

**CERTIFICATE OF INCORPORATION
OF
THE MONTEVALLO DEVELOPMENT COOPERATIVE DISTRICT**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, in order to form a public corporation as a cooperative district under and pursuant to the provisions of Chapter 99B of Title 11 of the Code of Alabama 1975 (hereinafter called the "Enabling Law"), do hereby make, sign, execute, acknowledge and file this certificate of incorporation:

ARTICLE ONE

The names of the persons forming this public corporation are:

Ben W. McCrory

Alex A. Dudchock

Dr. John W. Stewart III

Each of the foregoing named persons is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama.


ARTICLE TWO

The period for the duration of the district shall be perpetual, subject to the provisions of the Enabling Law.

ARTICLE THREE

1. The authorizing subdivisions are Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

2. On the 9th day of April, 2012 the governing body of Shelby County, Alabama adopted a resolution and order 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.


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3. On the 9th day of April, 2012 the governing body of the City of Montevallo, 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 B and made a part hereof.

4. On the 5th day of April, 2012 the governing body of the University of Montevallo 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 C and made a part hereof.

ARTICLE FOUR

1. The name of the district shall be "The Montevallo Development Cooperative District" (hereinafter called the "District"). Attached hereto as Exhibit D and made a part hereof is a certificate by the Secretary of State of the State of Alabama stating that the name proposed for the district is not identical to that of any other corporation organized under the laws of the State of Alabama or so nearly similar thereto as to lead to confusion and uncertainty.

2. The location of the principal office of the District (and its post office address) shall be at City Hall, 545 Main Street, Montevallo, Shelby County, Alabama 35115.


ARTICLE FIVE

1. The District proposes to undertake the acquisition, construction and installation of capital improvements consisting of: (a) real and personal property (i) for use by the City of Montevallo, Alabama for general municipal purposes, and (ii) for use by Shelby County, Alabama for the development, support and promotion of economic development and tourism, and (iii) for use by the University of Montevallo for educational and administrative purposes; (b) roads, streets, sidewalks and related facilities for pedestrian and vehicular traffic; (c) public utilities; (d) public park, recreation, and safety facilities; (e) centers for cultural and educational exhibitions and facilities; and (f) accommodations for visitors (the "Project").

2. The area in which the District proposes to acquire and construct the Project is the area within the corporate limits, as at any time in effect, of the City of Montevallo, Alabama.

ARTICLE SIX

1. The District shall be governed by a board of directors which shall be comprised of three (3) persons.


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2. Each authorizing subdivision shall elect a director in the manner provided by law, as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	1
City of Montevallo, Alabama	1
University of Montevallo	1

ARTICLE SEVEN

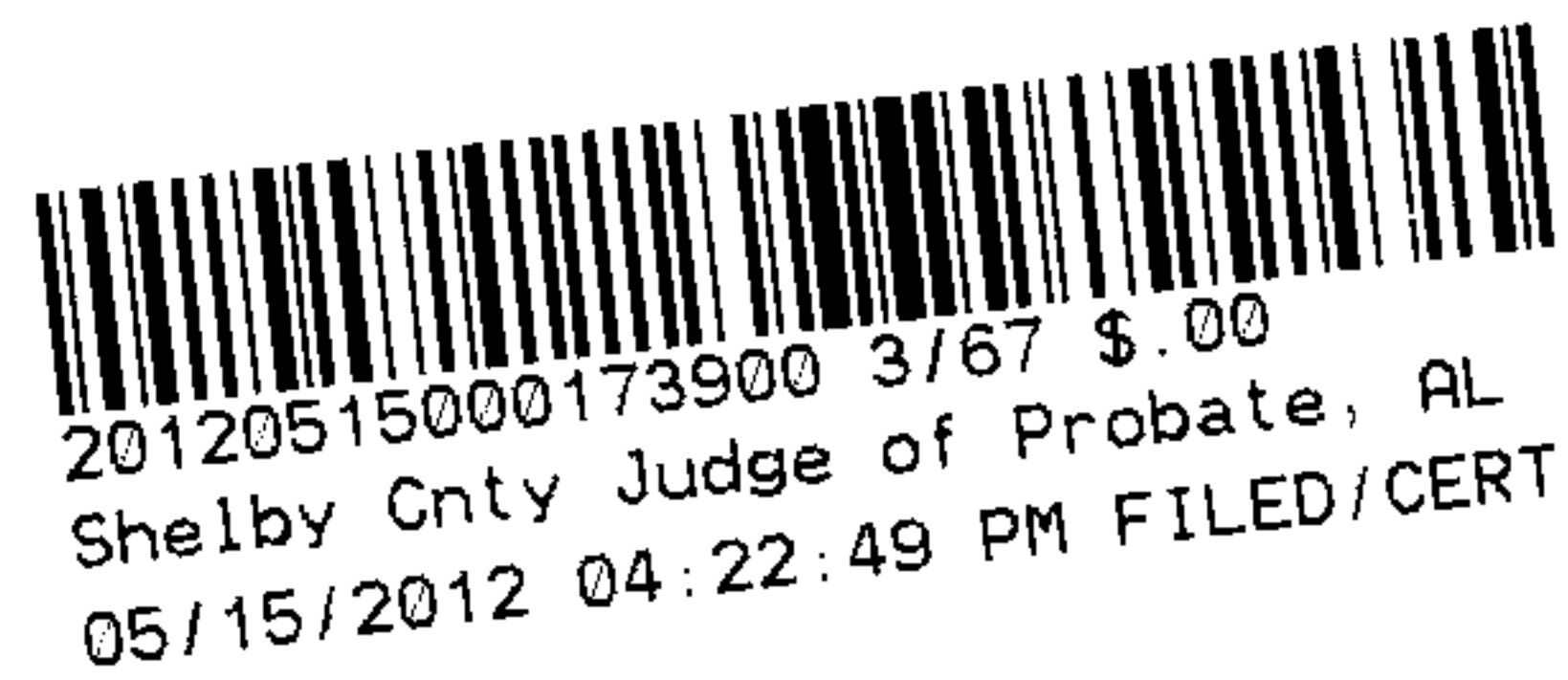
The proposed name of the District is "The Montevallo Development Cooperative District".

ARTICLE EIGHT

Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall, without further action or consent of any person, pass to and be vested in the authorizing subdivisions of the District as follows: (a) title to property contributed, financed or provided by an authorizing subdivision shall pass to and be vested in that authorizing subdivision, (b) title to property contributed, financed or provided by an authorizing subdivision, and any person or persons who are not authorizing subdivisions, shall pass to and be vested in that authorizing subdivision, and (c) title to property contributed, financed or provided by more than one authorizing subdivision shall pass to and be vested in such authorizing subdivisions as tenants-in-common.

ARTICLE NINE

The application filed with the governing body of each of the authorizing subdivisions in accordance with 11-99B-3 of the Code of Alabama (1975) was identical to the copy thereof attached to this certificate of incorporation as Exhibit E.



ARTICLE TEN


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, provided, however, the District shall not have, and may not exercise, the power of eminent domain (1) with respect to any property to be used for public purposes (i) without the prior approval of the governing body of the City of Montevallo, Alabama by resolution thereof and (ii) outside the corporate limits of the City of Montevallo, Alabama, without the prior approval of the governing body of Shelby County, Alabama by resolution and order thereof, and (2) with respect to any property to be used for private purposes or private business use.

ARTICLE ELEVEN

The District may, in accordance with the Enabling Law, amend this Certificate of Incorporation to provide for the acquisition or construction of any "projects" (within the meaning of the Enabling Law) from time to time, by approval of the governing bodies of Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

ARTICLE TWELVE

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.



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IN WITNESS WHEREOF, the undersigned incorporators have signed this certificate of incorporation on this 10th day of April, 2012.

/s/ Ben W. McCrory
Name: Ben W. McCrory

/s/ Alex A. Dudchok
Name: Alex A. Dudchok

/s/ Dr. John W. Stewart III
Name: Dr. John W. Stewart III

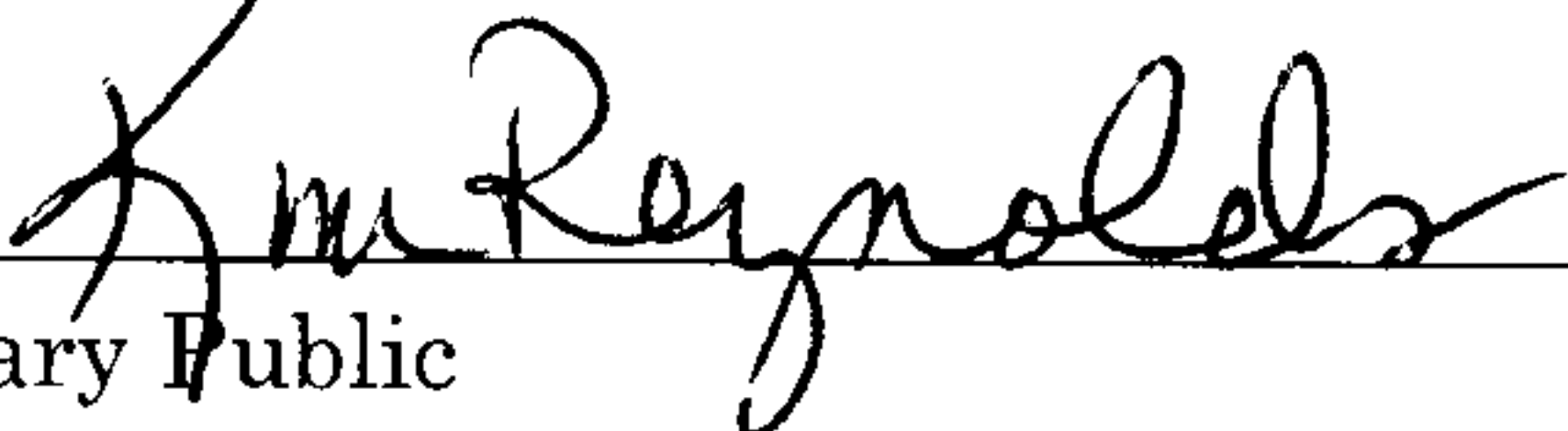

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STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that Ben W. McCrory, whose name is signed to the foregoing Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.


Given under my hand and official seal, this 10th day of April, 2012.



Notary Public

NOTARIAL SEAL

My commission expires: October 21, 2012

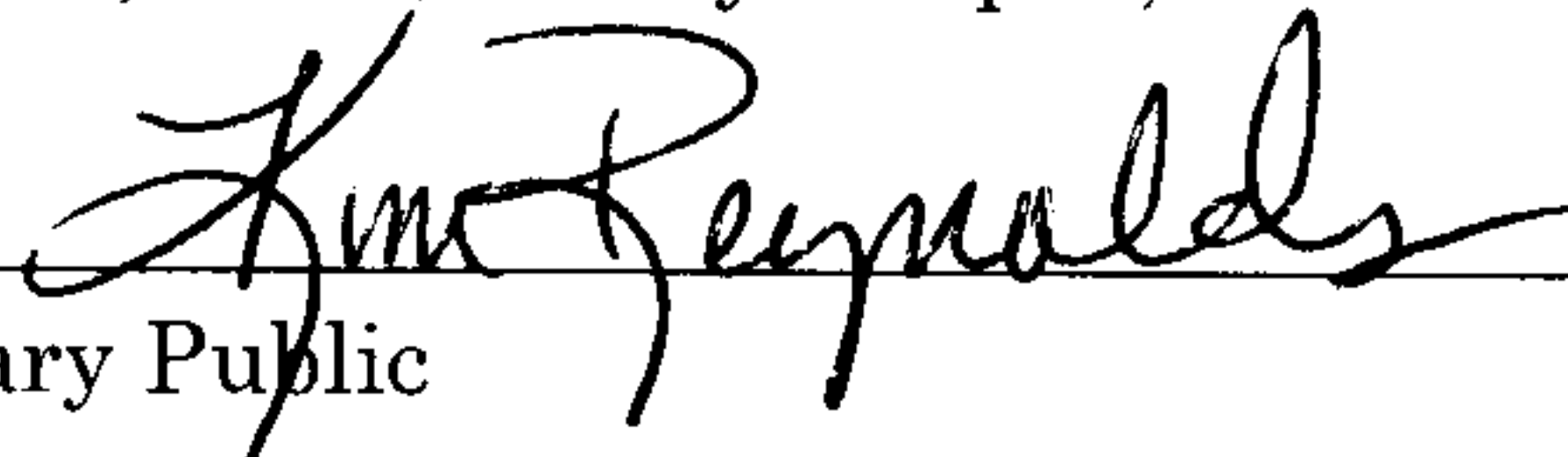

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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that Alex A. Dudchok, whose name is signed to the foregoing Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.


Given under my hand and official seal, this 10th day of April, 2012.



Notary Public

NOTARIAL SEAL

My commission expires: October 21, 2012

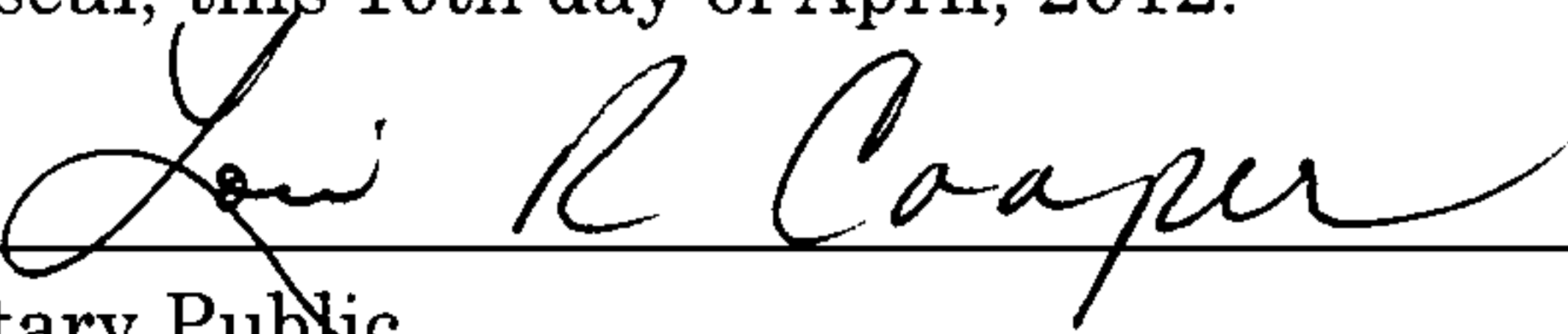

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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a notary public in and for said County in said State, do hereby certify that John W. Stewart III, whose name is signed to the foregoing Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this 10th day of April, 2012.



Notary Public

NOTARIAL SEAL

My commission expires: January 6, 2014


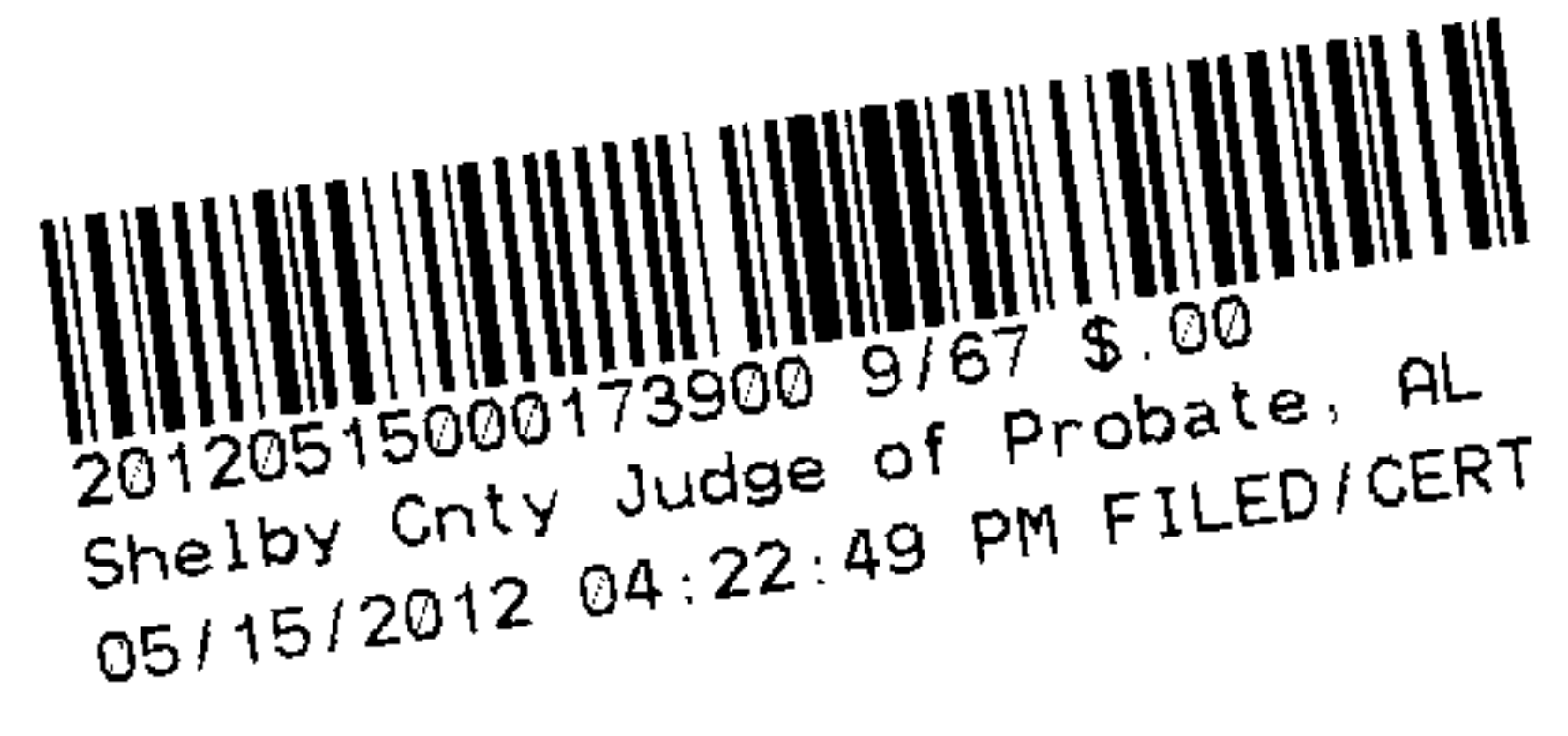

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Exhibit A

Proceedings of Shelby County, Alabama



**EXCERPTS FROM THE MINUTES OF A REGULAR MEETING OF
THE COUNTY COMMISSION OF SHELBY COUNTY, ALABAMA**

[Incorporation of The Montevallo Development Cooperative District]

The County Commission of Shelby County, Alabama met in regular public session at the Shelby County Courthouse in the City of Columbiana, Alabama, at 8:30 a.m. on the 9th day of April, 2012.

