

**CERTIFICATE OF INCORPORATION
OF
THE COMMERCIAL DEVELOPMENT AUTHORITY
OF THE CITY OF HELENA**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in order to incorporate and organize a public corporation under the provisions of the statutes codified as Article 6 of Chapter 54 of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and being all of the incorporators of said public corporation (the "Authority"), do make, sign, execute, acknowledge and file this certificate of incorporation as follows:

(1) The names of the undersigned, the persons forming the Authority, are William Fleagle, Cris Nelson, Dennis O'Brien, Charles Taylor, and Gerald Waldrop, and each of said persons is a duly qualified elector of the City of Helena, Alabama.

(2) The name of the Authority shall be "The Commercial Development Authority of the City of Helena".

(3) The period for the duration of the Authority shall be perpetual, subject to the provisions of Section 11-54-189 of the Code of Alabama 1975, as amended.

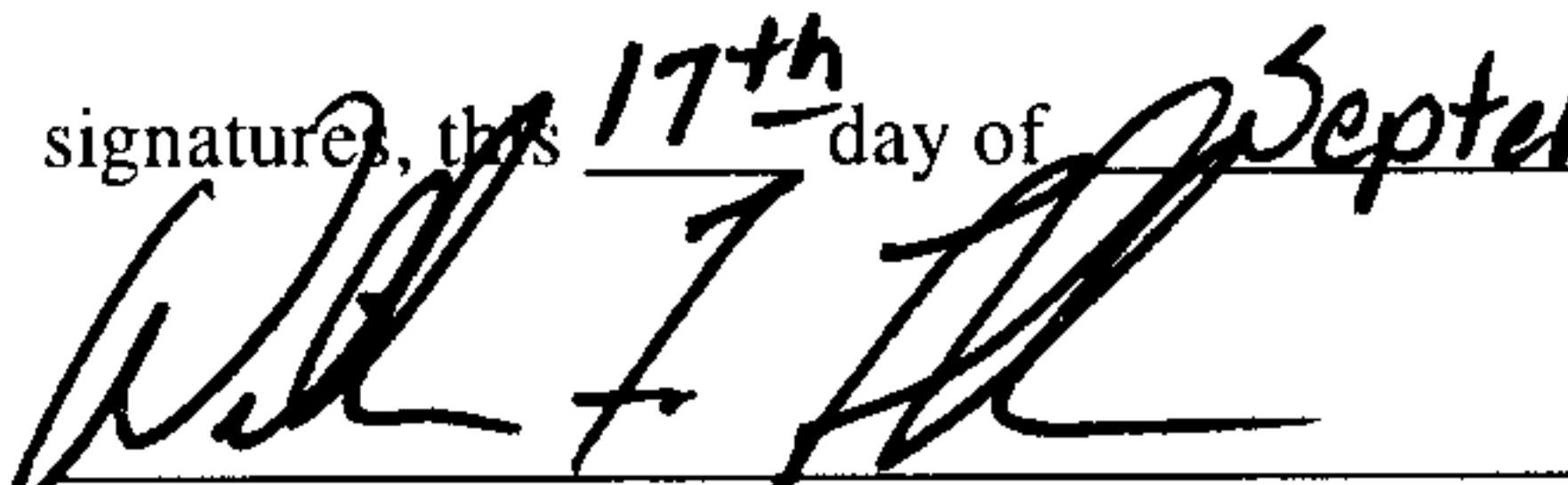
(4) The City of Helena, Alabama is the authorizing municipality, and the City Council of the City of Helena adopted the authorizing resolution in accordance with the Act on September 17, 2007.

(5) The location of the principal office of the Authority shall be in the City Hall of the City of Helena, Alabama, which is within the corporate limits of said City.

(6) The Authority is organized pursuant to the provisions of the Act.

(7) The Authority is incorporated for the objects and purposes set forth in the Act. In furtherance of said objects and purposes, the Authority shall have all powers conferred upon public corporations of like nature by the Act and all other powers conferred upon corporations generally by the laws of the State of Alabama not in conflict or inconsistent with the Act.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures, this 17th day of September, 2007.


