

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

\_\_\_\_\_  
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. Fifteen (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 2<sup>nd</sup> 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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Shelby Cnty Judge of Probate, AL  
03/19/2007 02:12:05PM FILED/CERT

### **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**

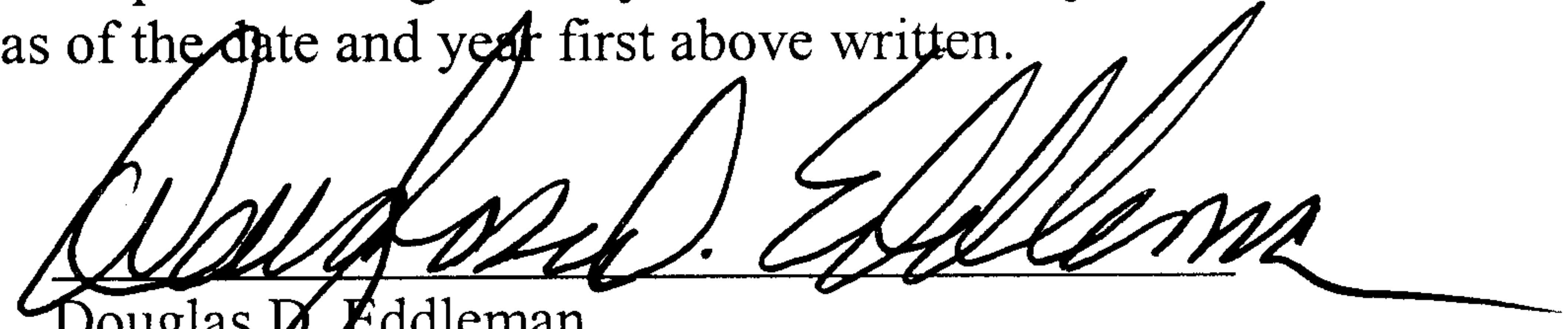
The District shall be a non-profit corporation and no part of the net earnings thereof shall inure to the benefit of any private person or entity of any nature whatsoever.

### **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

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Shelby Cnty Judge of Probate, AL  
03/19/2007 02:12:05PM 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 16<sup>th</sup> day of March, 2007.

Randy A. Staples  
Notary Public

NOTARIAL SEAL

My commission expires: 7/17/2010

[Pine Mountain Preserve Improvement District No. Fifteen]

**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**

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January 2, 2007

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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,

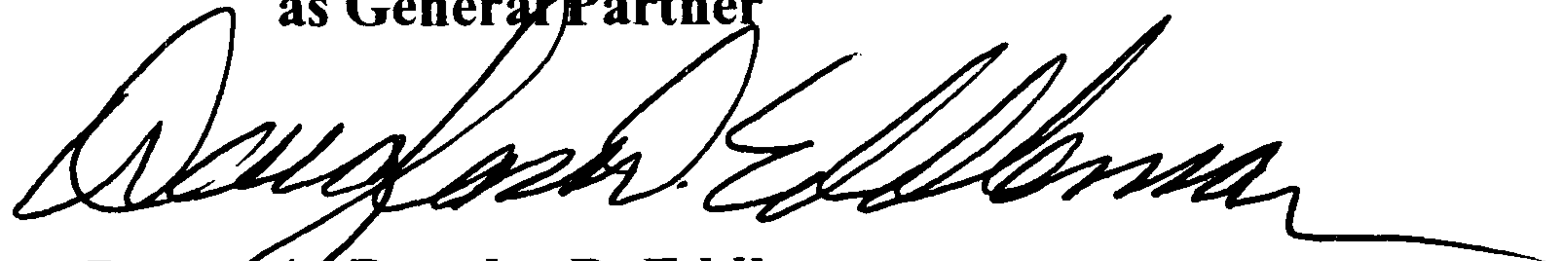
(c) a proposed form of articles of incorporation for the said improvement district.

