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Shelby Cnty Judge of Probate, AL
03/30/2011 11:05:28 AM FILED/CERT

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
THE WATER WORKS AND SEWER BOARD OF THE CITY OF MONTEVALLO**

The Water Works and Sewer Board of the City of Montevallo, acting by and through its chairman of the board of directors and its secretary, hereby certifies as follows:

The Water Works and Sewer Board of the City of Montevallo ("the Board") was originally organized and incorporated by a certificate of incorporation filed in the office of the Judge of Probate of Shelby County, Alabama, on July 19, 1946, and recorded in Corporation Book 3, page 369, pursuant to the provisions of law currently codified in Title 11, Chapter 50, Article 8 of the Code of Alabama 1975, as amended. Subsequent to the incorporation of the Board, the Alabama Legislature adopted provisions of law currently codified in Title 11, Chapter 50, Article 9 of the Code of Alabama 1975, as amended, and the Board sought to amend its certificate of incorporation as shown by a certificate of amendment filed in the office of the Judge of Probate of Shelby County, Alabama, on March 13, 1962, and recorded in Corporation Book 6, page 347, acting under the provisions of what is now § 11-50-312(b) and § 11-50-324, Code of Alabama 1975, as amended. The Board further sought to amend its amended certificate of incorporation as shown by a resolution filed in the office of the Judge of Probate of Shelby County, Alabama, on November 28, 1989, and recorded in Municipal Book 2, page 38.

The Board believed it advisable to further amend its certificate of incorporation to clarify and confirm certain provisions, and to that end the board of directors of the Board did, at a special meeting thereof held on the 25th day of March, 2011, adopt a resolution setting forth the proposed amendment as set out below. Thereafter, the mayor and city council of the City of Montevallo, Alabama, as the governing body of said city, did, at a regular meeting thereof held on the 28th day of March, 2011, adopt a resolution consenting to said proposed amendment.

The proposed amendment, which shall become effective upon the filing of this certificate in the office of the Judge of Probate of Shelby County, Alabama, amends the certificate of incorporation of the Board so that it reads in full as follows:

"1. The name of the corporation is Water Works and Sewer Board of the City of Montevallo.

2. The location of the corporation's principal office and the post office address thereof is 613 Valley Street, Montevallo, AL 35115.

3. The period for the duration of the corporation shall be perpetual.

4. The board of directors of the corporation shall consist of five members who shall be elected by the city council of the City of Montevallo, and they shall be elected to hold office for staggered terms of six years. Two of the directors may be members of the City Council, who shall serve for the term for which he or she is appointed or during his or her tenure as a municipal officer, whichever expires first.

No other officer of the municipality shall serve on the board of directors.

5. The objects for which the corporation is organized are to operate a water system and a sewer system as provided by Title 11, Chapter 50, Article 9, Code of Alabama 1975, as amended, and in furtherance of said objects the corporation shall have all powers conferred by said article as it now exists or as it may hereafter be amended and all other powers conferred upon the corporation by law.

6. Pursuant to the provisions of § 11-50-324, Code of Alabama 1975, as amended, the Board elects to come under and be governed and controlled by all provisions of Title 11, Chapter 50, Article 9, Code of Alabama 1975, as amended, as they now exist or as they may be hereafter amended, as fully as if originally incorporated under that article.”

IN WITNESS WHEREOF, the Board has caused this certificate to be executed in its name and on its behalf, under its seal, by the chairman of its board of directors and its secretary on this the 29th day of March, 2011