William Fleagle


Cris Nelson


Dennis O'Brien

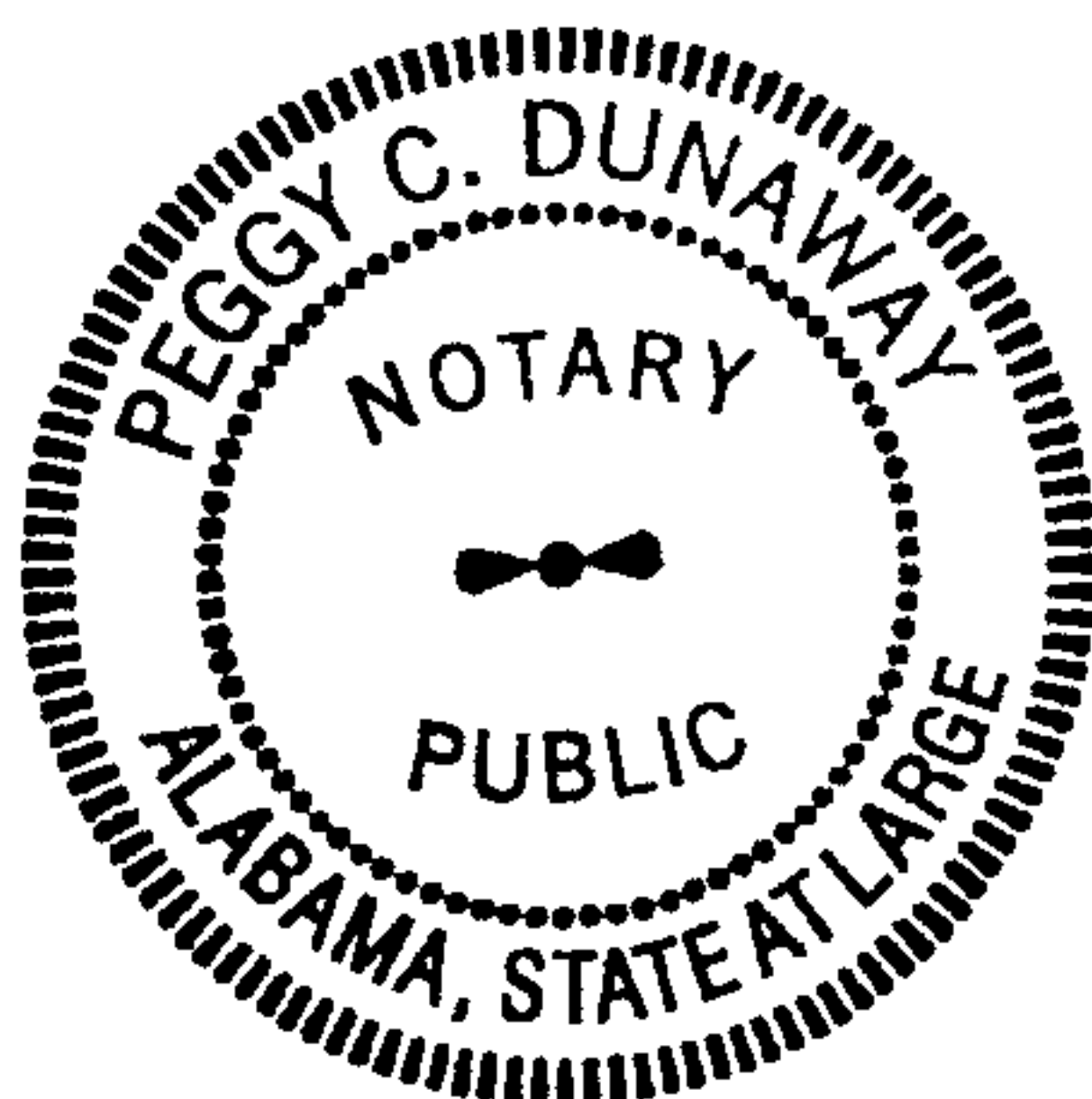

Charles Taylor


Gerald Waldrop

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William Fleagle, Cris Nelson, Dennis O'Brien, Charles Taylor, and Gerald Waldrop, separately and severally, whose names are signed to the above and foregoing Certificate of Incorporation of The Commercial Development Authority of the City of Helena, and who are known to me, acknowledged before me, on this day, that, being informed of the contents of such instrument, each of them, separately and severally, executed the same voluntarily as a part of their individual free acts.

Given under my hand and official seal, this the 17th day of September, 2007.