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

Present: Corley Ellis, Chairman
Tommy Edwards
Jon Parker
Daniel M. Acker
Joel Bearden
Larry Dillard
Lindsey Allison
Rick Shepherd
Robbie Hayes

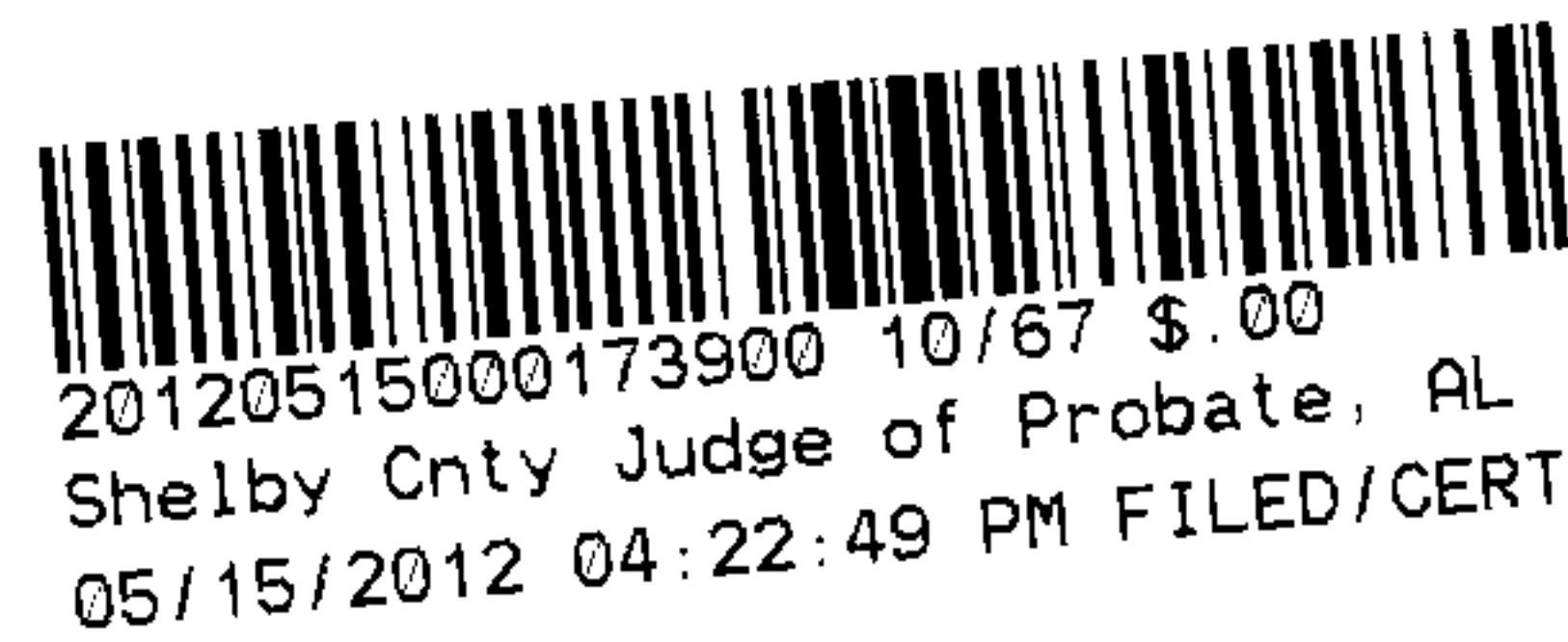
Absent: _____

* * *

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

* * *

Thereupon, the following resolution and order was introduced in writing by the Chairman, and considered by the County Commission:

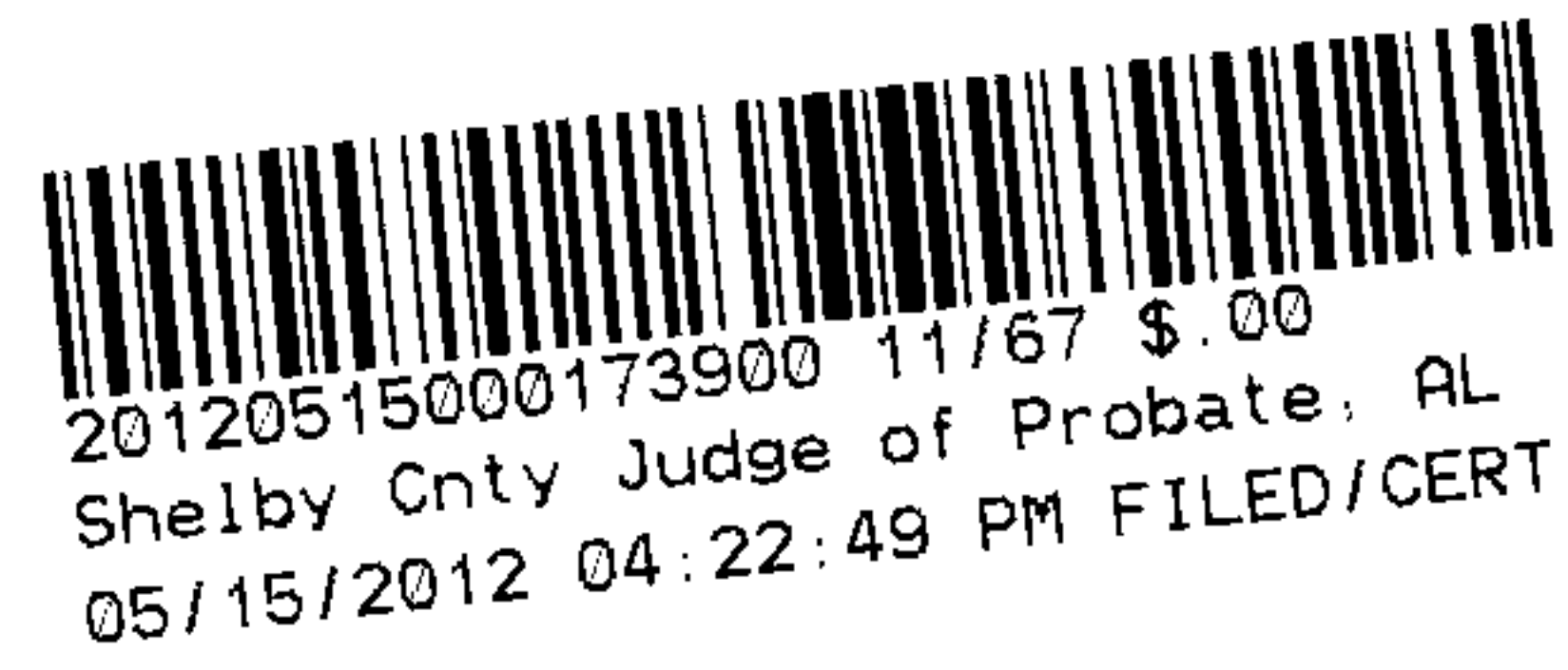


RESOLUTION AND ORDER NO. 12-04-09-05

**A RESOLUTION AND ORDER APPROVING AN APPLICATION SEEKING
PERMISSION TO INCORPORATE A CAPITAL IMPROVEMENT
COOPERATIVE DISTRICT AND AUTHORIZING SUCH INCORPORATION**

BE IT RESOLVED AND ORDERED BY THE COUNTY COMMISSION OF SHELBY
COUNTY, ALABAMA (the "County Commission"), as follows:

Section 1. That the County Commission, upon evidence duly submitted to and considered by it, hereby finds and determines that the following application has been duly filed with the governing body of Shelby County, that such application was signed by not less than three natural persons, and that each of said persons is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama:



**APPLICATION FOR AUTHORITY
TO FORM A CAPITAL IMPROVEMENT COOPERATIVE DISTRICT**

TO THE GOVERNING BODIES OF SHELBY COUNTY, ALABAMA AND THE CITY OF MONTEVALLO, ALABAMA AND THE UNIVERSITY OF MONTEVALLO:

We, the undersigned natural persons, each of whom is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama, do hereby make application in writing seeking permission to incorporate a capital improvement cooperative district (the "District") under the provisions of Chapter 99B of Title 11 of the Code of Alabama 1975 and file this Application:

1. The District proposes to undertake the acquisition, construction and installation of capital improvements consisting of: (a) real and personal property (i) for use by the City of Montevallo, Alabama for general municipal purposes, and (ii) for use by Shelby County, Alabama for the development, support and promotion of economic development and tourism, and (iii) for use by the University of Montevallo for educational and administrative purposes; (b) roads, streets, sidewalks and related facilities for pedestrian and vehicular traffic; (c) public utilities; (d) public park, recreation, and safety facilities; (e) centers for cultural and educational exhibitions and facilities; and (f) accommodations for visitors (the "Project").

2. The area in which the District proposes to acquire and construct the Project is the area within the corporate limits, as at any time in effect, of the City of Montevallo, Alabama.

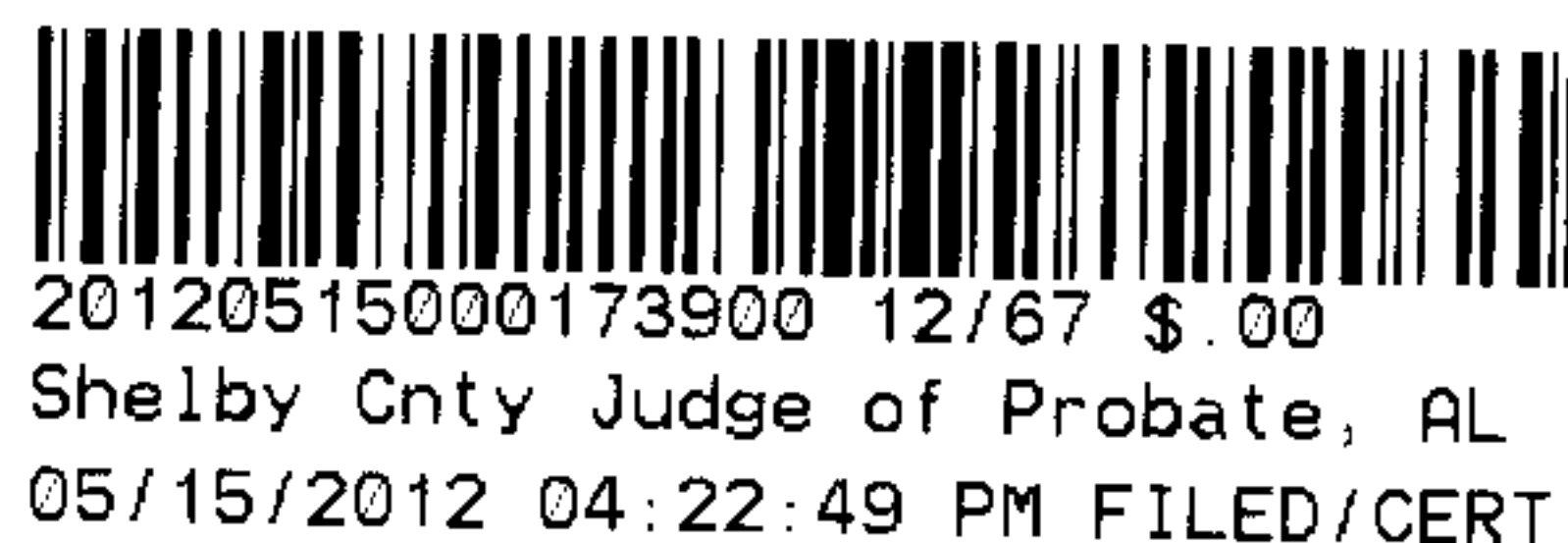
3. The proposed members of the District are Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

4. The District shall be governed by a board of directors which shall be comprised of three (3) persons. Each authorizing subdivision shall elect a director in the manner provided by law, as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	1
City of Montevallo, Alabama	1
University of Montevallo	1

5. The proposed location of the principal office of the District shall be at City Hall, 545 Main Street, Montevallo, Shelby County, Alabama 35115.

6. Each of the applicants is a duly qualified elector of Shelby County, Alabama.

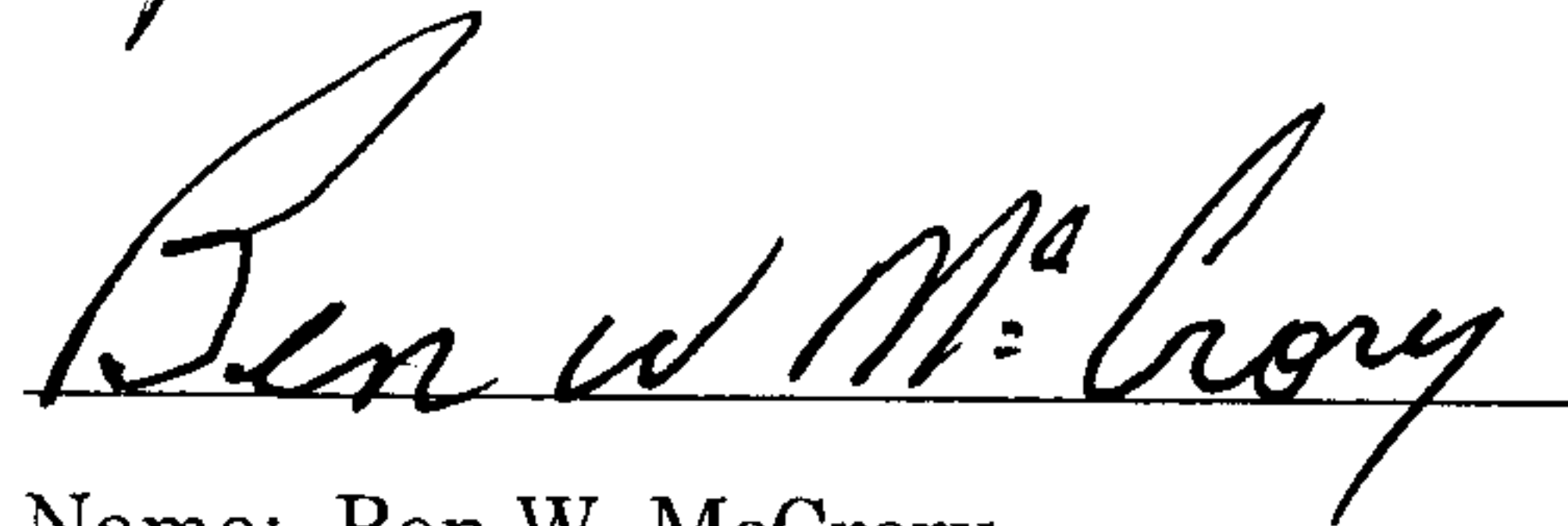


7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall, without further action or consent of any person, pass to and be vested in the authorizing subdivisions of the District as follows: (a) title to property contributed, financed or provided by an authorizing subdivision shall pass to and be vested in that authorizing subdivision, (b) title to property contributed, financed or provided by an authorizing subdivision, and any person or persons who are not authorizing subdivisions, shall pass to and be vested in that authorizing subdivision, and (c) title to property contributed, financed or provided by more than one authorizing subdivision shall pass to and be vested in such authorizing subdivisions as tenants-in-common.


8. The undersigned hereby request that each of the governing bodies of Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo adopt a resolution declaring that it is wise, expedient, and necessary that the proposed District be formed and authorizing the undersigned to proceed to form the proposed District by the filing for record of a certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the CODE OF ALABAMA 1975.