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**



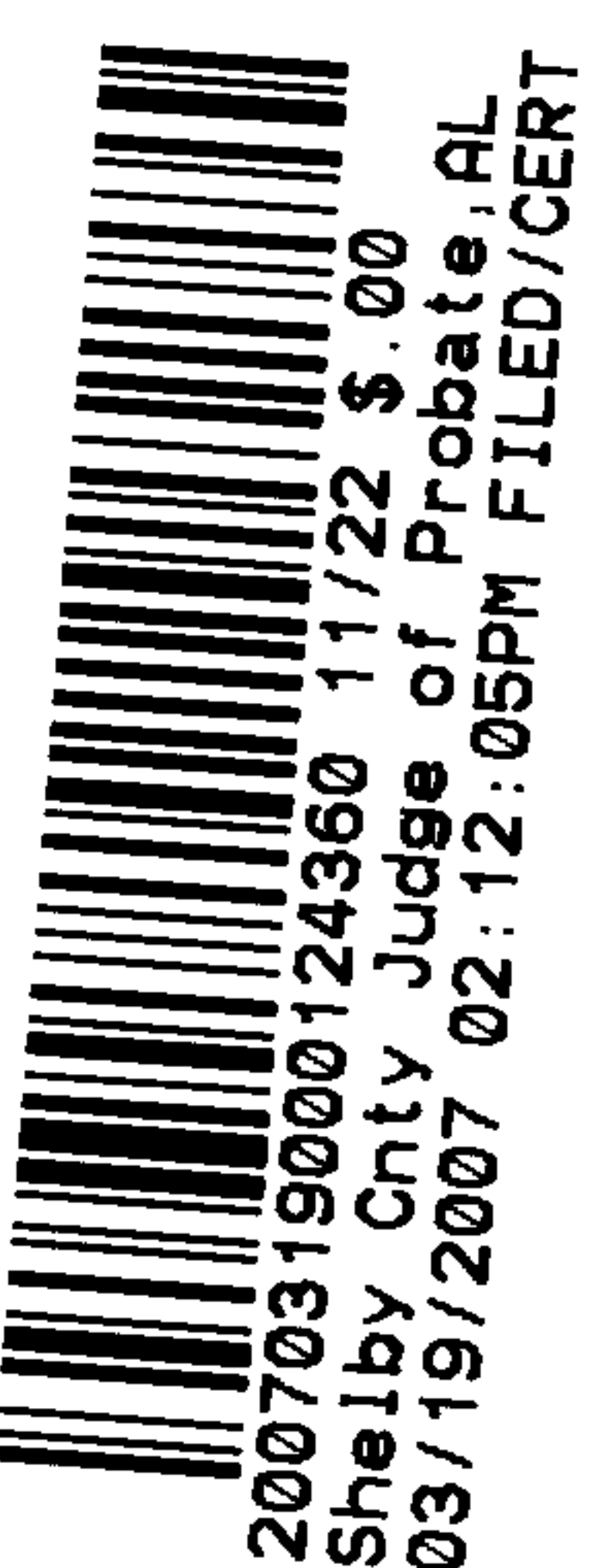
State of Alabama  
Shelby County

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 676.00 acre parcel of land shown hereon and being more particularly described as follows:

Description to-wit:

From a 2' solid bar at the SE. corner of Section 3, T19S-R1E, being the Point of Beginning of herein described parcel of land, run thence Grid S 89°48'57"W for a distance of 5254.95 feet to a 1/2' rebar at the S.W. corner of said Section 3; thence run N 00°19'07"W for a distance of 1245.68 feet to a 5/8' rebar locally accepted as the S.W. corner of the NW1/4-SW1/4 of said Section 3; thence run N 00°03'36"E for a distance of 1381.19 feet to a 5/8' rebar locally accepted as the N.W. corner of the SW1/4-NE1/4 of said Section 3; thence run N 89°22'55"E for a distance of 2517.76 feet to a 5/8' rebar locally accepted as the N.W. corner of said SW1/4-NE1/4; thence run S 89°36'33"E for a distance of 1450.57 feet to a 5/8' rebar locally accepted as the NE1/4-NE1/4 of said Section 3; thence run N 00°40'48"E for a distance of 1480.71 feet to a 1' pipe locally accepted as the S.W. corner of said NE1/4-NE1/4; thence run N 89°17'24"E for a distance of 1278.06 feet to a 1' pipe at the NE. corner of Section 3, T19S-R1E; thence run S 01°09'15"E for a distance of 1313.93 feet to a 1' pipe locally accepted as the NE. corner of the SE1/4-NE1/4 of said Section 3; thence run S 00°06'12"E for a distance of 1302.33 feet to a 5/8' rebar locally accepted as the NE. corner of the NE1/4-SE1/4 of said Section 3; thence run S 04°19'20"W for a distance of 4009.02 feet to a 1/2' rebar on the Northwestern boundary of Section 11, T19S-R1E; thence run N 89°27'27"E along the North boundary of said Section 11 for a distance of 3087.84 feet; thence run a chord bearing of S 41°58'59"W for a chord distance of 162.08 feet to a 1/2' rebar at the P.T.; thence run S 40°28'48"W along said highway boundary for a distance of 514.56 feet to a 1/2' rebar at the P.C. of a curve concave left having a delta angle of 14°57'51" and a radius of 3041.71 feet; thence run a chord bearing of S 32°59'52"W for a chord distance of 792.15 feet to a 1/2' rebar at the P.T.; thence run S 25°30'57"W along said highway boundary for a distance of 1110.60 feet to a 1/2' rebar at the P.C. of a curve concave right having a delta angle of 31°34'29" and a radius of 1479.19 feet; thence run a chord bearing of S 41°18'11"W for a chord distance of 804.88 feet to the P.T.; thence run S 57°05'26"W along said highway boundary for a distance of 165.06 feet to the P.C. of a curve concave left having a delta angle of 12°42'27" and a radius of 3247.19 feet; thence run a chord bearing of S 50°44'12"W for a chord distance of 718.71 feet to the P.T.; thence run S 44°22'59"W along said highway boundary for a chord bearing of S 53°28'11"W for a chord distance of 785.88 feet to the P.T.; thence run S 62°33'22"W along said highway boundary for a distance of 238.84 feet to the P.C. of a curve concave left having a delta angle of 18°10'23" and a radius of 2488.09 feet; thence run S 61°38'18"W for a chord distance of 63.50 feet to a 1/2' rebar on said curve boundary and the West boundary of Section 11, T19S-R1E, said point N 02°57'33"W a distance of 1097.81 feet from a 3/4' rebar at the S.W. corner of said Section 11; thence run N 02°57'33"W for a distance of 4223.16 feet along the West boundary of said Section 11 to the Point of Beginning of herein described parcel of land, containing 676.00 acres, subject to rights-of-way and easements of record.