Peggy C. Dunaway
Notary Public

Commission Expires: 1-11-2011

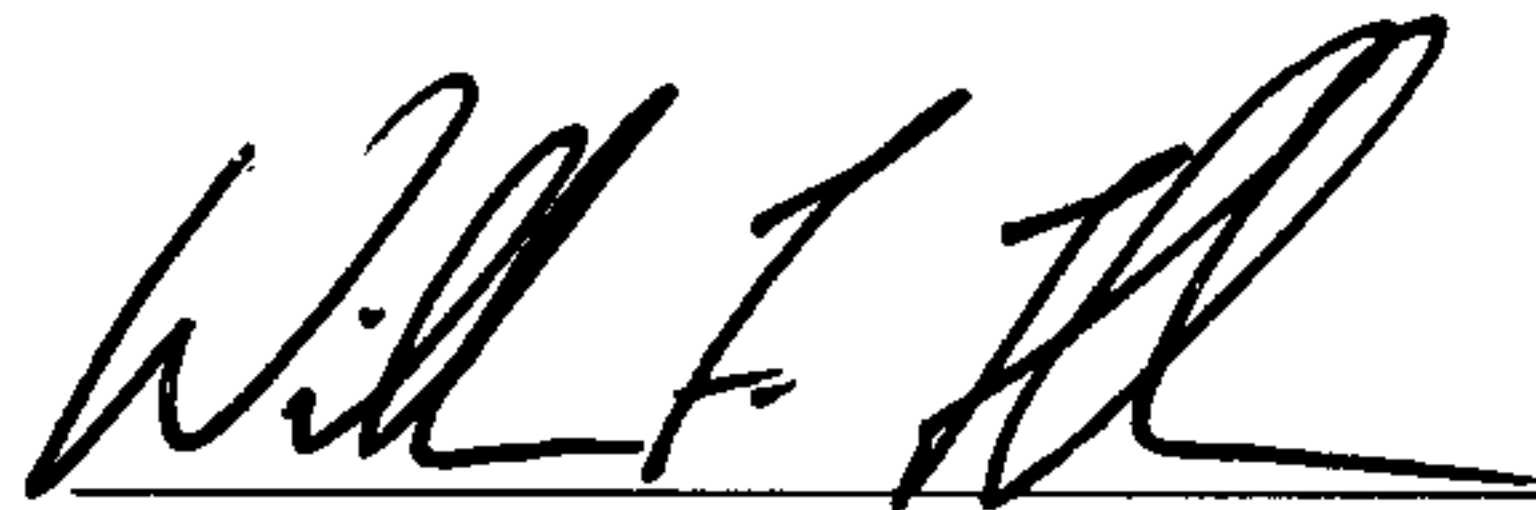
TO MAYOR CHARLES W. PENHALE AND THE CITY COUNCIL OF THE CITY OF HELENA, ALABAMA

We, the undersigned, natural persons, each of whom is a duly qualified elector of the City of Helena, Alabama, hereinafter called the "City", hereby file with you as the governing body of the City this application in writing for the authority to incorporate a public corporation pursuant to the provisions of Sections 11-54-170 through 11-54-192, Code of Alabama (1975), as amended, under the name, "The Commercial Development Authority of Helena", for the purpose of promoting trade and commerce by inducing commercial enterprises to locate new facilities within the City and expand existing facilities in the City. Such development will promote the public good and general welfare, trade, commerce, industry and employment opportunities within the City of Helena. The principal office of the corporation shall be located at the City Hall of the City of Helena, Alabama.

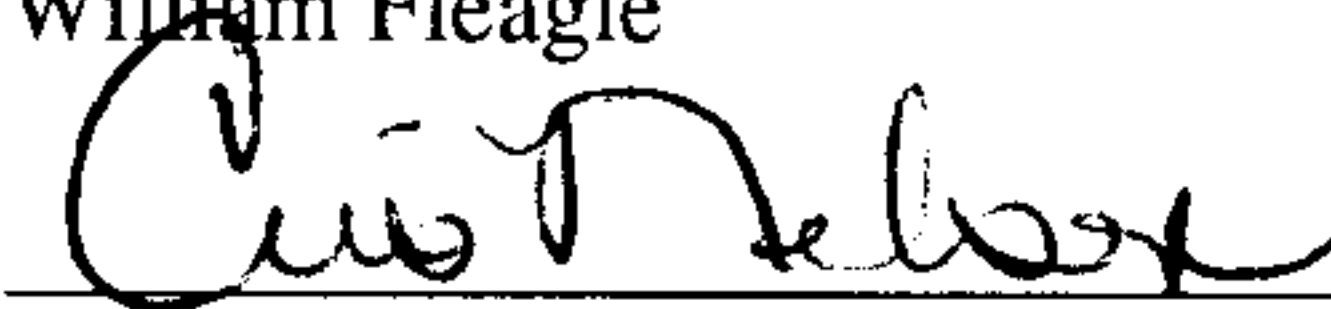
We further request that the City Council of the City of Helena, Alabama adopt a Resolution declaring that it is wise, expedient and necessary that the proposed Authority be formed, and authorizing the undersigned to proceed to form the proposed Authority by filing for record a Certificate of Incorporation; a proposed Certificate being attached hereto.