STATE OF ALABAMA
COUNTY OF SHELBY

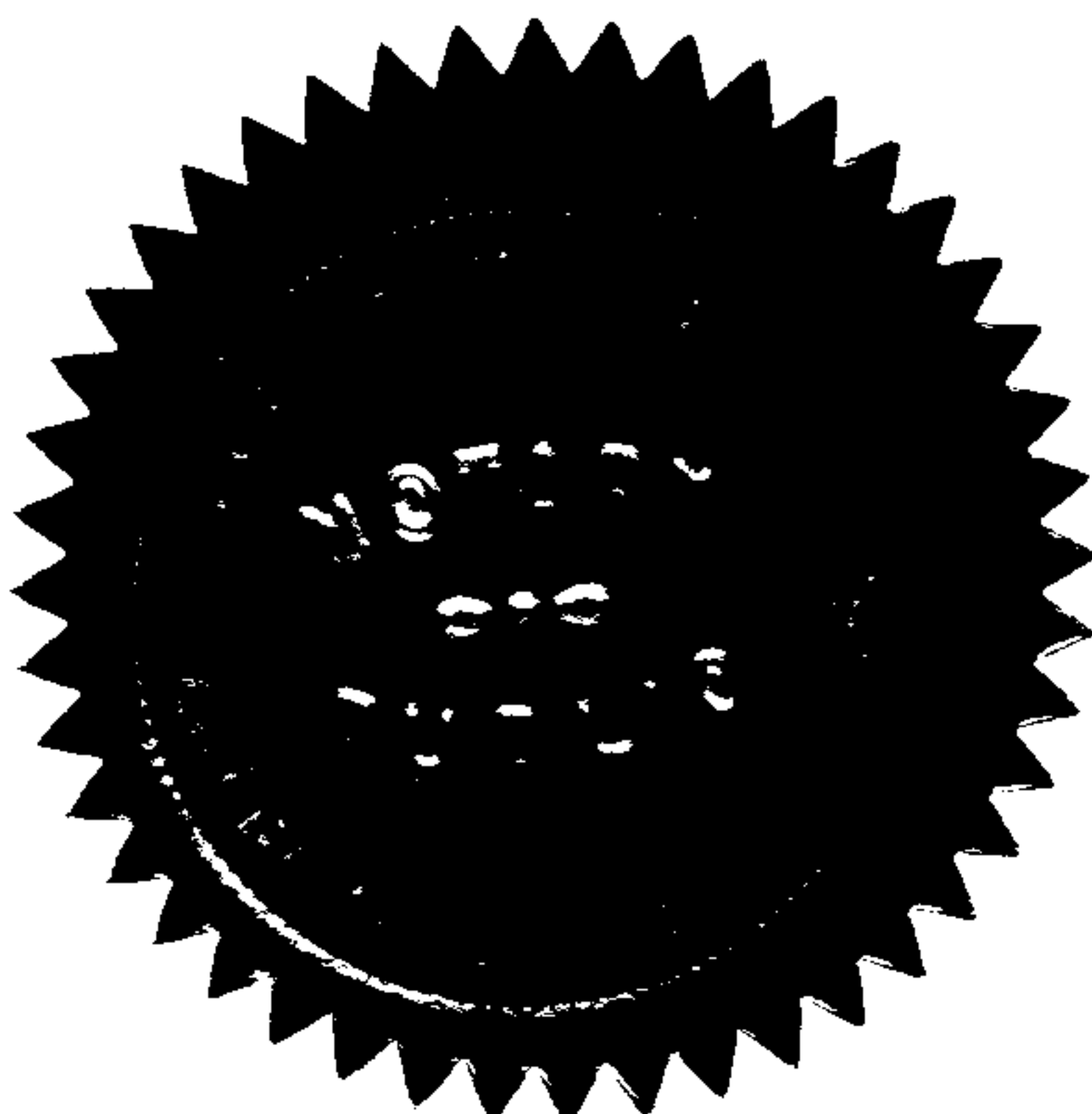
Water Works and Sewer Board of the City of
Montevallo

By [Signature]
Chairman of its board of directors

By [Signature]
Secretary

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that David Pritchett, whose named as chairman of the board of directors, and Michael Harmon, whose named as secretary, both of the Water Works and Sewer Board of the City of Montevallo a public corporation, is signed to the foregoing certificate, and who are known to me, acknowledged before me on this day that, being informed of the contents of the certificate, they, as such officers and with full authority, executed the same voluntarily for and as the act of said public corporation.

Given under my hand and official seal, this the 29th day of March, 2011.



[Signature]

Notary Public

MY COMMISSION EXPIRES JULY 1, 2011



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State of Alabama
Shelby County