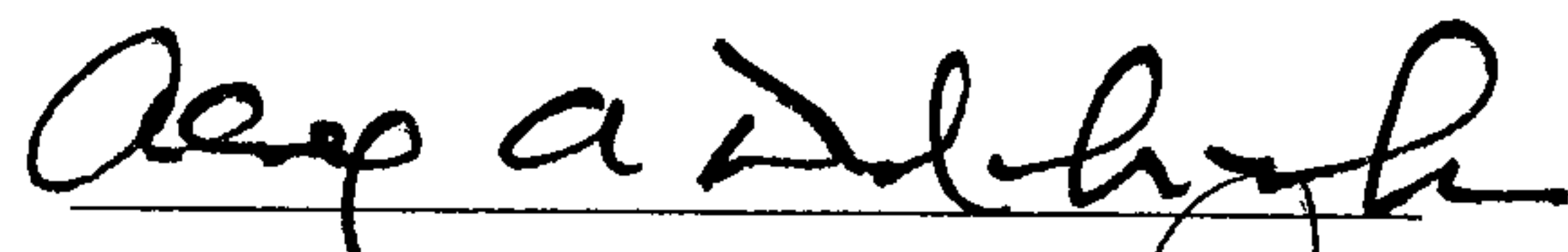
9. A copy of the proposed form of certificate of incorporation for such District is attached hereto as Exhibit A and made a part hereof.

WITNESS OUR SIGNATURES this 4th day of April 2012.

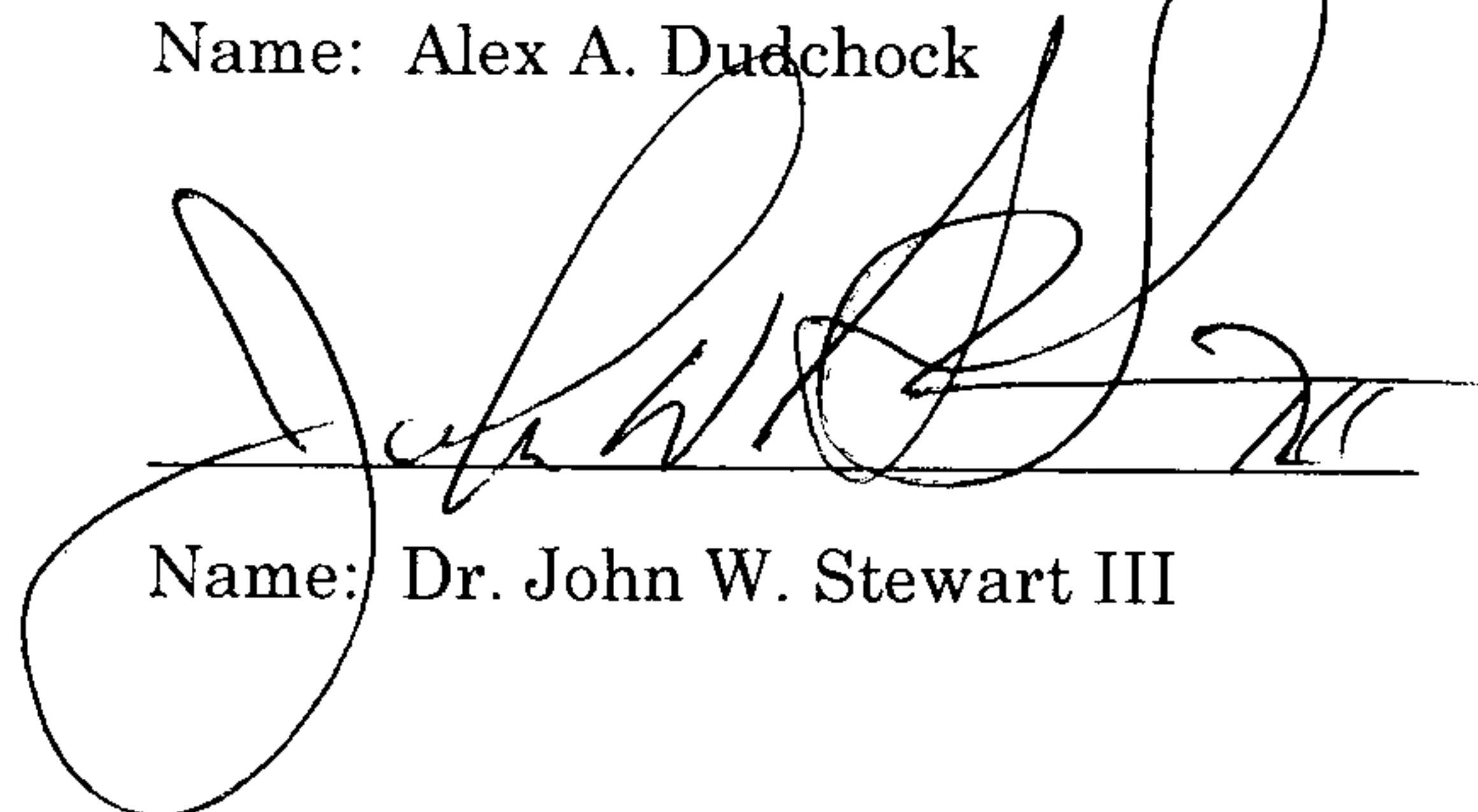


Name: Ben W. McCrory


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Shelby Cnty Judge of Probate, AL
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Name: Alex A. Dudchock



Name: Dr. John W. Stewart III

**CERTIFICATE OF INCORPORATION
OF
THE MONTEVALLO DEVELOPMENT COOPERATIVE DISTRICT**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, in order to form a public corporation as a cooperative district under and pursuant to the provisions of Chapter 99B of Title 11 of the Code of Alabama 1975 (hereinafter called the "Enabling Law"), do hereby make, sign, execute, acknowledge and file this certificate of incorporation:

ARTICLE ONE

The names of the persons forming this public corporation are:

Ben W. McCrory

Alex A. Dudchock

Dr. John W. Stewart III

Each of the foregoing named persons is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama.

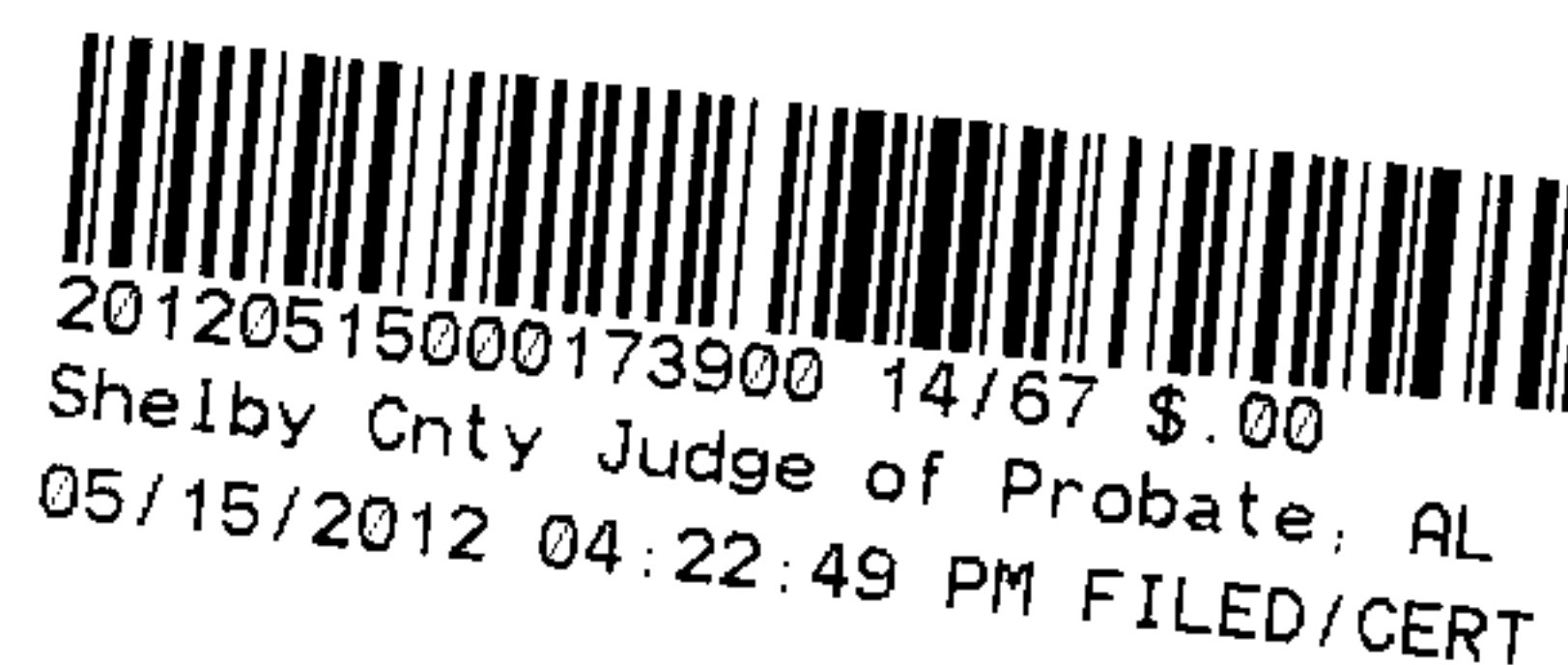
ARTICLE TWO

The period for the duration of the district shall be perpetual, subject to the provisions of the Enabling Law.

ARTICLE THREE

1. The authorizing subdivisions are Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

2. On the ____ day of April, 2012 the governing body of Shelby County, Alabama adopted a resolution and order 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.



3. On the ____ day of April, 2012 the governing body of the City of Montevallo, 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 B and made a part hereof.

4. On the ____ day of April, 2012 the governing body of the University of Montevallo 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 C and made a part hereof.

ARTICLE FOUR

1. The name of the district shall be "The Montevallo Development Cooperative District" (hereinafter called the "District"). Attached hereto as Exhibit D and made a part hereof is a certificate by the Secretary of State of the State of Alabama stating that the name proposed for the district is not identical to that of any other corporation organized under the laws of the State of Alabama or so nearly similar thereto as to lead to confusion and uncertainty.

2. The location of the principal office of the District (and its post office address) shall be at City Hall, 545 Main Street, Montevallo, Shelby County, Alabama 35115.

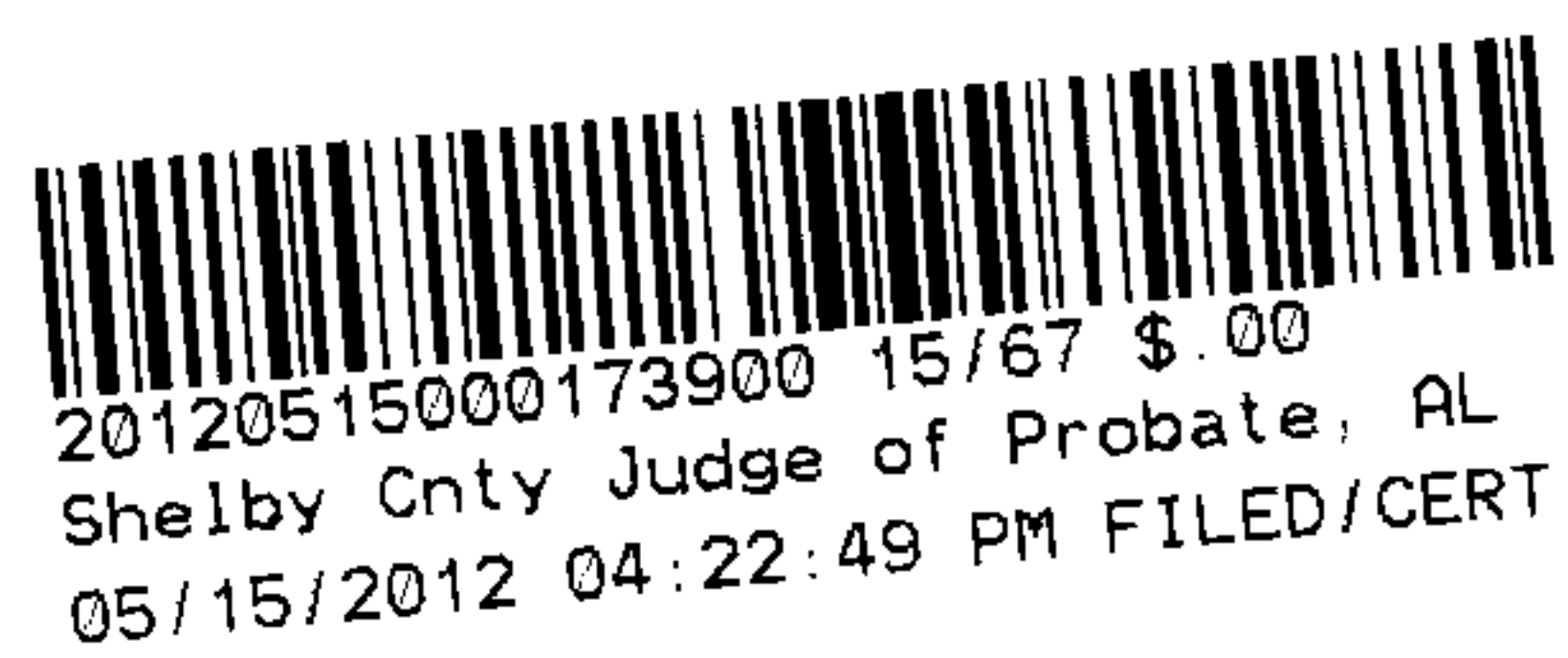
ARTICLE FIVE

1. The District proposes to undertake the acquisition, construction and installation of capital improvements consisting of: (a) real and personal property (i) for use by the City of Montevallo, Alabama for general municipal purposes, and (ii) for use by Shelby County, Alabama for the development, support and promotion of economic development and tourism, and (iii) for use by the University of Montevallo for educational and administrative purposes; (b) roads, streets, sidewalks and related facilities for pedestrian and vehicular traffic; (c) public utilities; (d) public park, recreation, and safety facilities; (e) centers for cultural and educational exhibitions and facilities; and (f) accommodations for visitors (the "Project").

2. The area in which the District proposes to acquire and construct the Project is the area within the corporate limits, as at any time in effect, of the City of Montevallo, Alabama.

ARTICLE SIX

1. The District shall be governed by a board of directors which shall be comprised of three (3) persons.



2. Each authorizing subdivision shall elect a director in the manner provided by law, as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	1
City of Montevallo, Alabama	1
University of Montevallo	1

ARTICLE SEVEN


The proposed name of the District is "The Montevallo Development Cooperative District".

ARTICLE EIGHT

Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall, without further action or consent of any person, pass to and be vested in the authorizing subdivisions of the District as follows: (a) title to property contributed, financed or provided by an authorizing subdivision shall pass to and be vested in that authorizing subdivision, (b) title to property contributed, financed or provided by an authorizing subdivision, and any person or persons who are not authorizing subdivisions, shall pass to and be vested in that authorizing subdivision, and (c) title to property contributed, financed or provided by more than one authorizing subdivision shall pass to and be vested in such authorizing subdivisions as tenants-in-common.

ARTICLE NINE

The application filed with the governing body of each of the authorizing subdivisions in accordance with 11-99B-3 of the Code of Alabama (1975) was identical to the copy thereof attached to this certificate of incorporation as Exhibit E.