IN WITNESS WHEREOF, we have set our hands and seals this 17th day of September, 2007.






William Fleagle



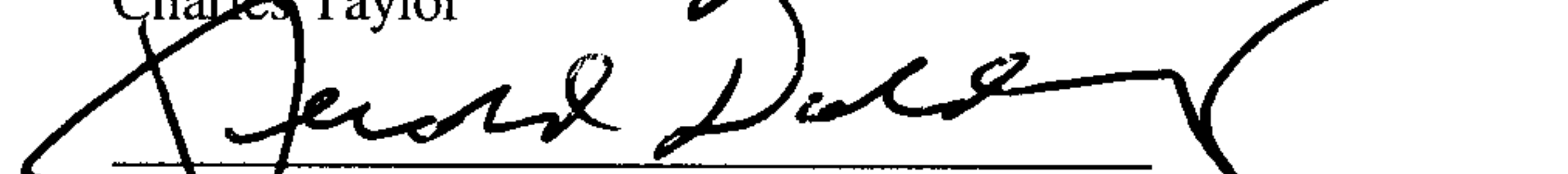
Cris Nelson



Dennis O'Brien



Charles Taylor



Gerald Waldrop

RESOLUTION NO. 09172007

BE IT RESOLVED by the Mayor and City Council (hereinafter referred to as "Council") of the City of Helena, Alabama (hereinafter referred to as "City"), as follows:

Section 1. Findings:

The Council has ascertained and hereby finds and determines as follows:

That William Fleagle, Cris Nelson, Dennis O'Brien, Charles Taylor, and Gerald Waldrop have filed with the Council an application in writing for permission to incorporate, under the provisions of Sections 11-54-170 through 11-54-192, Code of Alabama (1975), as amended, a public corporation to be known as "The Commercial Development Authority of the City of Helena"; that there was attached to said application a proposed form of Certificate of Incorporation for said public corporation; that each of said applicants is a duly qualified elector of and an owner of real property in the City; that said application is regular in all respects and complies with all requirements of the laws of Alabama under which said corporation is proposed to be organized; that said Certificate of Incorporation is in proper form; and that it is wise, expedient and necessary that such public corporation be formed.

Section 2. Authorization for Incorporation:

The aforesaid application is hereby allowed and permission is hereby granted to the persons signing said application to file and record a Certificate of Incorporation for The Commercial Development Authority of the City of Helena in the form attached to the said application and in the manner provided by the laws of Alabama under which said corporation is proposed to be organized.

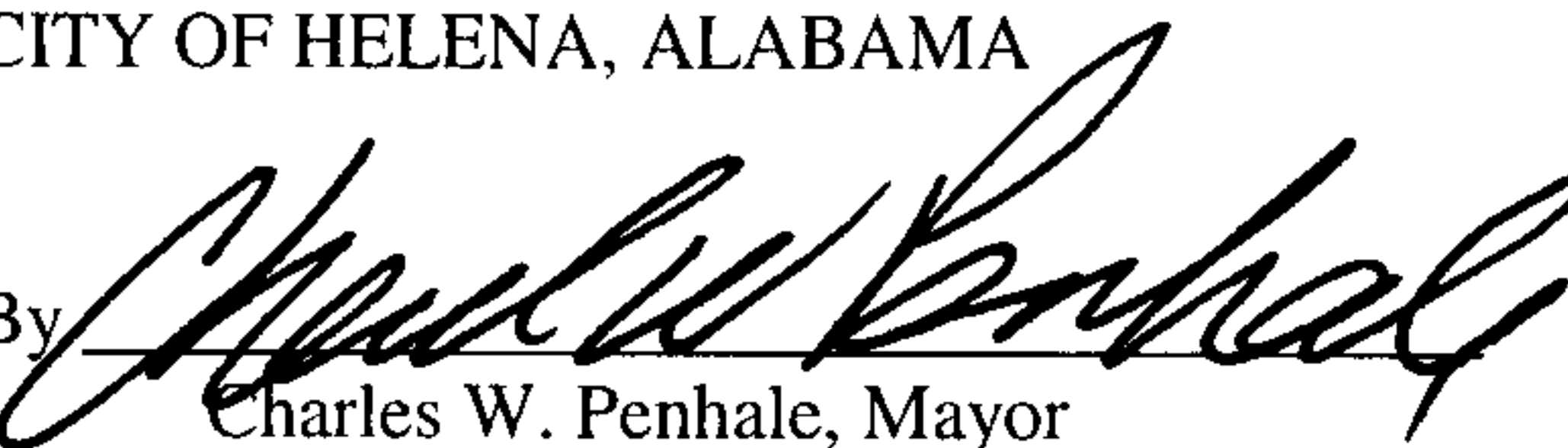
Section 3. Publication and Effective Date:

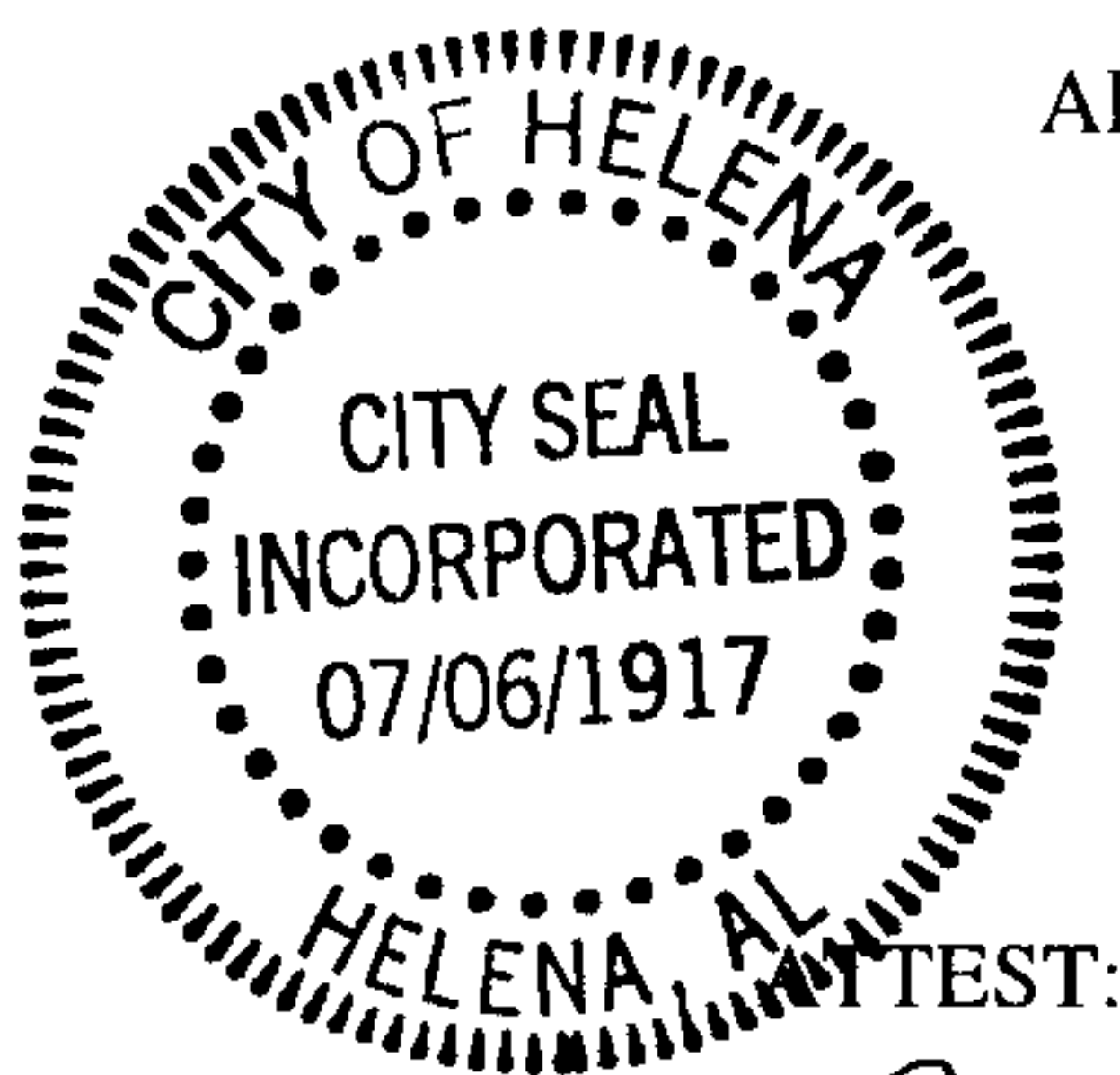
This Resolution shall be published one time in the Shelby County Reporter, a newspaper published in Shelby County, Alabama (in which the City is located) and having general circulation in the City and the City Clerk of Helena is hereby authorized and directed to cause such publication to be made. This Resolution shall become effective upon its publication.