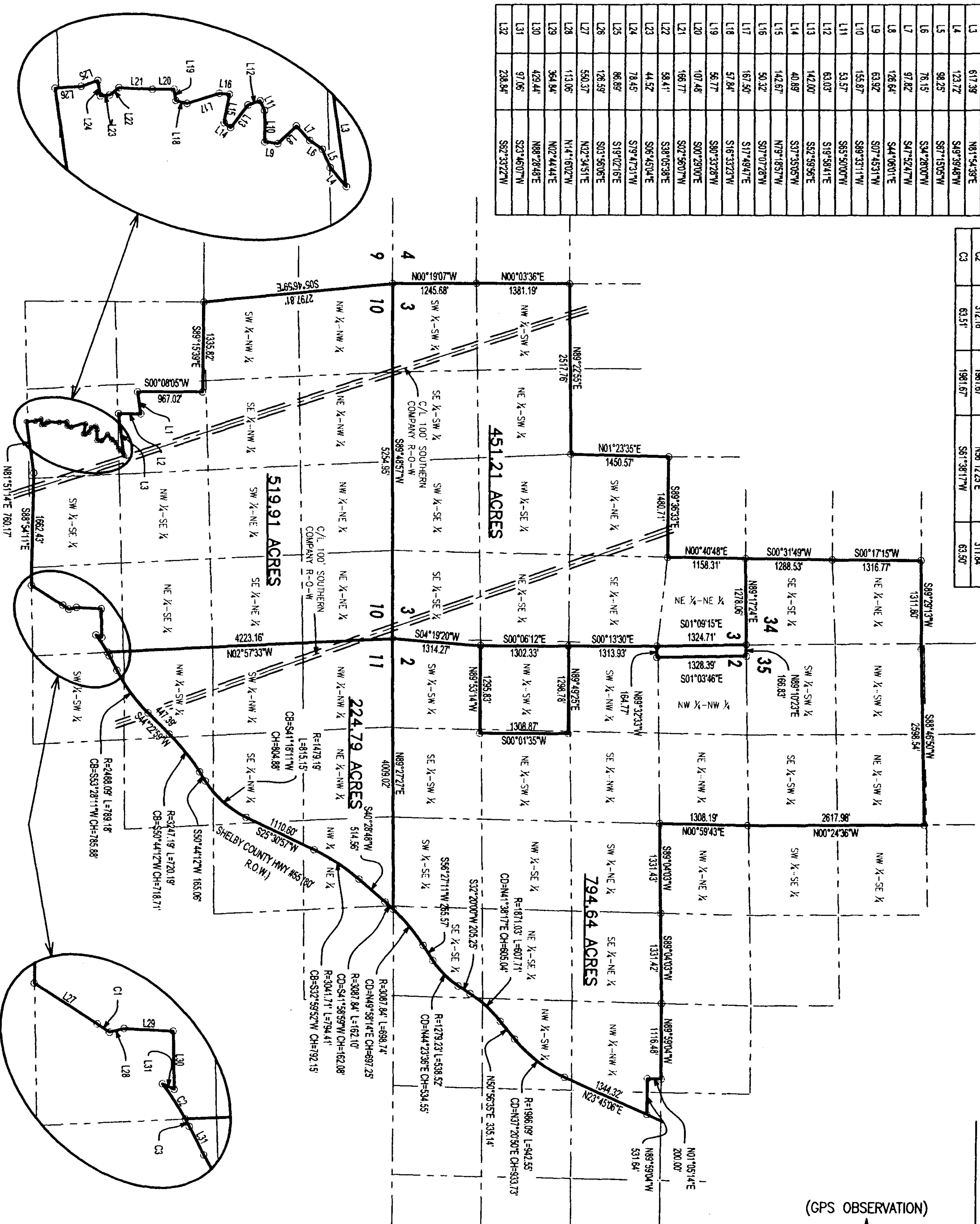
I further state that all parts of this survey and drawing have been completed in accordance with the current Standards of Practice of Surveying in the State of Alabama to the best of my knowledge, information and belief this the 15th day of September, 2006.