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Shelby Cnty Judge of Probate, AL
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ARTICLE TEN

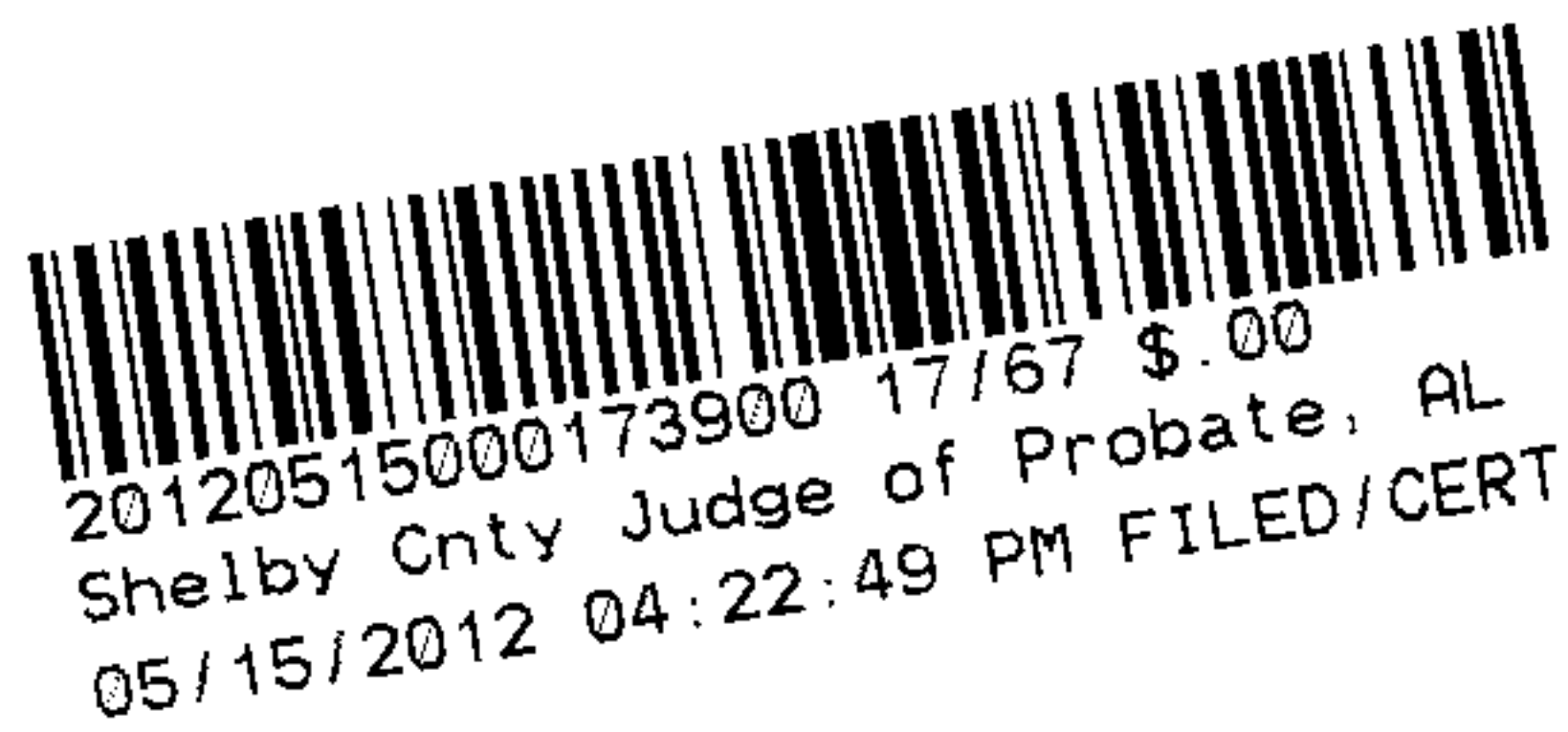
The District shall have all powers conferred on corporations of like nature by the Enabling Law, and any amendment thereof heretofore or hereafter made, and all other powers conferred upon corporations generally by the laws of Alabama not in conflict with the Enabling Law, as heretofore or hereafter amended, provided, however, the District shall not have, and may not exercise, the power of eminent domain (1) with respect to any property to be used for public purposes (i) without the prior approval of the governing body of the City of Montevallo, Alabama by resolution thereof and (ii) outside the corporate limits of the City of Montevallo, Alabama, without the prior approval of the governing body of Shelby County, Alabama by resolution and order thereof, and (2) with respect to any property to be used for private purposes or private business use.

ARTICLE ELEVEN

The District may, in accordance with the Enabling Law, amend this Certificate of Incorporation to provide for the acquisition or construction of any "projects" (within the meaning of the Enabling Law) from time to time, by approval of the governing bodies of Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

ARTICLE TWELVE

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.



IN WITNESS WHEREOF, the undersigned incorporators have signed this certificate of incorporation on this _____ day of April, 2012.

/s/_____


Name: Ben W. McCrory

/s/_____

Name: Alex A. Dudchok

/s/_____

Name: Dr. John W. Stewart III


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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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires: _____


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Shelby Cnty Judge of Probate, AL
05/15/2012 04:22:49 PM FILED/CERT

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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires:_____



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Shelby Cnty Judge of Probate, AL
05/15/2012 04:22:49 PM FILED/CERT

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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires:_____


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Shelby Cnty Judge of Probate, AL
05/15/2012 04:22:49 PM FILED/CERT

Section 2. That the County Commission has reviewed and considered the foregoing application and has found and determined, and does hereby find, determine and declare, that it is wise, expedient, and necessary that the district be formed.

Section 3. That the County Commission does hereby approve the proposed form of certificate of incorporation of the district attached to the foregoing application as hereinabove set forth.

Section 4. That the County Commission does hereby grant permission to incorporate the district and does hereby authorize the persons making such application to form such district by the filing for record of a certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the Code of Alabama 1975.


Section 5. That the County Commission does hereby elect and appoint the following named person as a director of The Montevallo Development Cooperative District for the term of office ending on the date set opposite the name of such person or on such date as the successor thereof is elected and qualified:

Name

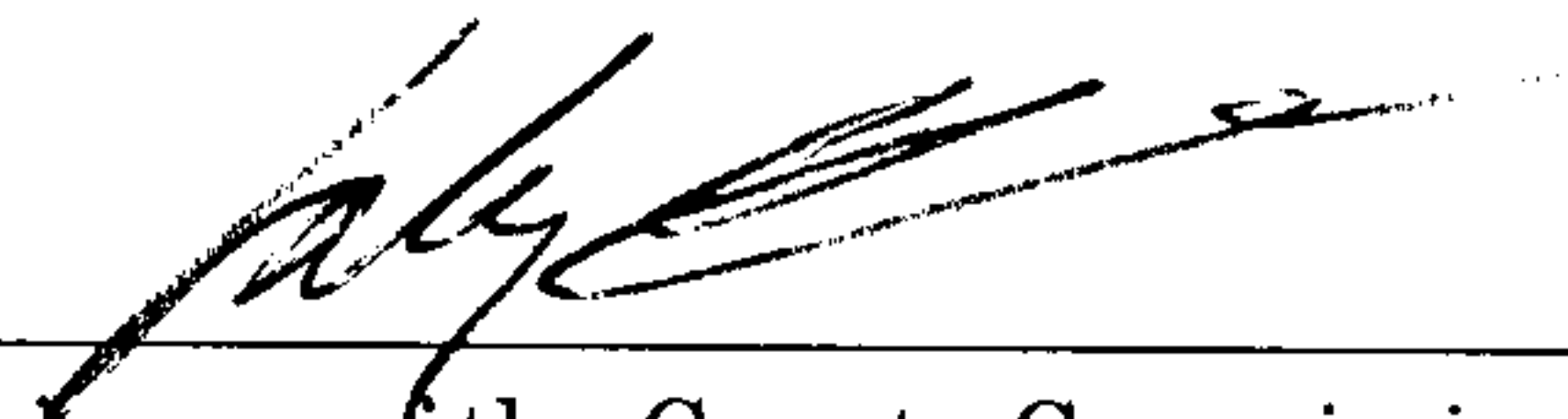
Date of End of Term

Dennis R. Prince

Fourth anniversary of the date of filing for record the certificate of incorporation for the cooperative district


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Shelby Cnty Judge of Probate, AL
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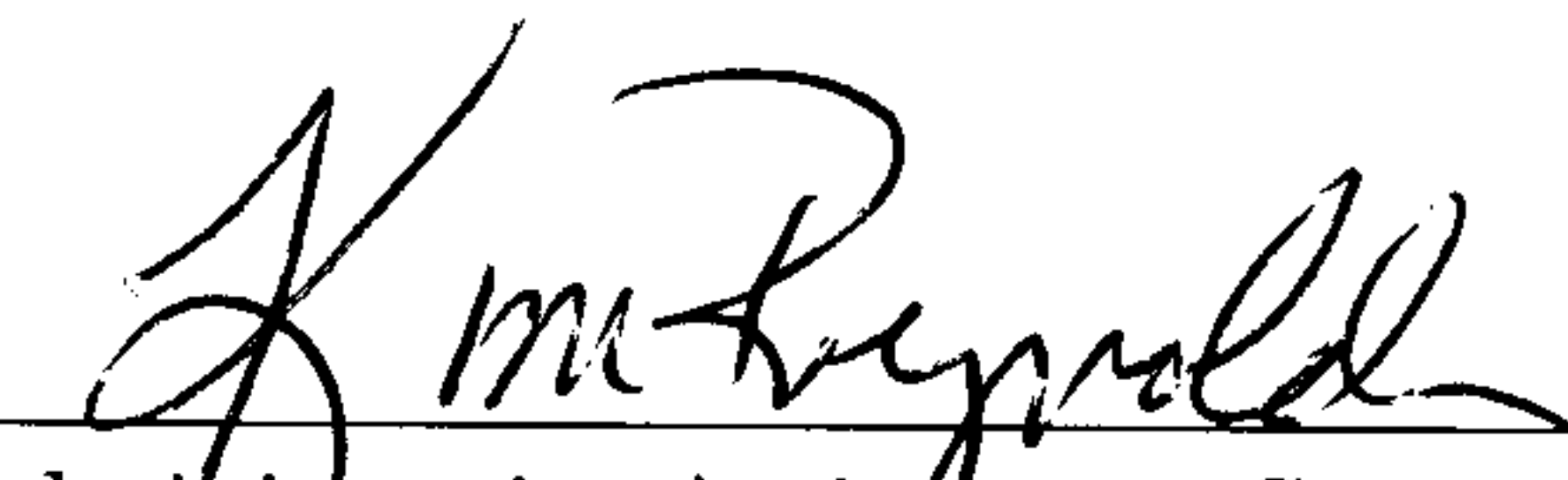
Duly passed and adopted this 9th day of April, 2012.



Chairman of the County Commission


SEAL

Attest:



Administrative Assistant to County Manager

* * *



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Shelby Cnty Judge of Probate, AL
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After said resolution and order had been discussed and considered in full by the County Commission, it was moved by Commissioner Hayes that said resolution and order be now placed upon its final passage and adopted. The motion was seconded by Commissioner Allison. The question being put as to the adoption of said motion and the final passage and adoption of said resolution and order, the roll was called with the following results:

Ayes: Corley Ellis, Chairman
 Tommy Edwards
 Jon Parker
 Daniel M. Acker
 Joel Bearden
 Larry Dillard
 Lindsey Allison
 Rick Shepherd
 Robbie Hayes

Nays: None

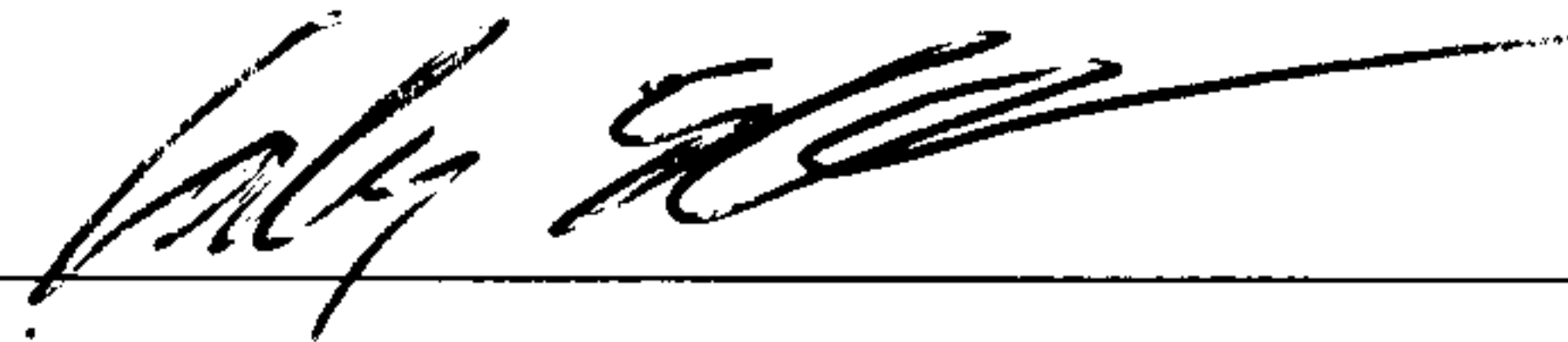
The Chairman thereupon declared said motion carried and the resolution and order passed and adopted as introduced and read.



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* * *

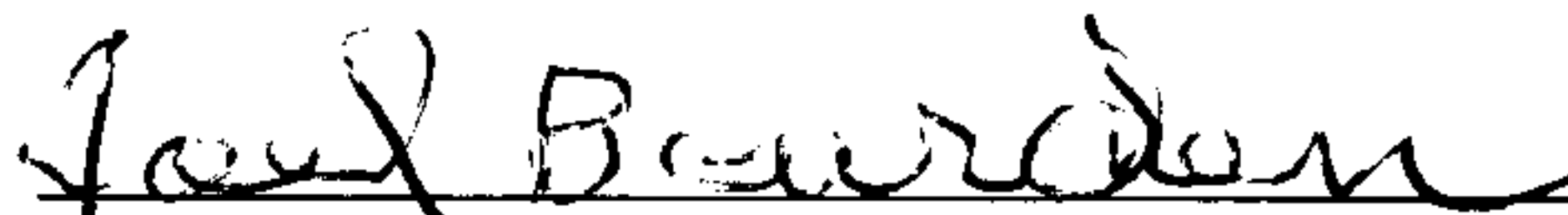
There being no further business to come before the meeting, it was moved and seconded that the meeting be adjourned. Motion carried.

Minutes approved:



Chairman

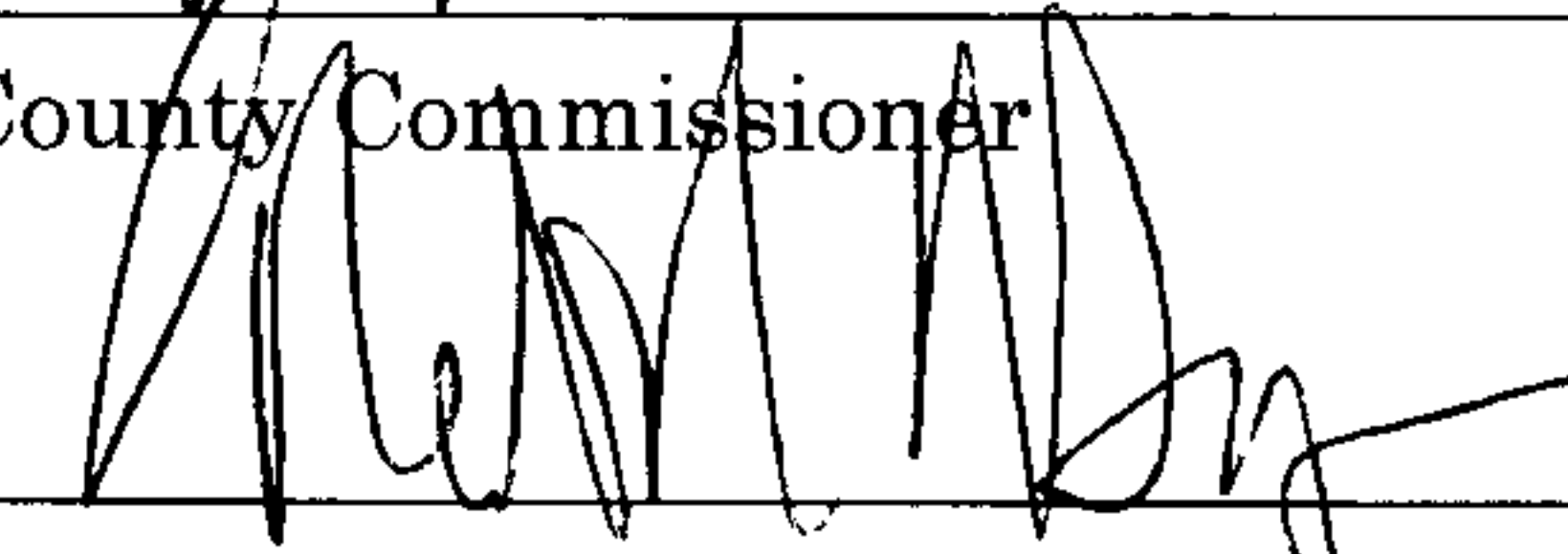

County Commissioner

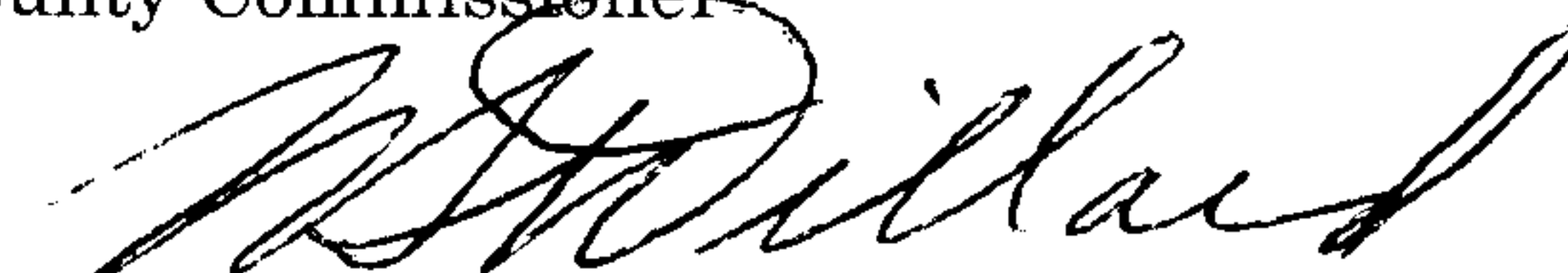

County Commissioner

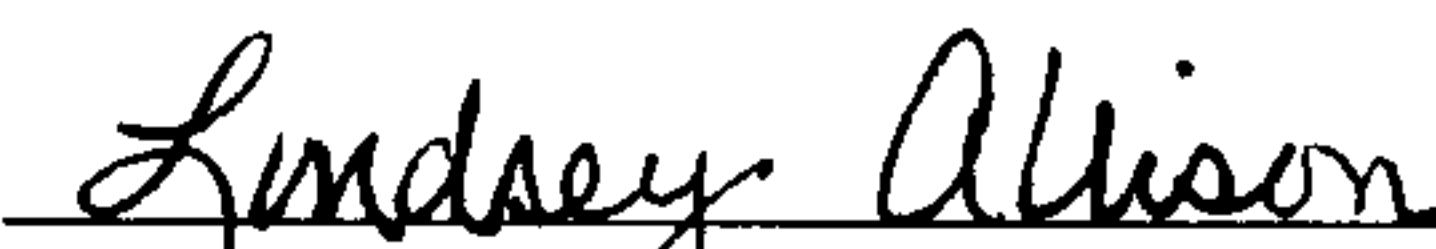

County Commissioner


County Commissioner

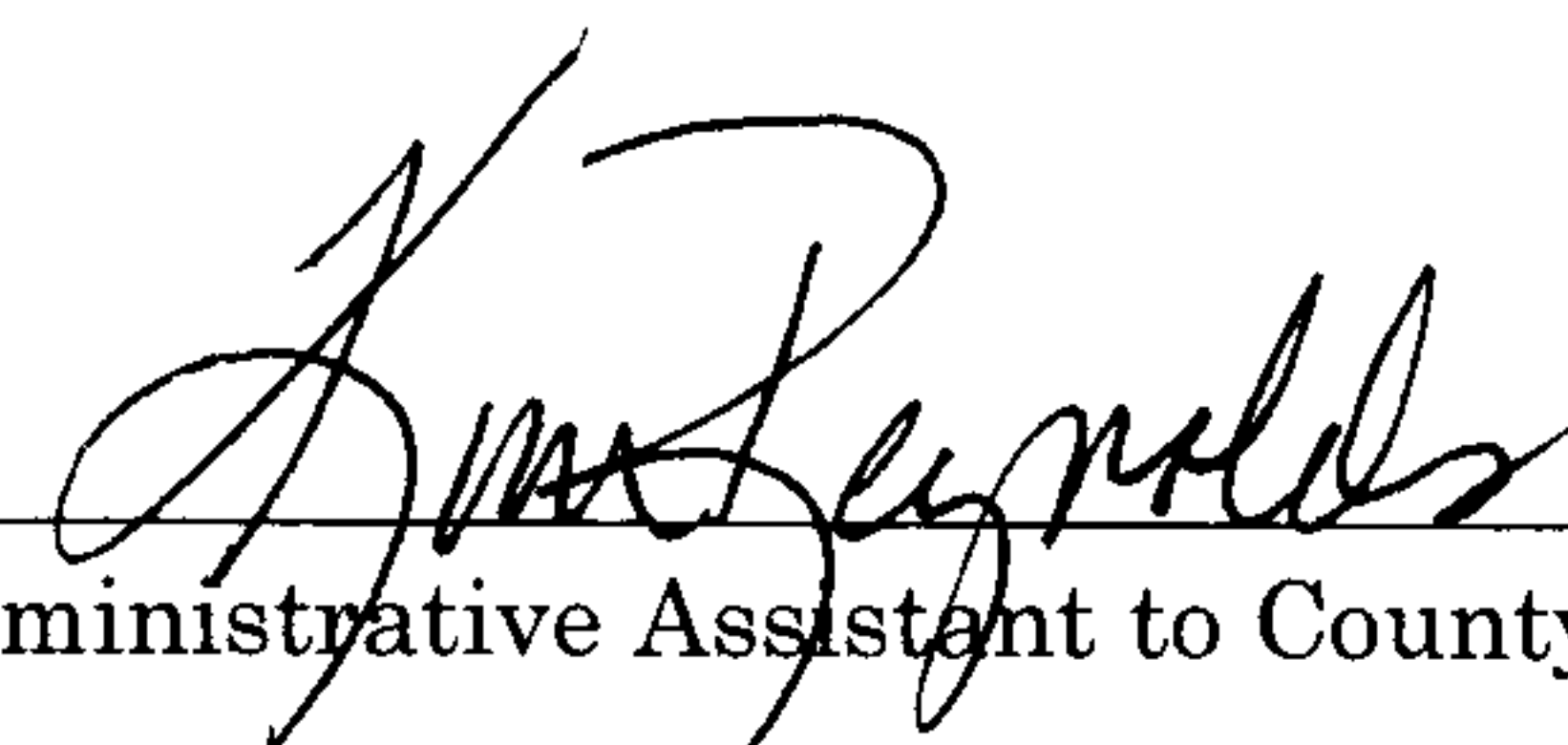

County Commissioner



County Commissioner


County Commissioner


County Commissioner

SEAL

Attest: 
Administrative Assistant to County Manager


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Shelby Cnty Judge of Probate, AL
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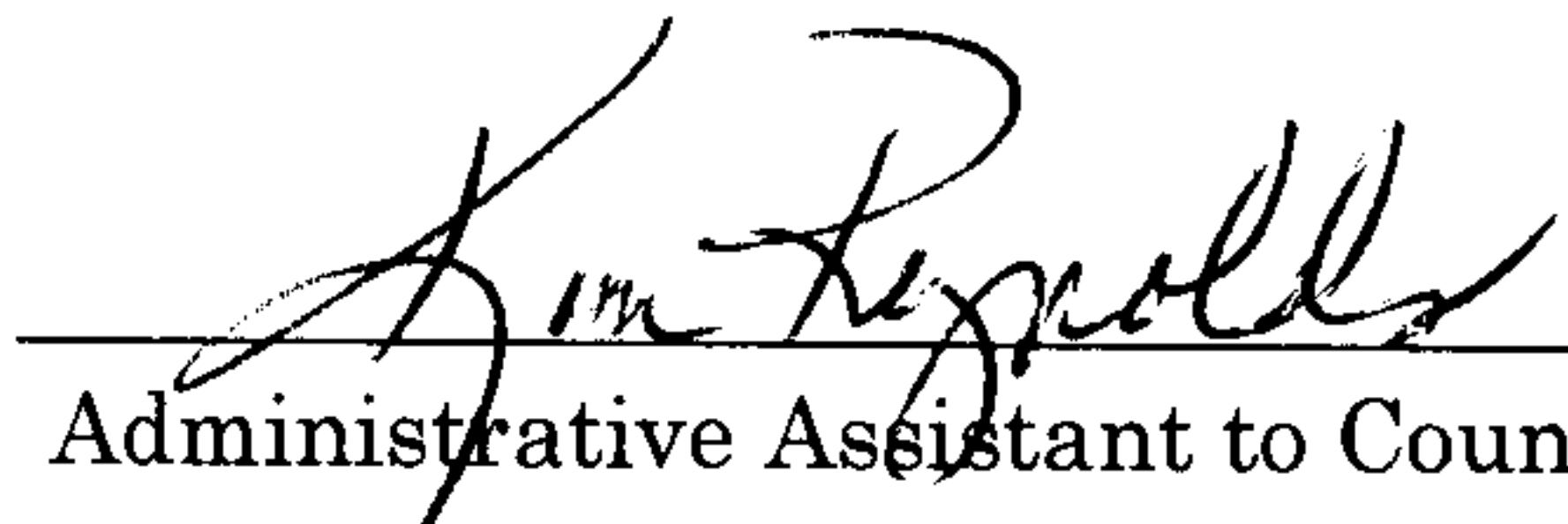
STATE OF ALABAMA

SHELBY COUNTY

CERTIFICATE OF ADMINISTRATIVE ASSISTANT TO COUNTY MANAGER

I, the undersigned, do hereby certify that (1) I am the duly qualified and responsible Administrative Officer of Shelby County, Alabama (the "County"); (2) as the Administrative Assistant to the County Manager of Shelby County I have access to all original records of the County 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 County Commission of the County duly held on April 9, 2012, the original of which is on file and of record in the minute book of the County Commission in my custody; (4) the resolution and order set forth in such excerpts is a complete, verbatim and compared copy of such resolution and order as introduced and adopted by the County Commission on such date; (5) said resolution and order is in full force and effect and has not been repealed, amended or changed.

IN WITNESS WHEREOF, I have hereunto set my hand as the Administrative Assistant to the County Manager of Shelby County, Alabama and have affixed the official seal of the County, this 9 day of April, 2012.


Administrative Assistant to County Manager

SEAL


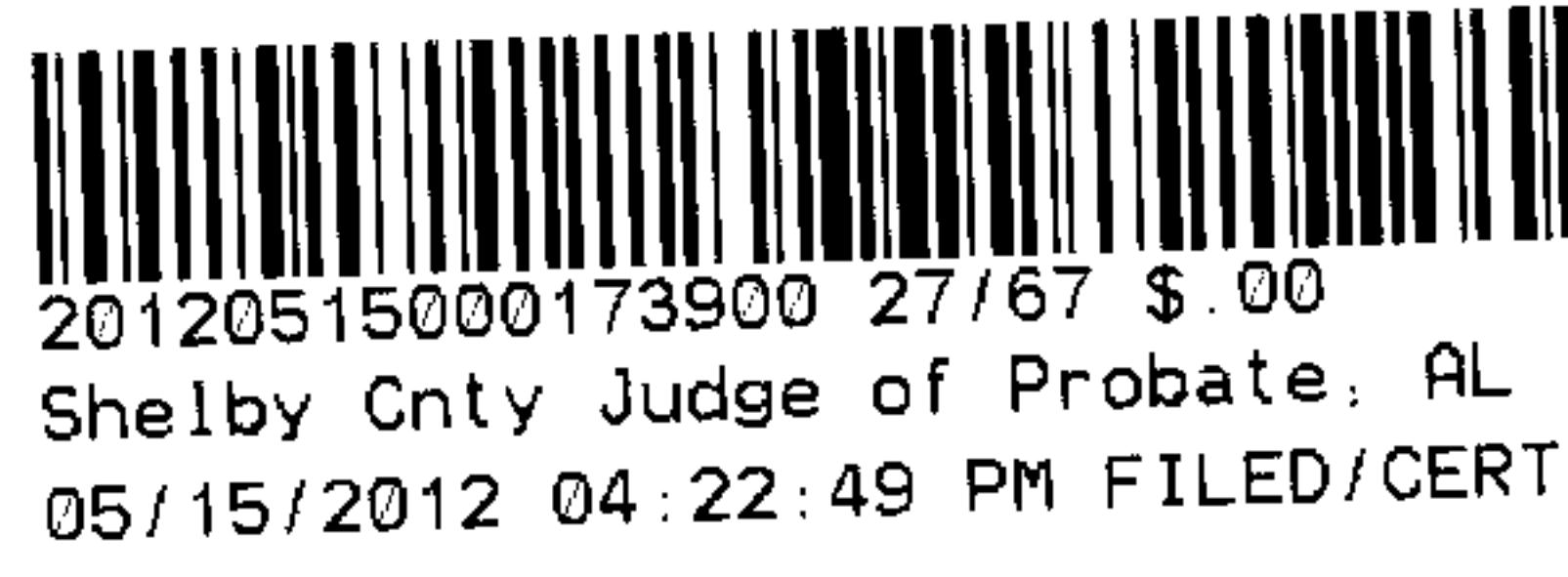

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Exhibit B

Proceedings of City of Montevallo, Alabama



**EXCERPTS FROM THE MINUTES OF A REGULAR MEETING OF
THE CITY COUNCIL OF THE CITY OF MONTEVALLO, ALABAMA**

[Incorporation of The Montevallo Development Cooperative District]

The City Council of the City of Montevallo, Alabama met in regular public session at City Hall in the City of Montevallo, Alabama, at 7:00 p.m. on the 9th day of April, 2012.

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

Present: Ben W. McCrory, Mayor
Rusty Nix
Willie Goldsmith
Sharon Gilbert
Denise A. Woodham

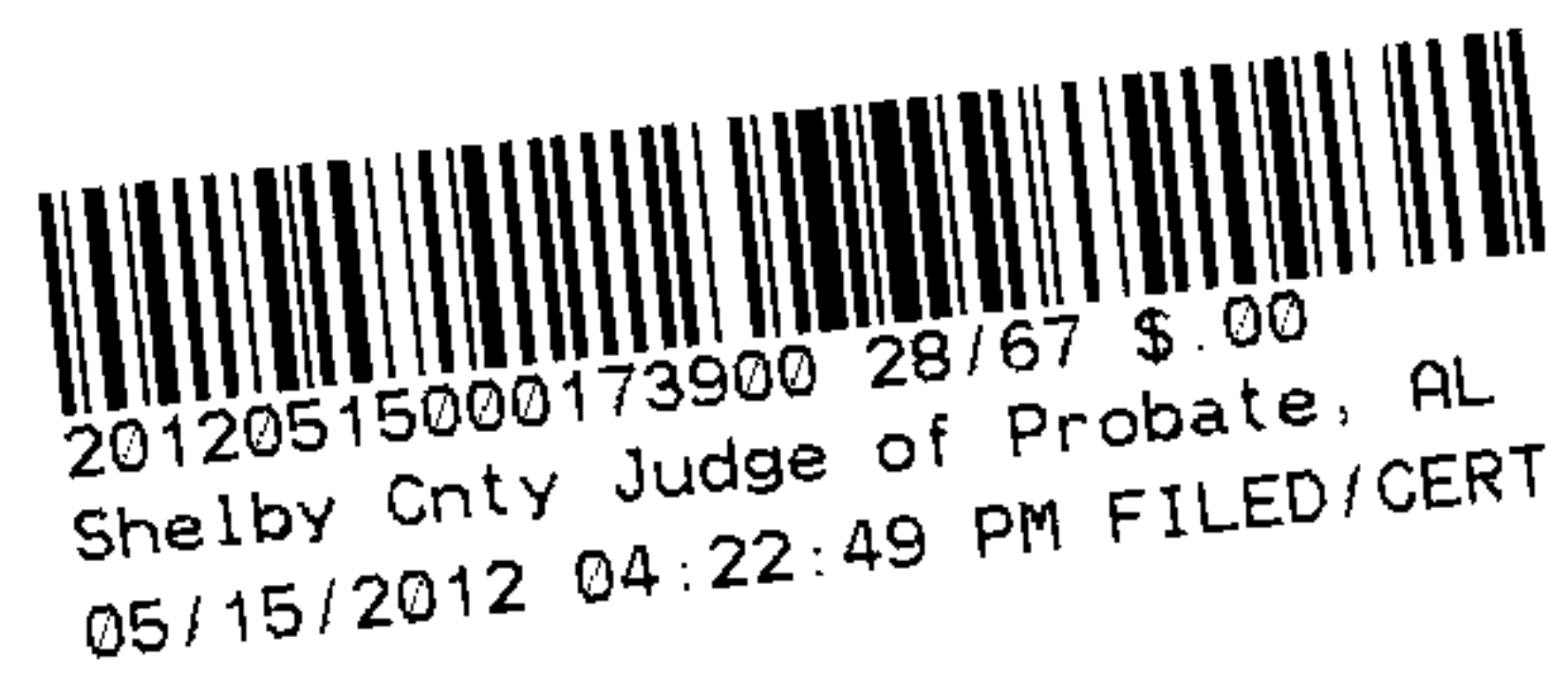
Absent : Hollie C. Cost

* * *

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, and considered by the City Council:

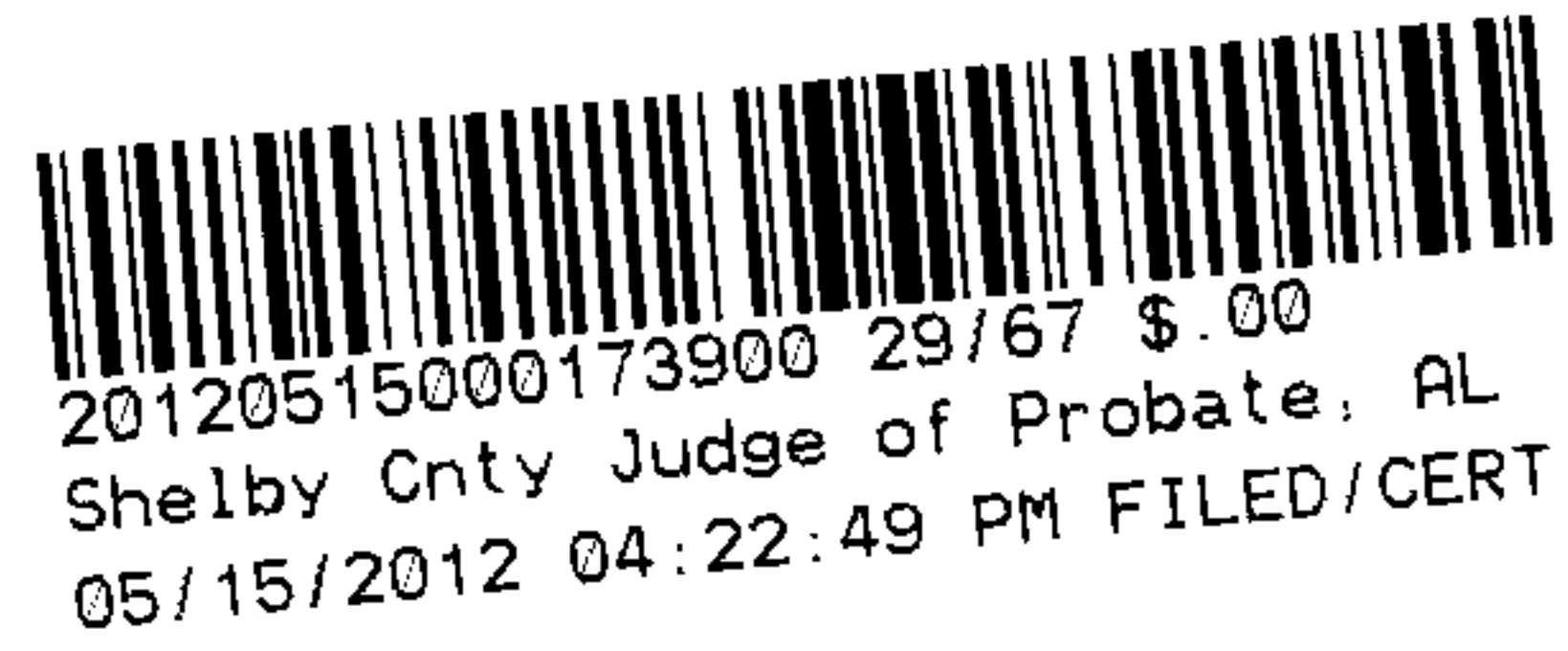


RESOLUTION NO. 04092012-204

**A RESOLUTION APPROVING AN APPLICATION SEEKING PERMISSION
TO INCORPORATE A CAPITAL IMPROVEMENT COOPERATIVE
DISTRICT AND AUTHORIZING SUCH INCORPORATION**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MONTEVALLO,
ALABAMA (the "City Council"), as follows:

Section 1. That the City Council, upon evidence duly submitted to and considered by it, hereby finds and determines that the following application has been duly filed with the governing body of the City of Montevallo, Alabama, that such application was signed by not less than three natural persons, and that each of said persons is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama:



**APPLICATION FOR AUTHORITY
TO FORM A CAPITAL IMPROVEMENT COOPERATIVE DISTRICT**

TO THE GOVERNING BODIES OF SHELBY COUNTY, ALABAMA AND THE CITY OF MONTEVALLO, ALABAMA AND THE UNIVERSITY OF MONTEVALLO:

We, the undersigned natural persons, each of whom is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama, do hereby make application in writing seeking permission to incorporate a capital improvement cooperative district (the "District") under the provisions of Chapter 99B of Title 11 of the Code of Alabama 1975 and file this Application:

1. The District proposes to undertake the acquisition, construction and installation of capital improvements consisting of: (a) real and personal property (i) for use by the City of Montevallo, Alabama for general municipal purposes, and (ii) for use by Shelby County, Alabama for the development, support and promotion of economic development and tourism, and (iii) for use by the University of Montevallo for educational and administrative purposes; (b) roads, streets, sidewalks and related facilities for pedestrian and vehicular traffic; (c) public utilities; (d) public park, recreation, and safety facilities; (e) centers for cultural and educational exhibitions and facilities; and (f) accommodations for visitors (the "Project").

2. The area in which the District proposes to acquire and construct the Project is the area within the corporate limits, as at any time in effect, of the City of Montevallo, Alabama.

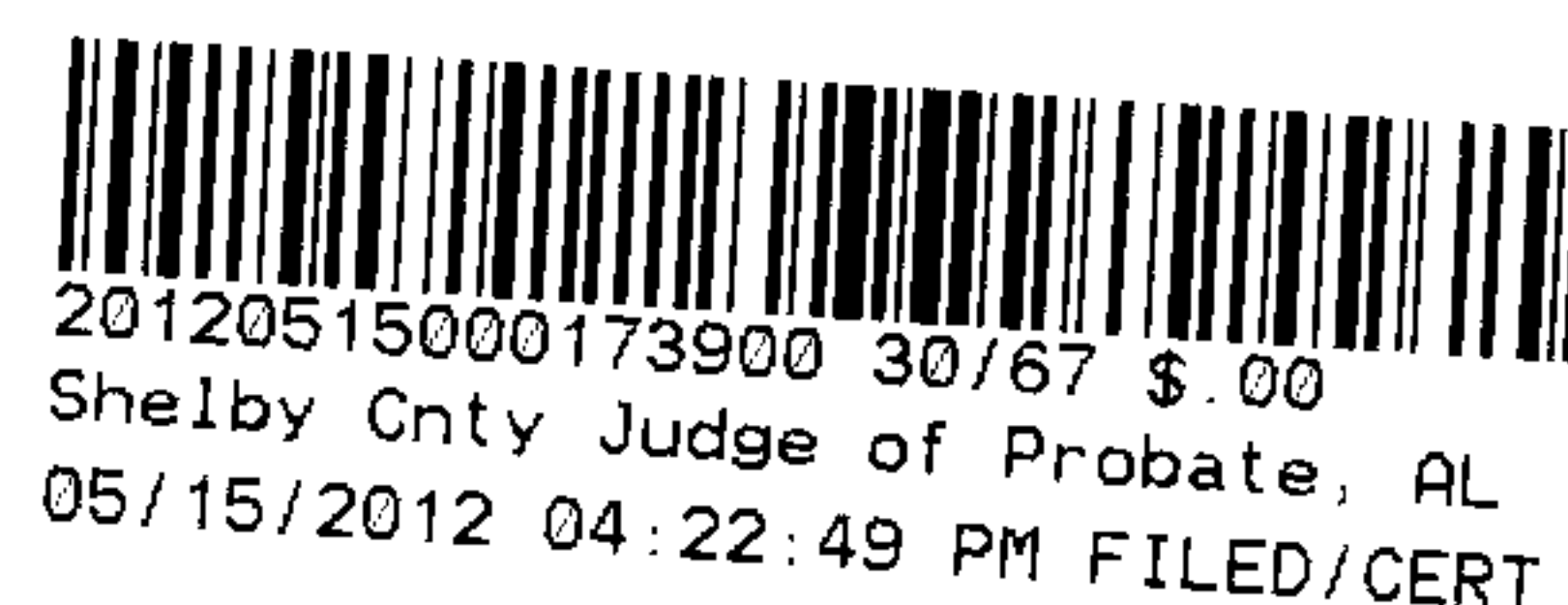
3. The proposed members of the District are Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

4. The District shall be governed by a board of directors which shall be comprised of three (3) persons. Each authorizing subdivision shall elect a director in the manner provided by law, as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	1
City of Montevallo, Alabama	1
University of Montevallo	1

5. The proposed location of the principal office of the District shall be at City Hall, 545 Main Street, Montevallo, Shelby County, Alabama 35115.

6. Each of the applicants is a duly qualified elector of Shelby County, Alabama.

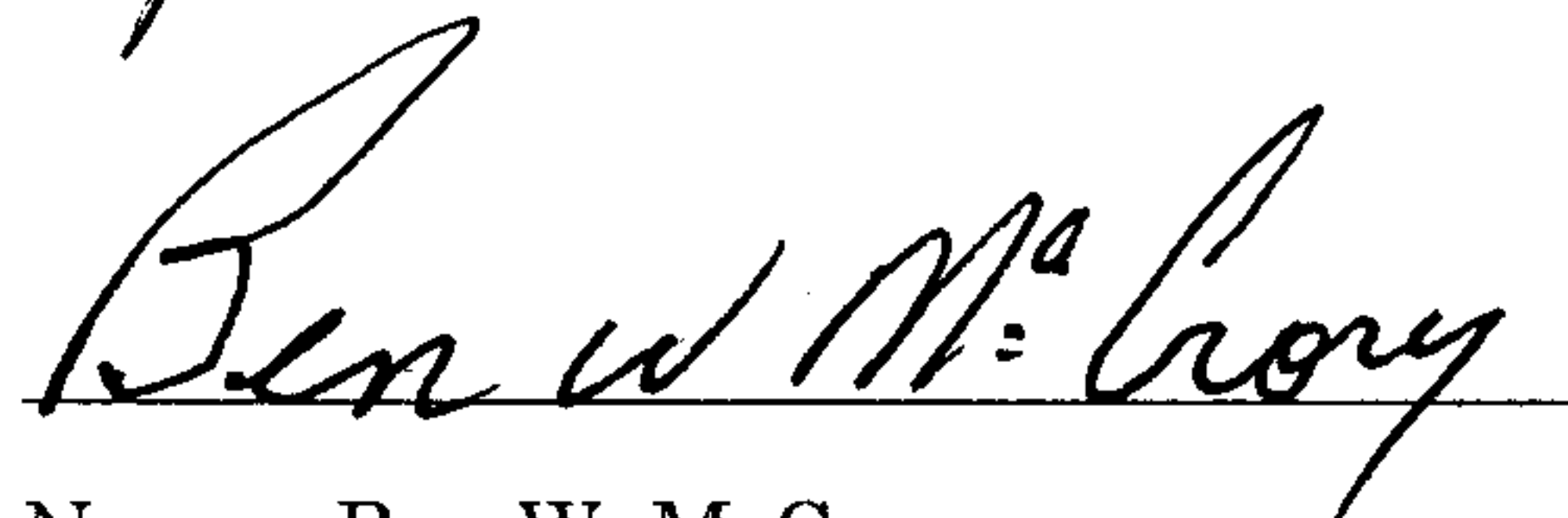


7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall, without further action or consent of any person, pass to and be vested in the authorizing subdivisions of the District as follows: (a) title to property contributed, financed or provided by an authorizing subdivision shall pass to and be vested in that authorizing subdivision, (b) title to property contributed, financed or provided by an authorizing subdivision, and any person or persons who are not authorizing subdivisions, shall pass to and be vested in that authorizing subdivision, and (c) title to property contributed, financed or provided by more than one authorizing subdivision shall pass to and be vested in such authorizing subdivisions as tenants-in-common.

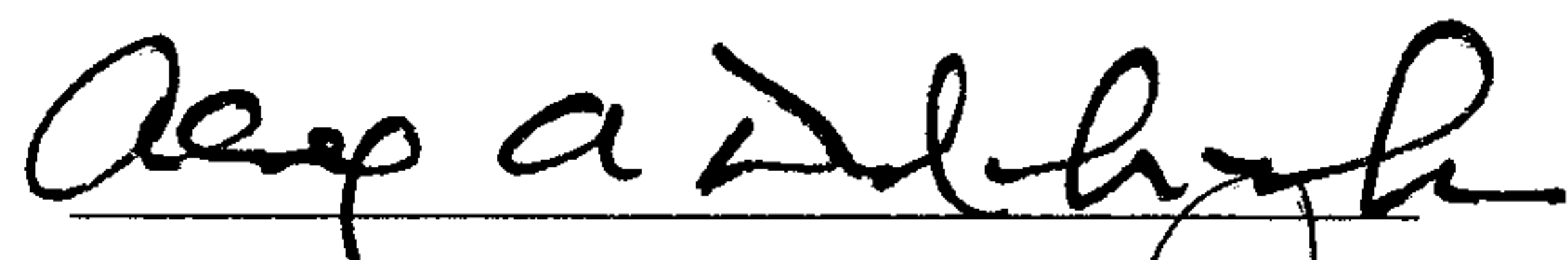
8. The undersigned hereby request that each of the governing bodies of Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo adopt a resolution declaring that it is wise, expedient, and necessary that the proposed District be formed and authorizing the undersigned to proceed to form the proposed District by the filing for record of a certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the CODE OF ALABAMA 1975.

9. A copy of the proposed form of certificate of incorporation for such District is attached hereto as Exhibit A and made a part hereof.

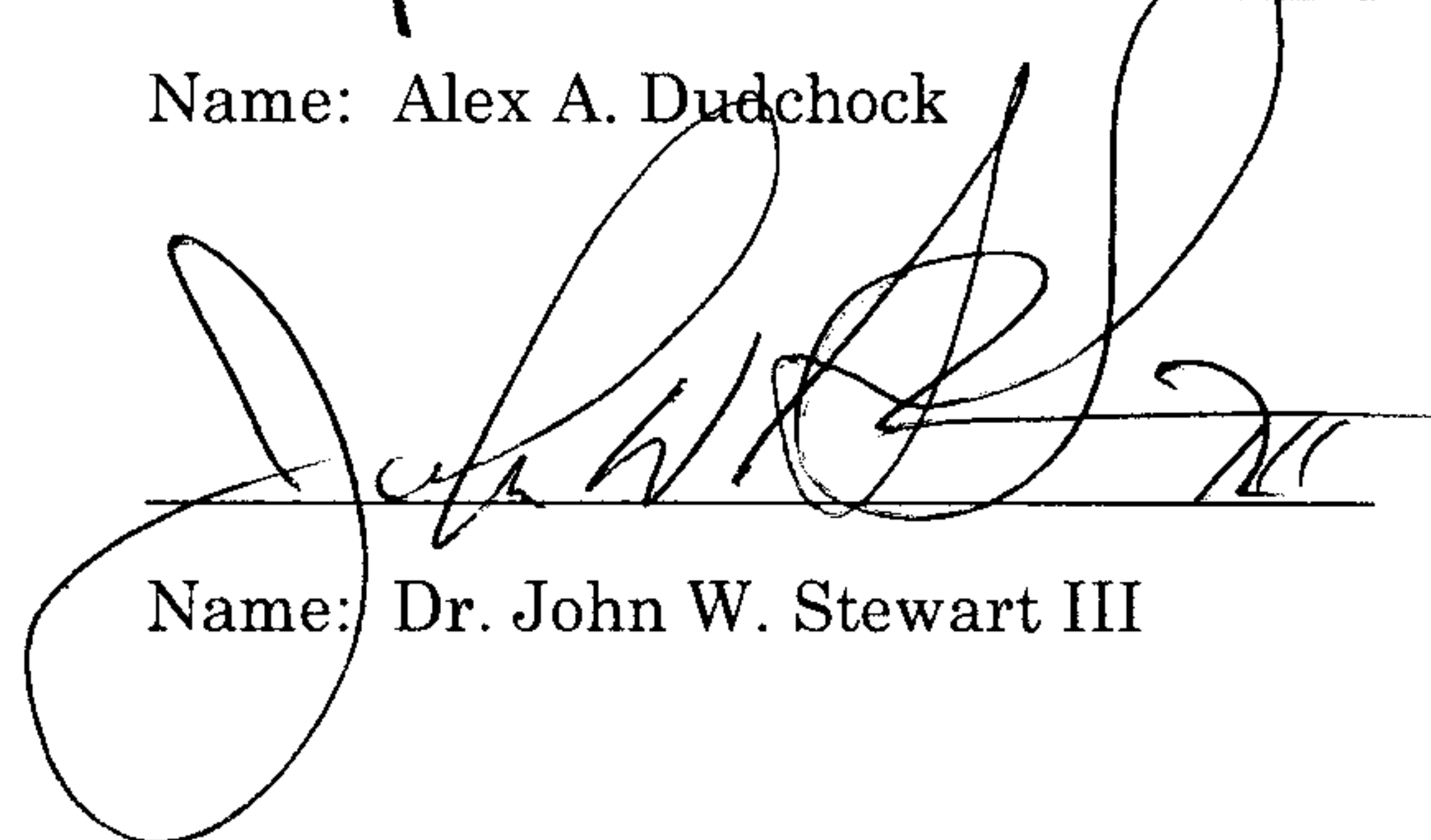
WITNESS OUR SIGNATURES this 4th day of April 2012.



Name: Ben W. McCrory



Name: Alex A. Dudchock



Name: Dr. John W. Stewart III



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Shelby Cnty Judge of Probate, AL
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**CERTIFICATE OF INCORPORATION
OF
THE MONTEVALLO DEVELOPMENT COOPERATIVE DISTRICT**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, in order to form a public corporation as a cooperative district under and pursuant to the provisions of Chapter 99B of Title 11 of the Code of Alabama 1975 (hereinafter called the "Enabling Law"), do hereby make, sign, execute, acknowledge and file this certificate of incorporation:

ARTICLE ONE

The names of the persons forming this public corporation are:

Ben W. McCrory

Alex A. Dudchock

Dr. John W. Stewart III

Each of the foregoing named persons is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama.