ADOPTED and APPROVED this 17th day of September, 2007.


CITY OF HELENA, ALABAMA

By


Charles W. Penhale, Mayor



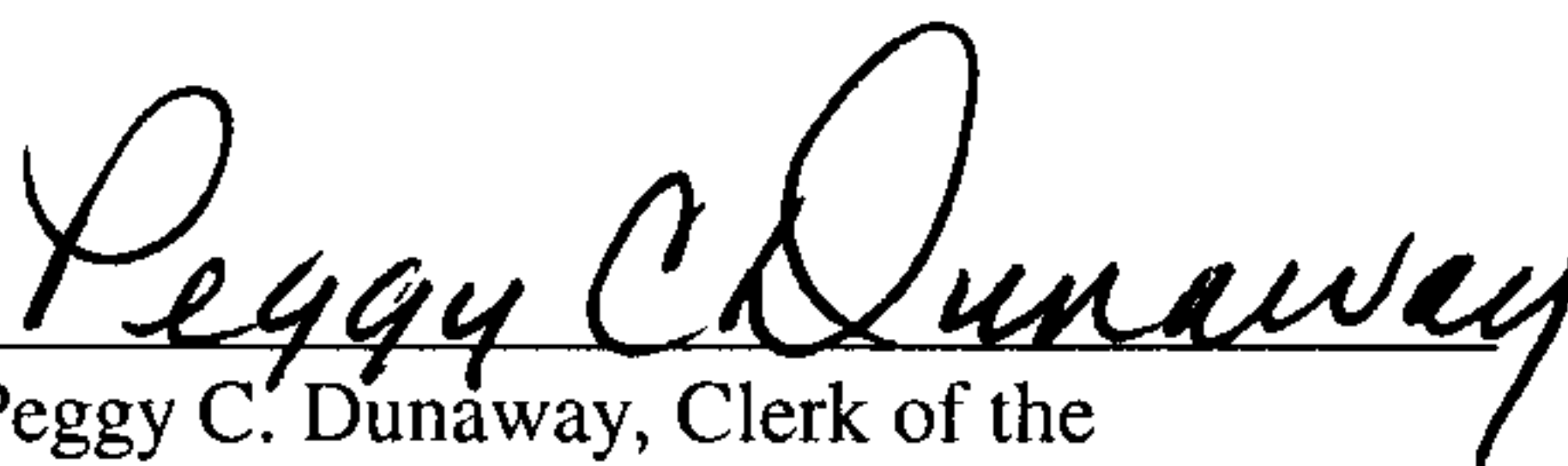
TEST:


Peggy C. Dunaway, City Clerk

CERTIFICATE


I, Peggy C. Dunaway, do hereby certify that I am clerk of the City of Helena, Alabama, and as such am the custodian of the minutes of said body, that I have compared the document to which this certificate is attached with the original thereof as the same appears of record and on file in my office at City Hall in the City of Helena, County of Shelby, State of Alabama, and that the same is a true and correct copy of said original.

In testimony whereof, I have hereunto set my hand and affixed the seal of the City of Helena, Alabama, this the 17th day of September, 2007.


Peggy C. Dunaway, Clerk of the
City of Helena, Alabama



Beth Chapman
Secretary of State


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Shelby Cnty Judge of Probate, AL
10/18/2007 04:07:58PM FILED/CERT

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

an examination of the domestic corporation records on file in this office discloses that the name The Commercial Development Authority of the City of Helena, is not identical with the name of any other corporation in this state or so nearly similar thereto as to lead to confusion and uncertainty. I further certify that this certificate is made pursuant to the provisions of Code of Alabama Title 11-54-174.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

10/16/07

Date



Beth Chapman

Secretary of State

