for a distance of 2617.98 feet to a 1/2" rebar accepted as the N.E. corner of the NE1/4-SW1/4 of Section 35, T19S-R1E; thence run S 88°46'50"W for a distance of 2598.54 feet to a 1/2" rebar accepted as the N.W. corner of the NW1/4-SW1/4 of said Section 35; thence run S 89°29'13"W for a distance of 1311.80 feet to a 5/8" rebar accepted as the N.W. corner of the NE1/4-SE1/4 of Section 34, T19S-R1E; thence run S 00°17'15"W for a distance of 1316.77 feet to a 5/8" rebar at the N.W. corner of the SE1/4-SE1/4 of said Section 34; thence run S 00°31'49"W for a distance of 1288.53 feet to a 1" pipe at the S.W. corner of said SE1/4-SE1/4; thence run N 89°17'24"E for a distance of 1278.06 feet to a 1" pipe at the S.W. corner of Section 35, T19S-R1E; thence run N 89°10'23"E for a distance of 166.83 feet to a 5/8" rebar; thence run S 01°03'46"E for a distance of 1328.39 feet to a 5/8" rebar; thence run N 89°32'33"W for a distance of 164.77 feet to a 5/8" rebar; thence run S 00°13'30"E for a distance of 1313.93 feet to a 1" pipe accepted as the S.W. corner of the SW1/4-NW1/4 of said Section 35; thence run N 89°49'25"E for a distance of 1298.78 feet to a 1" pipe accepted as the S.W. corner of the SE1/4-NW1/4 of said Section 35; thence run S 00°01'35"W for a distance of 1308.87 feet to a 1/2" pipe accepted as the N.E. corner of the SW1/4-SW1/4 of Section 35; thence run N 89°53'14"W for a distance of 1295.83 feet to a 5/8" rebar accepted as the N.W. corner of said SW1/4-SW1/4; thence run S 04°19'20"W for a distance of 1314.27 feet to the Point of Beginning of herein described parcel of land, containing 794.64 acres, subject to rights-of-way and easements of record.

I further state that this survey and drawing have been completed in accordance with the current Standards of Practice for Surveying in the State of Alabama to the best of my knowledge, Information and belief, this the 31st day of August, 2006.

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

_____, 2007

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. Fourteen (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 _____, 2007 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,	_____, 2008
(2)	Pamela M. Seale Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223,	_____, 2009
(3)	Douglas D. Eddleman Suite 425 2700 U.S. Highway 280 Birmingham, Alabama 35223	_____, 2010

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).

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Shelby Cnty Judge of Probate, AL
03/19/2007 02:12:04PM FILED/CERT

IN WITNESS WHEREOF, the undersigned, as the person designated by the owners to represent them, has signed these articles of incorporation on and as of the date and year first above written.

Douglas D. Eddleman


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Shelby Cnty Judge of Probate, AL
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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 _____, 2007.

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 January 15, 2008

Pamela M. Seale January 15, 2009

Douglas D. Eddleman January 15, 2010

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 2nd day of January, 2007.

/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, Councilor Riggins moved that said resolution be now placed upon its final passage and adopted. The motion was seconded by Councilor 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: 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:

/s/ Mark McLaughlin
Mayor

S E A L

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 2nd of January, 2007, 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 19th day of March, 2007.

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

S E A L

State of Alabama Shelby County

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Shelby Cnty Judge of Probate, AL
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Certificate of Incorporation Of

PINE MOUNTAIN PRESERVE IMPROVEMENT DISTRICT NO. FOURTEEN

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. FOURTEEN** 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. FOURTEEN** 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