CURVE TABLE			
CURVE	LENGTH	RADIUS	CHORD BRG
C1	107.71'	1981.67'	N34°12'54"E
C2	312.16'	1981.67'	N56°12'25"E
C3	63.51'	1981.67'	S61°38'17"W

LINE TABLE		BEARING
L1	330.00'	N81°34'39"E
L2	330.00'	S00°08'05"W
L3	617.39'	N81°34'39"E
L4	123.72'	S49°39'48"W
L5	98.25'	S07°15'05"W
L6	76.15'	S34°28'00"W
L7	97.82'	S47°52'47"W
L8	128.64'	S44°06'01"E
L9	63.92'	S07°45'31"W
L10	155.87'	S89°33'11"W
L11	33.57'	S85°50'07"W
L12	63.03'	S19°58'41"E
L13	142.00'	S62°59'56"E
L14	40.89'	S37°35'05"W
L15	142.67'	N79°18'57"W
L16	50.32'	S07°07'28"W
L17	167.50'	S17°49'47"E
L18	57.84'	S16°33'23"W
L19	56.77'	S80°33'28"W
L20	107.48'	S00°29'00"E
L21	166.77'	S02°36'07"W
L22	58.41'	S38°05'38"E
L23	44.52'	S06°45'04"E
L24	78.45'	S79°47'31"W
L25	86.89'	S19°02'16"E
L26	126.59'	S03°36'06"E
L27	550.37'	N32°34'51"E
L28	113.06'	N14°16'02"W
L29	364.84'	N02°44'44"E
L30	429.44'	N88°28'48"E
L31	97.06'	S23°46'07"W
L32	238.84'	S62°33'22"W



# EXHIBIT FOR TRACTS 14, 15 & 8

(GPS OBSERVATION)

(SCALE: 1" = 2000')



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

\_\_\_\_\_, 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. Fifteen (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.

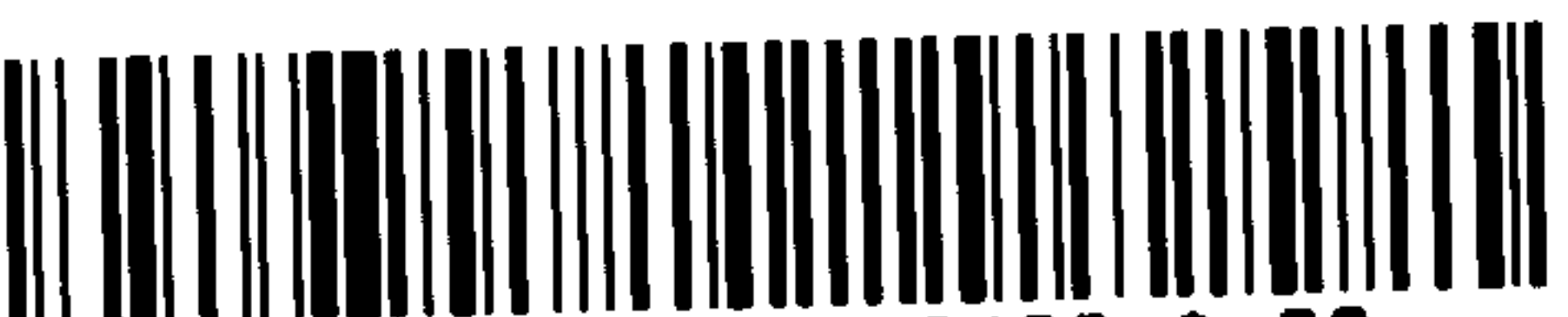
To the extent and as provided in the Enabling Law, the District shall have and may exercise the power of eminent domain with the consent of the governing body of the Town of Westover, Alabama.

### **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 02:12:05PM 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

STATE OF ALABAMA

SHELBY COUNTY

  
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Shelby Cnty Judge of Probate, AL  
03/19/2007 02:12:05PM 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 \_\_\_\_\_, 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 Dorrough  
                  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


SEAL

Attest: /s/ Wayne Jones  
Clerk



STATE OF ALABAMA

SHELBY COUNTY

  
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Shelby Cnty Judge of Probate, AL  
03/19/2007 02:12:05PM FILED/CERT

**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 19<sup>th</sup> 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  
03/19/2007 02:12:05PM FILED/CERT

**Certificate of Incorporation**

**Of**

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

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. FIFTEEN** 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. FIFTEEN** 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