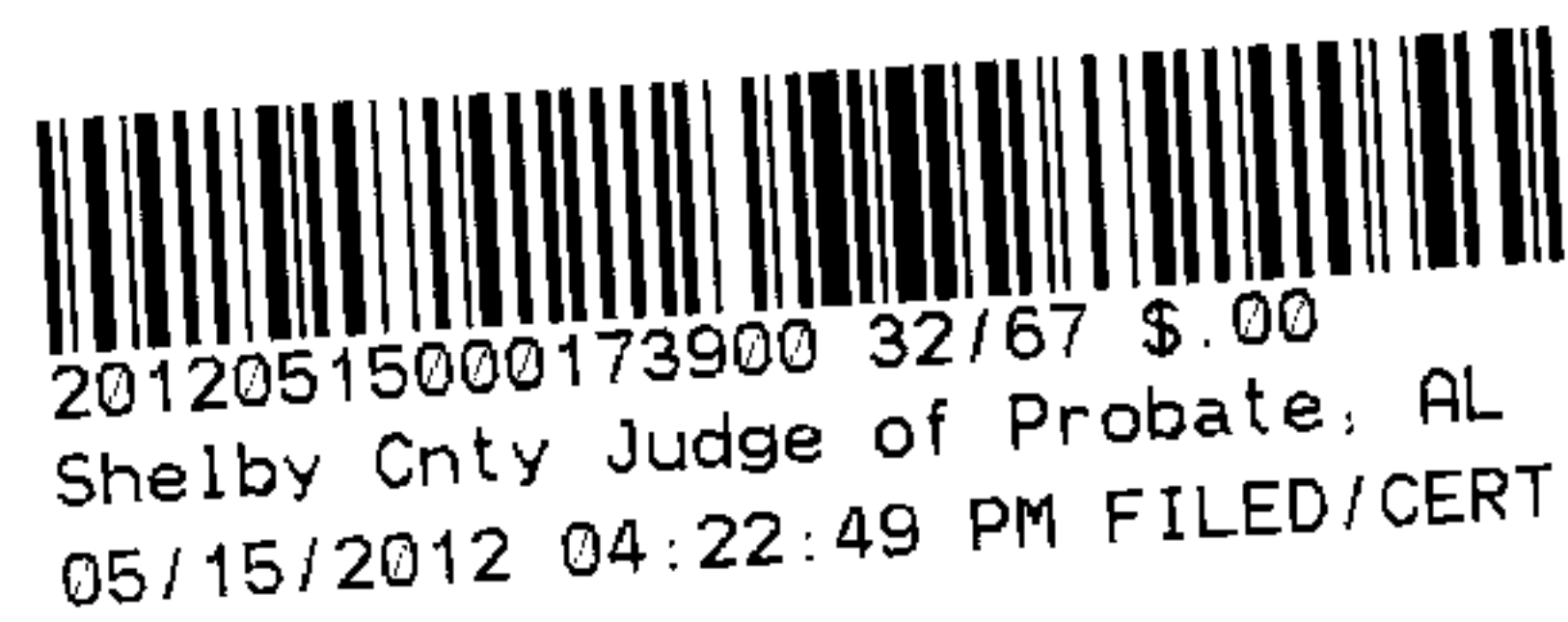
ARTICLE TWO

The period for the duration of the district shall be perpetual, subject to the provisions of the Enabling Law.

ARTICLE THREE

1. The authorizing subdivisions are Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

2. On the 9th day of April, 2012 the governing body of Shelby County, 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.



3. On the 9th day of April, 2012 the governing body of the City of Montevallo, 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 B and made a part hereof.

4. On the 5th day of April, 2012 the governing body of the University of Montevallo 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 C and made a part hereof.

ARTICLE FOUR

1. The name of the district shall be "The Montevallo Development Cooperative District" (hereinafter called the "District"). Attached hereto as Exhibit D and made a part hereof is a certificate by the Secretary of State of the State of Alabama stating that the name proposed for the district is not identical to that of any other corporation organized under the laws of the State of Alabama or so nearly similar thereto as to lead to confusion and uncertainty.

2. The location of the principal office of the District (and its post office address) shall be at City Hall, 545 Main Street, Montevallo, Shelby County, Alabama 35115.

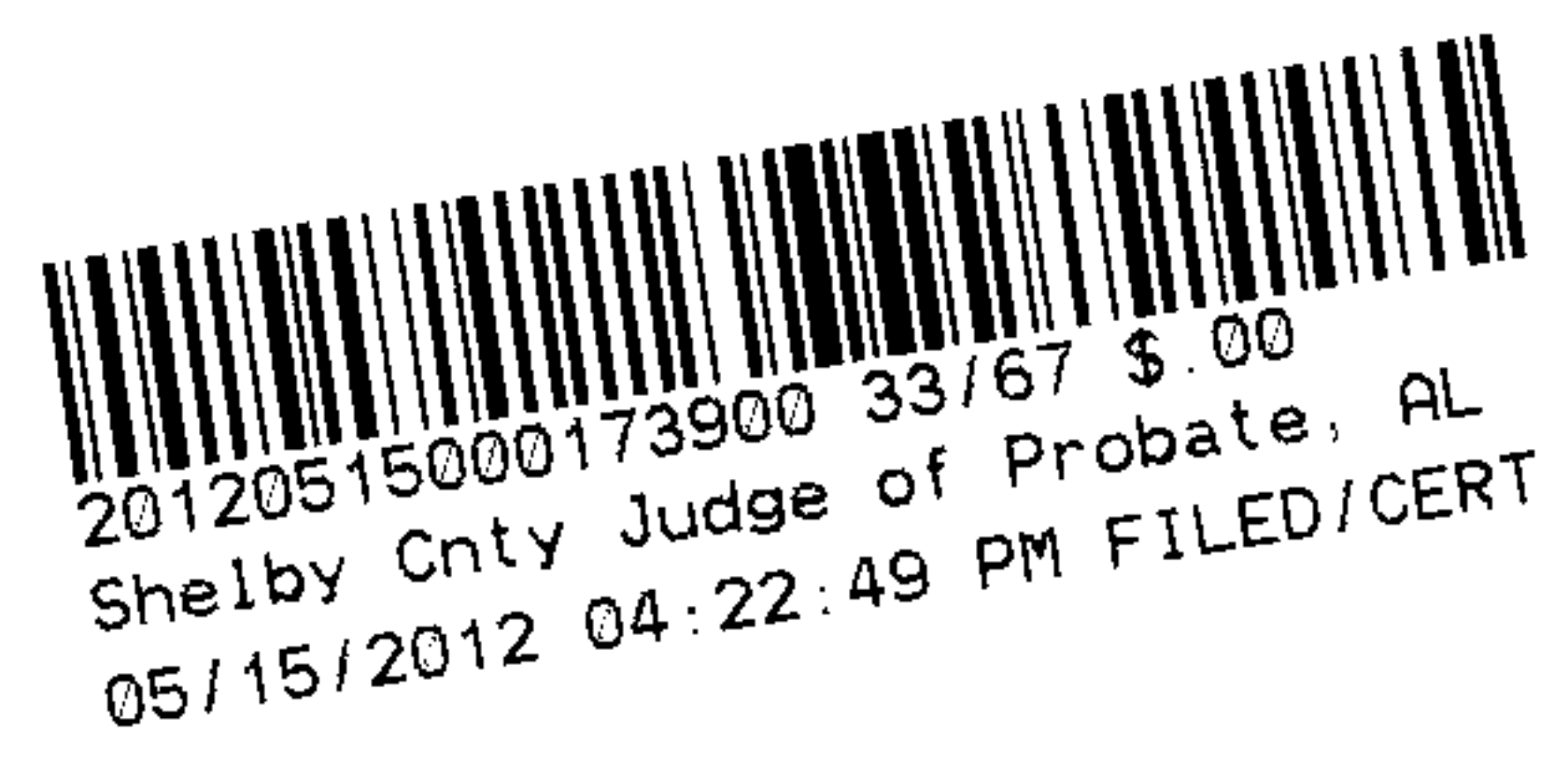
ARTICLE FIVE

1. The District proposes to undertake the acquisition, construction and installation of capital improvements consisting of: (a) real and personal property (i) for use by the City of Montevallo, Alabama for general municipal purposes, and (ii) for use by Shelby County, Alabama for the development, support and promotion of economic development and tourism, and (iii) for use by the University of Montevallo for educational and administrative purposes; (b) roads, streets, sidewalks and related facilities for pedestrian and vehicular traffic; (c) public utilities; (d) public park, recreation, and safety facilities; (e) centers for cultural and educational exhibitions and facilities; and (f) accommodations for visitors (the "Project").

2. The area in which the District proposes to acquire and construct the Project is the area within the corporate limits, as at any time in effect, of the City of Montevallo, Alabama.

ARTICLE SIX

1. The District shall be governed by a board of directors which shall be comprised of three (3) persons.



2. Each authorizing subdivision shall elect a director in the manner provided by law, as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	1
City of Montevallo, Alabama	1
University of Montevallo	1

ARTICLE SEVEN


The proposed name of the District is "The Montevallo Development Cooperative District".

ARTICLE EIGHT

Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall, without further action or consent of any person, pass to and be vested in the authorizing subdivisions of the District as follows: (a) title to property contributed, financed or provided by an authorizing subdivision shall pass to and be vested in that authorizing subdivision, (b) title to property contributed, financed or provided by an authorizing subdivision, and any person or persons who are not authorizing subdivisions, shall pass to and be vested in that authorizing subdivision, and (c) title to property contributed, financed or provided by more than one authorizing subdivision shall pass to and be vested in such authorizing subdivisions as tenants-in-common.

ARTICLE NINE

The application filed with the governing body of each of the authorizing subdivisions in accordance with 11-99B-3 of the Code of Alabama (1975) was identical to the copy thereof attached to this certificate of incorporation as Exhibit E.


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Shelby Cnty Judge of Probate, AL
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ARTICLE TEN


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, provided, however, the District shall not have, and may not exercise, the power of eminent domain (1) with respect to any property to be used for public purposes (i) without the prior approval of the governing body of the City of Montevallo, Alabama by resolution thereof and (ii) outside the corporate limits of the City of Montevallo, Alabama, without the prior approval of the governing body of Shelby County, Alabama by resolution and order thereof, and (2) with respect to any property to be used for private purposes or private business use.

ARTICLE ELEVEN

The District may, in accordance with the Enabling Law, amend this Certificate of Incorporation to provide for the acquisition or construction of any "projects" (within the meaning of the Enabling Law) from time to time, by approval of the governing bodies of Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

ARTICLE TWELVE

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.


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Shelby Cnty Judge of Probate, AL
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IN WITNESS WHEREOF, the undersigned incorporators have signed this certificate of incorporation on this _____ day of _____, 2012.

/s/_____

Name: Ben W. McCrory

/s/_____

Name: Alex A. Dudchock

/s/_____

Name: Dr. John W. Stewart III



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Shelby Cnty Judge of Probate, AL
05/15/2012 04:22:49 PM FILED/CERT

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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires:_____


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Shelby Cnty Judge of Probate, AL
05/15/2012 04:22:49 PM FILED/CERT

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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires: _____



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Shelby Cnty Judge of Probate, AL
05/15/2012 04:22:49 PM FILED/CERT

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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires: _____

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Shelby Cnty Judge of Probate, AL
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Section 2. That the City Council has reviewed and considered the foregoing application and has found and determined, and does hereby find, determine and declare, that it is wise, expedient, and necessary that the district be formed.

Section 3. That the City Council does hereby approve the proposed form of certificate of incorporation of the district attached to the foregoing application as hereinabove set forth.

Section 4. That the City Council does hereby grant permission to incorporate the district and does hereby authorize the persons making such application to form such district by the filing for record of a certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the Code of Alabama 1975.


Section 5. That the City Council does hereby elect and appoint the following named person as a director of The Montevallo Development Cooperative District for the term of office ending on the date set opposite the name of such person or on such date as the successor thereof is elected and qualified:

Name

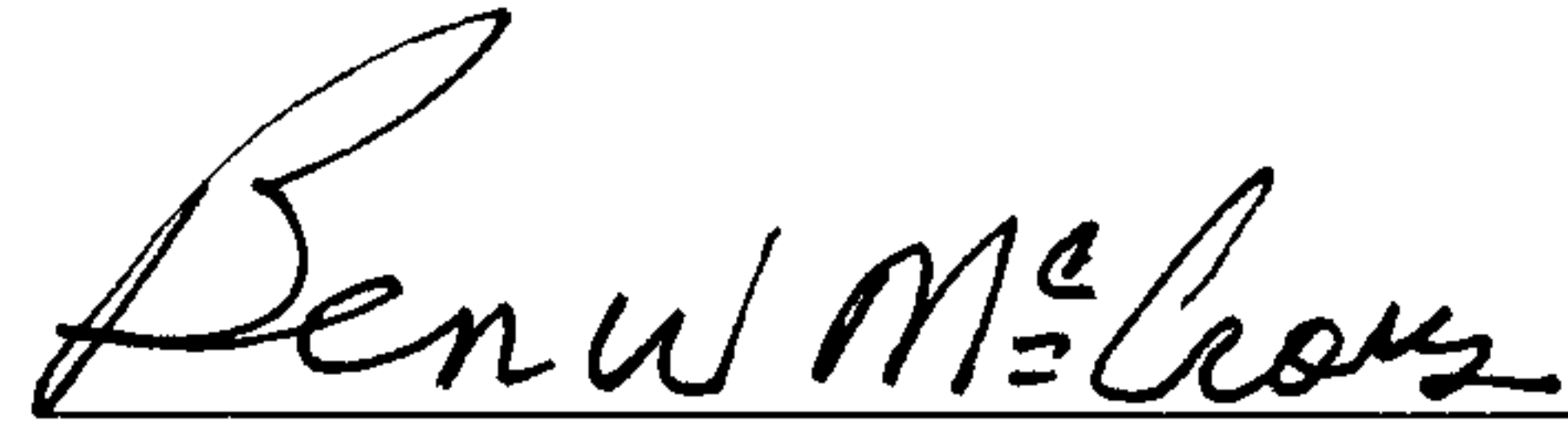
Date of End of Term

Denise A. Woodham

Fourth anniversary of the date of filing for record the certificate of incorporation for the cooperative district


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Shelby Cnty Judge of Probate: AL
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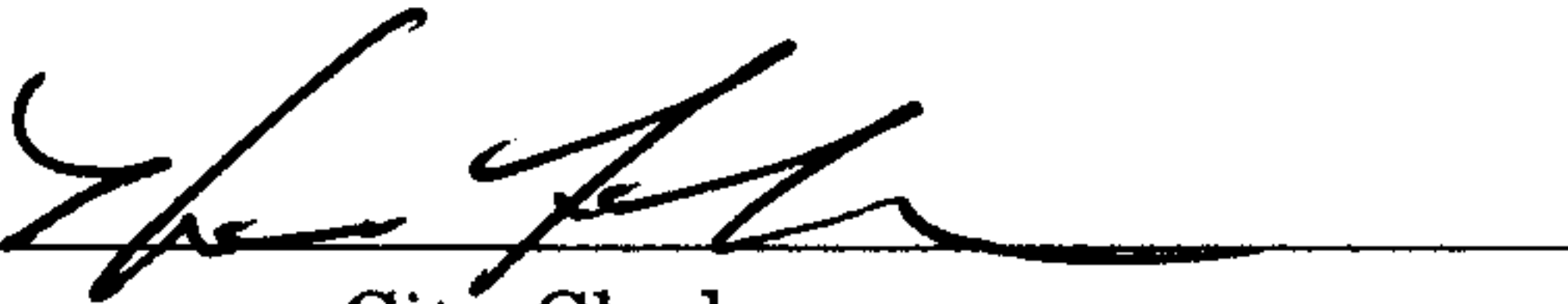
Duly passed and adopted this 9th day of April, 2012.



Mayor of the City of Montevallo, Alabama


SEAL

Attest:



City Clerk

* * *


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Shelby Cnty Judge of Probate, AL
05/15/2012 04:22:49 PM FILED/CERT

Certificate of Publication

I, the undersigned City Clerk of the City of Montevallo, Alabama, hereby certify that the above and foregoing resolution was published by me by posting on April 13, 2012 in the following locations in the City of Montevallo:

City Hall
545 Main Street
Montevallo, AL 35115

Parnell Memorial Library
277 Park Drive
Montevallo, AL 35115

Dept. of Public Works
455 Selma Rd
Montevallo, AL 35115

Montevallo Senior Center
434 Vine Street
Montevallo, AL 35115

In Witness Whereof, I have hereunto set my hand and affixed the seal of the City of Montevallo, Alabama.



City Clerk

S E A L



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Shelby Cnty Judge of Probate, AL
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It was moved by Council Member Nix that all rules and regulations which, unless suspended, would prevent the immediate consideration and adoption of the said resolution be suspended and that unanimous consent to the immediate consideration and adoption of the said resolution be given. The motion was seconded by Council Member Gilbert and on roll call was unanimously adopted, those answering aye being:

Ayes: Ben W. McCrory, Mayor
Rusty Nix
Willie Goldsmith
Sharon Gilbert
Denise A. Woodham

Nays: None

Absent: Hollie C. Cost

The Mayor declared the motion unanimously carried.


After said resolution had been discussed and considered in full by the Council, it was moved by Council Member Nix that said resolution be now placed upon its final passage and adopted. The motion was seconded by Council Member Gilbert. 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: Ben W. McCrory, Mayor
Rusty Nix
Willie Goldsmith
Sharon Gilbert
Denise A. Woodham

Nays: None

Absent: Hollie C. Cost

The Mayor thereupon declared said motion carried and the resolution passed and adopted as introduced and read.