Certificate of Corporation
Amended and Restated

Of

**THE WATER WORKS AND SEWER BOARD OF THE CITY OF
MONTEVALLO**

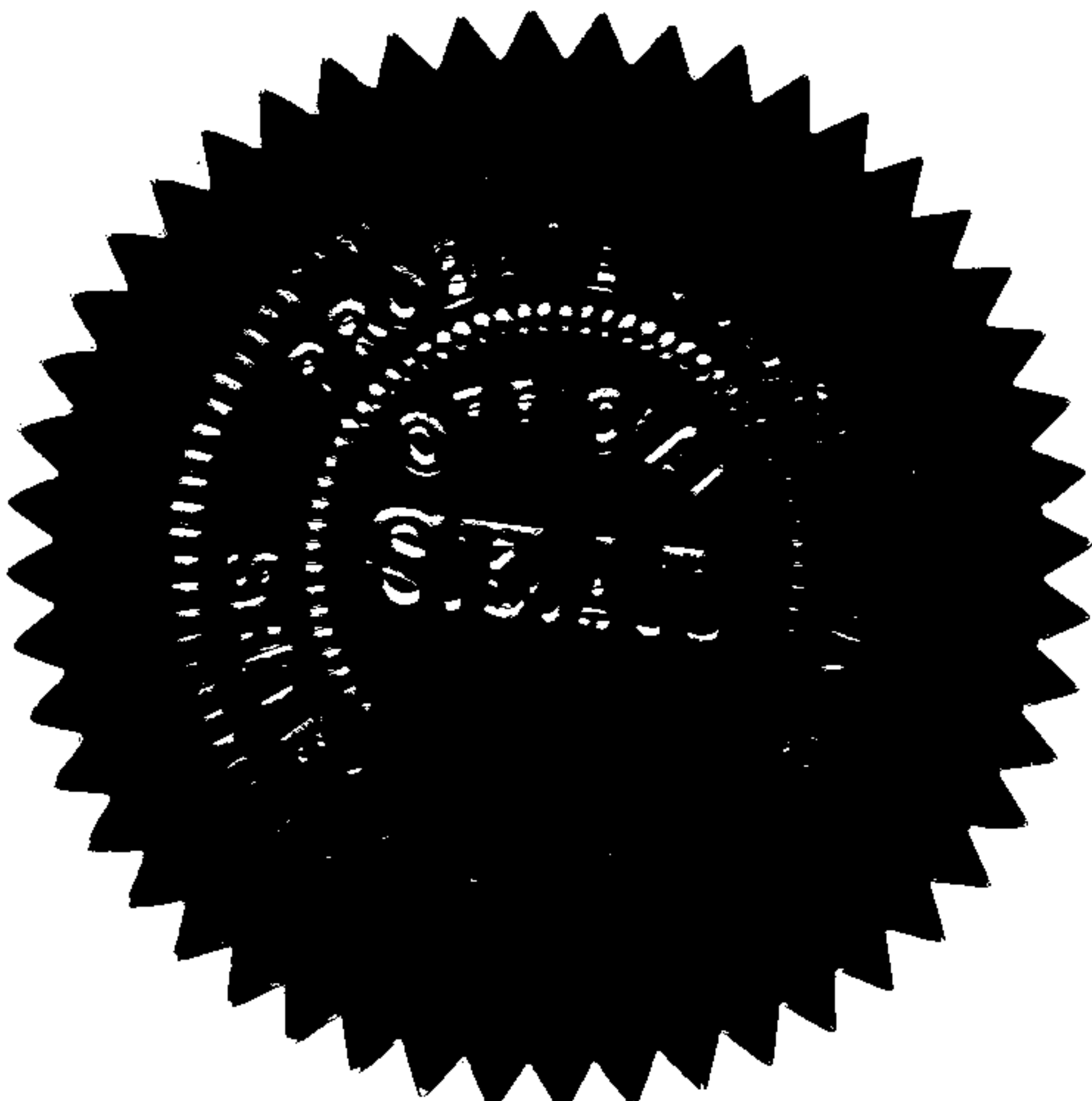
The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby
certifies that duplicate originals of Articles of Incorporation of
**THE WATER WORKS AND SEWER BOARD OF THE CITY OF
MONTEVALLO**

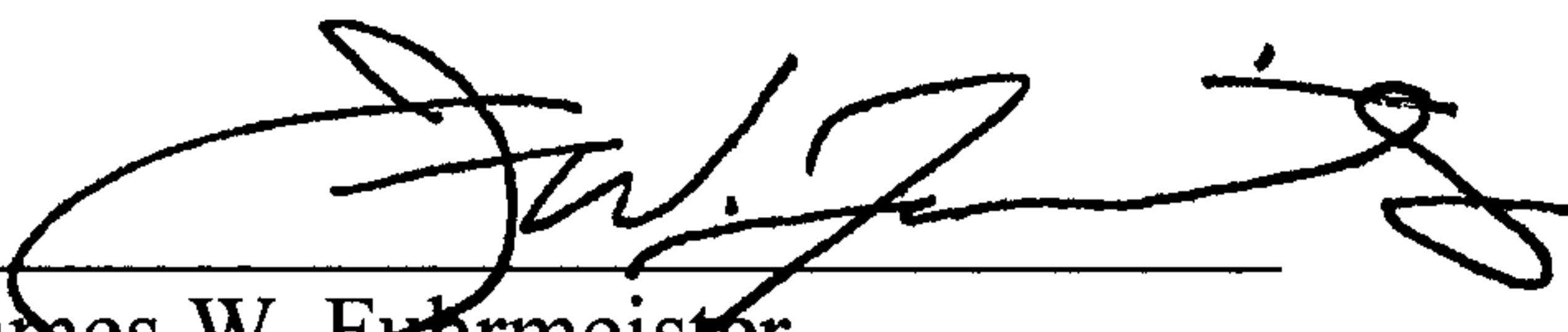
duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama
Business Corporation Act, have been received in this office and are found to conform to
law.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the
authority vested in him by law, hereby issues this Certificate of Incorporation of
**THE WATER WORKS AND SEWER BOARD OF THE CITY OF
MONTEVALLO**

and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 30th day of
March, 2011




James W. Fuhrmeister
Judge of Probate