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Shelby Cnty Judge of Probate, AL
05/15/2012 04:22:49 PM FILED/CERT

STATE OF ALABAMA
SHELBY COUNTY

CERTIFICATE OF CITY CLERK OF THE CITY OF MONTEVALLO, ALABAMA

I, the undersigned, do hereby certify that (1) I am the duly elected, qualified and acting City Clerk of the City of Montevallo, Alabama (the "City"); (2) as City Clerk of the City of Montevallo, Alabama, I have access to all original records of the City 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 City Council duly held on April 9, 2012, the original of which is on file and of record in the minute book of the City 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 City Council on such date; (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 City Clerk of the City and have affixed the official seal of the City, this 18th day of April, 2012.



City Clerk of the City of Montevallo, Alabama

SEAL

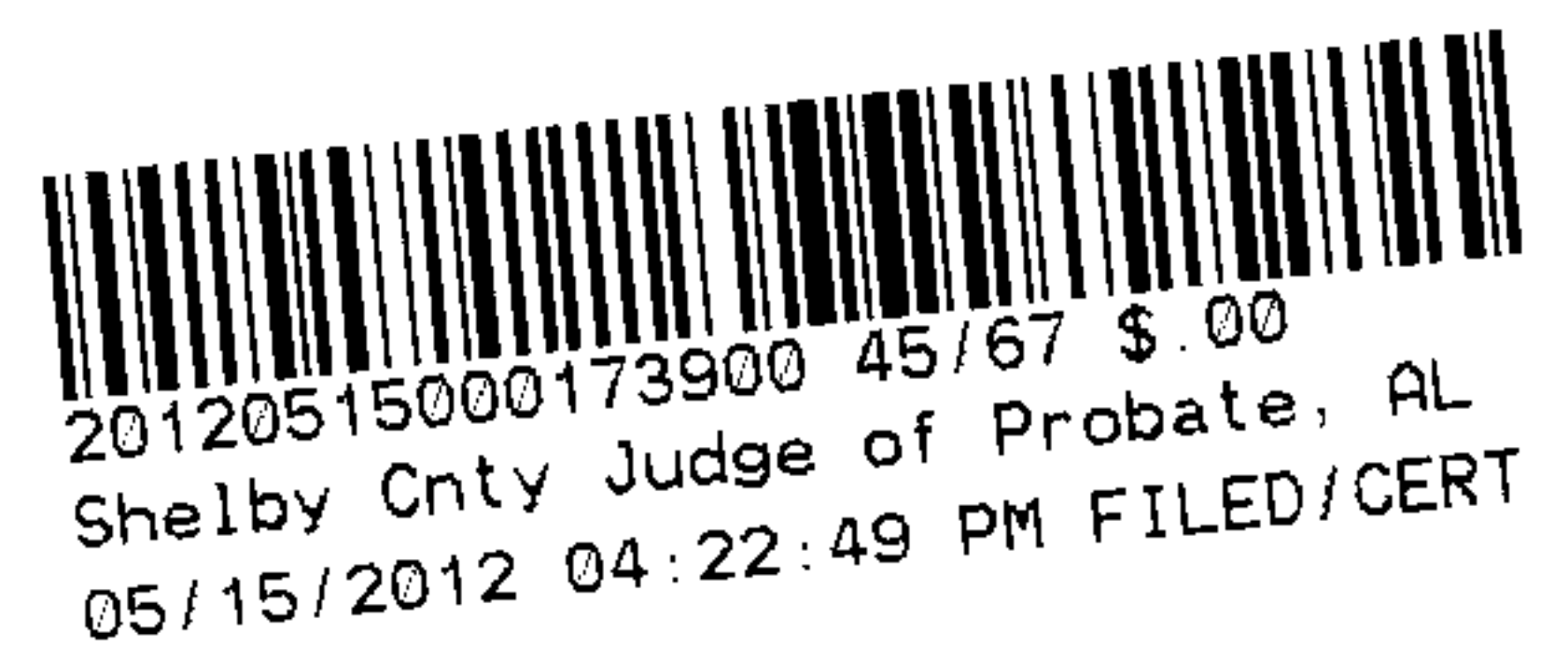


Exhibit C

Proceedings of University of Montevallo



**EXCERPTS FROM THE MINUTES OF A REGULAR MEETING OF
THE BOARD OF TRUSTEES OF THE UNIVERSITY OF MONTEVALLO**

[Incorporation of the Montevallo Development Cooperative District]

The Board of Trustees of the University of Montevallo met in regular public session at the Merrill Room, University of Montevallo in the City of Montevallo, Alabama, at 1 p.m. on the 5th day of April, 2012.

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

Present: Todd Strange, Tom Walker, Jeanetta Keller, J. Danny Cooper,
 Libby Queen, Brian Hamilton, David Wheeler

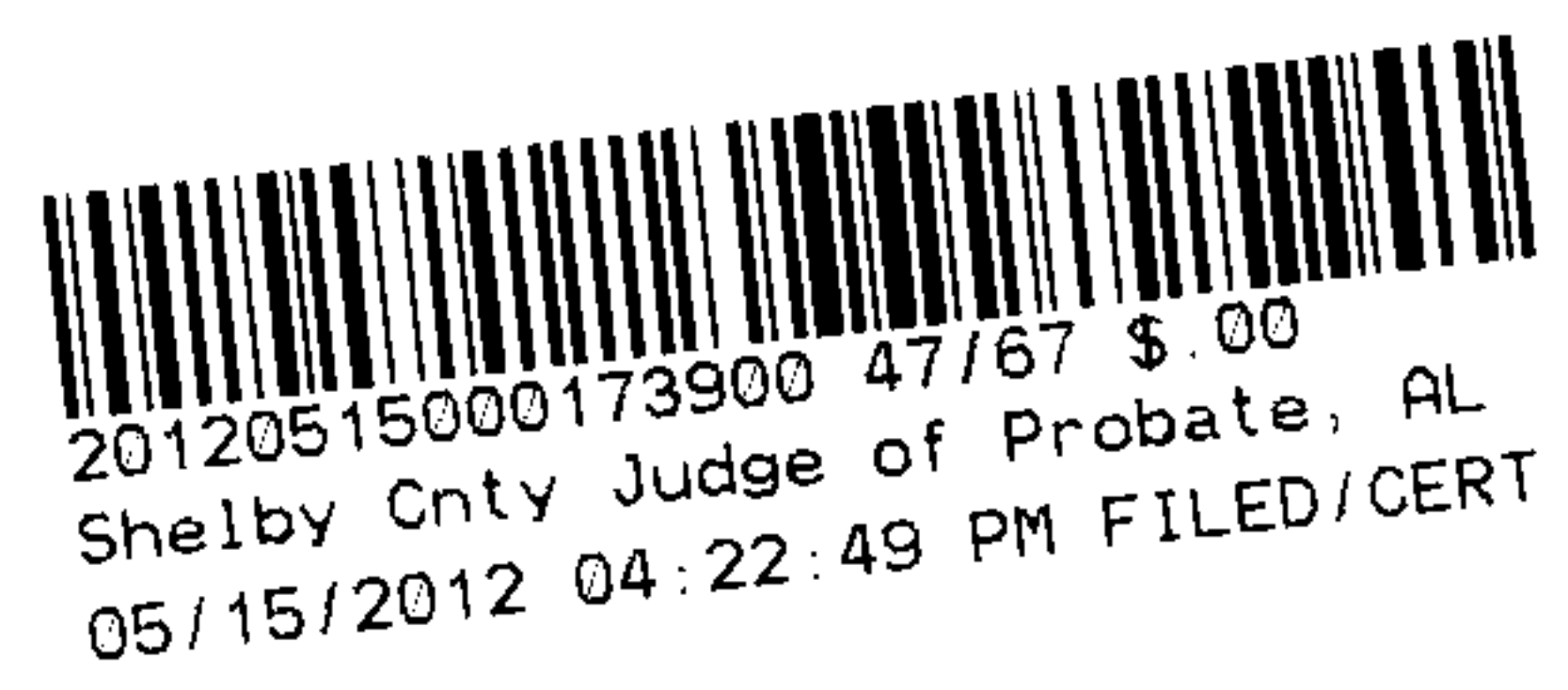
Absent: Rodger Smitherman, Wynelle Sewell, Caroline Aderholt.

* * *

The Chairman 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 Chairman, and considered by the Board of Trustees:

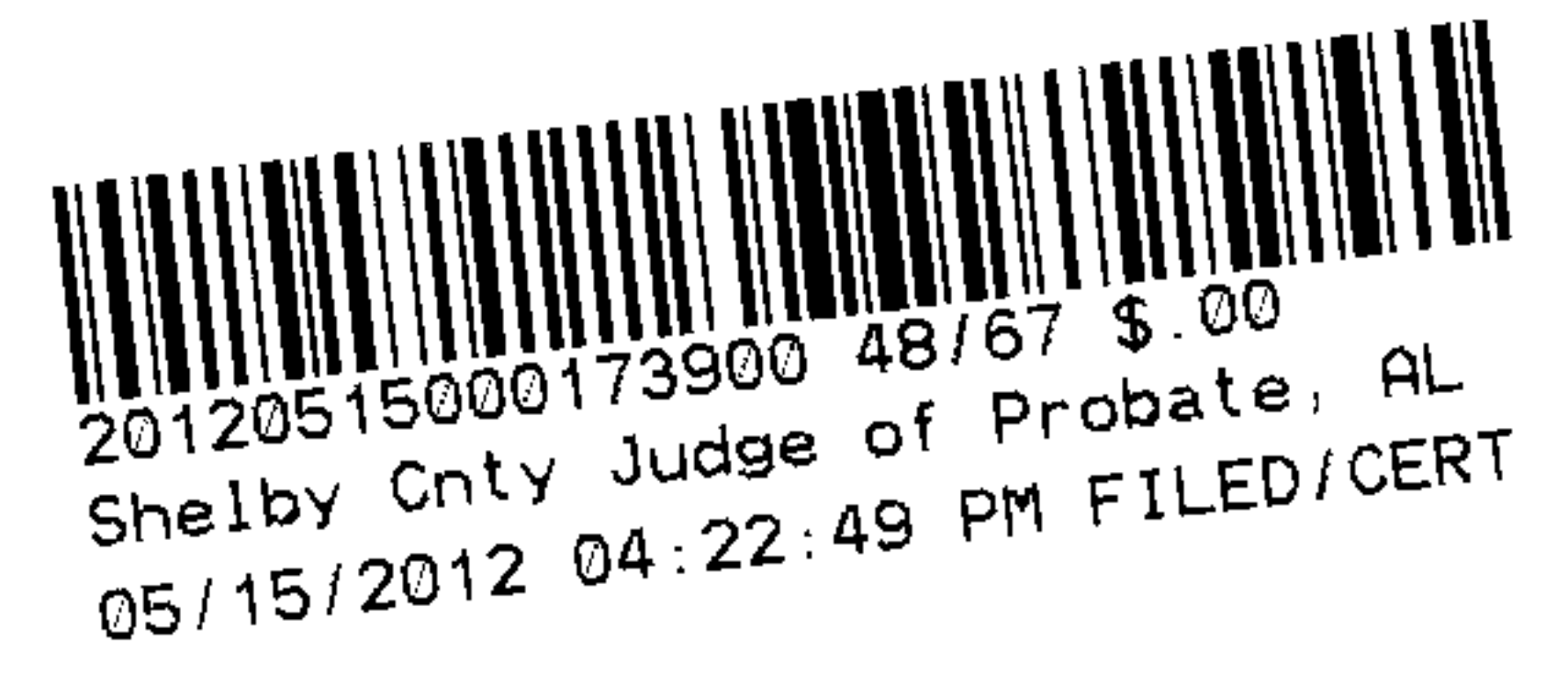


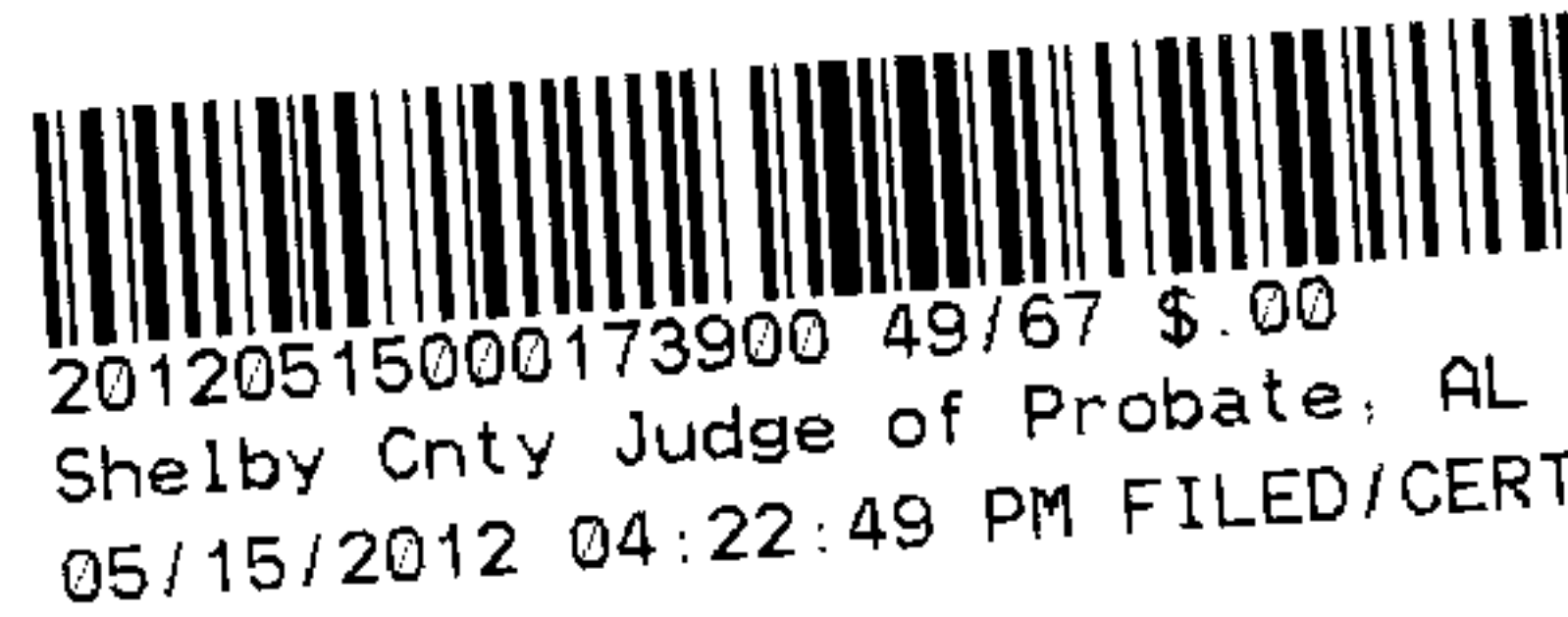
RESOLUTION NO. _____

**A RESOLUTION APPROVING AN APPLICATION SEEKING PERMISSION
TO INCORPORATE A CAPITAL IMPROVEMENT COOPERATIVE
DISTRICT AND AUTHORIZING SUCH INCORPORATION**

BE IT RESOLVED AND ORDERED BY THE BOARD OF TRUSTEES OF THE
UNIVERSITY OF MONTEVALLO (the "Board of Trustees"), as follows:

Section 1. That the Board of Trustees, upon evidence duly submitted to and considered by it, hereby finds and determines that the following application has been duly filed with the governing body of the University of Montevallo, that such application was signed by not less than three natural persons, and that each of said persons is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama:





**APPLICATION FOR AUTHORITY
TO FORM A CAPITAL IMPROVEMENT COOPERATIVE DISTRICT**

TO THE GOVERNING BODIES OF SHELBY COUNTY, ALABAMA AND THE CITY OF MONTEVALLO, ALABAMA AND THE UNIVERSITY OF MONTEVALLO:

We, the undersigned natural persons, each of whom is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama, do hereby make application in writing seeking permission to incorporate a capital improvement cooperative district (the "District") under the provisions of Chapter 99B of Title 11 of the Code of Alabama 1975 and file this Application:

1. The District proposes to undertake the acquisition, construction and installation of capital improvements consisting of: (a) real and personal property (i) for use by the City of Montevallo, Alabama for general municipal purposes, and (ii) for use by Shelby County, Alabama for the development, support and promotion of economic development and tourism, and (iii) for use by the University of Montevallo for educational and administrative purposes; (b) roads, streets, sidewalks and related facilities for pedestrian and vehicular traffic; (c) public utilities; (d) public park, recreation, and safety facilities; (e) centers for cultural and educational exhibitions and facilities; and (f) accommodations for visitors (the "Project").

2. The area in which the District proposes to acquire and construct the Project is the area within the corporate limits, as at any time in effect, of the City of Montevallo, Alabama.

3. The proposed members of the District are Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

4. The District shall be governed by a board of directors which shall be comprised of three (3) persons. Each authorizing subdivision shall elect a director in the manner provided by law, as follows:

Authorizing <u>Subdivision</u>	Number of <u>Directors</u>
Shelby County, Alabama	1
City of Montevallo, Alabama	1
University of Montevallo	1

5. The proposed location of the principal office of the District shall be at City Hall, 545 Main Street, Montevallo, Shelby County, Alabama 35115.

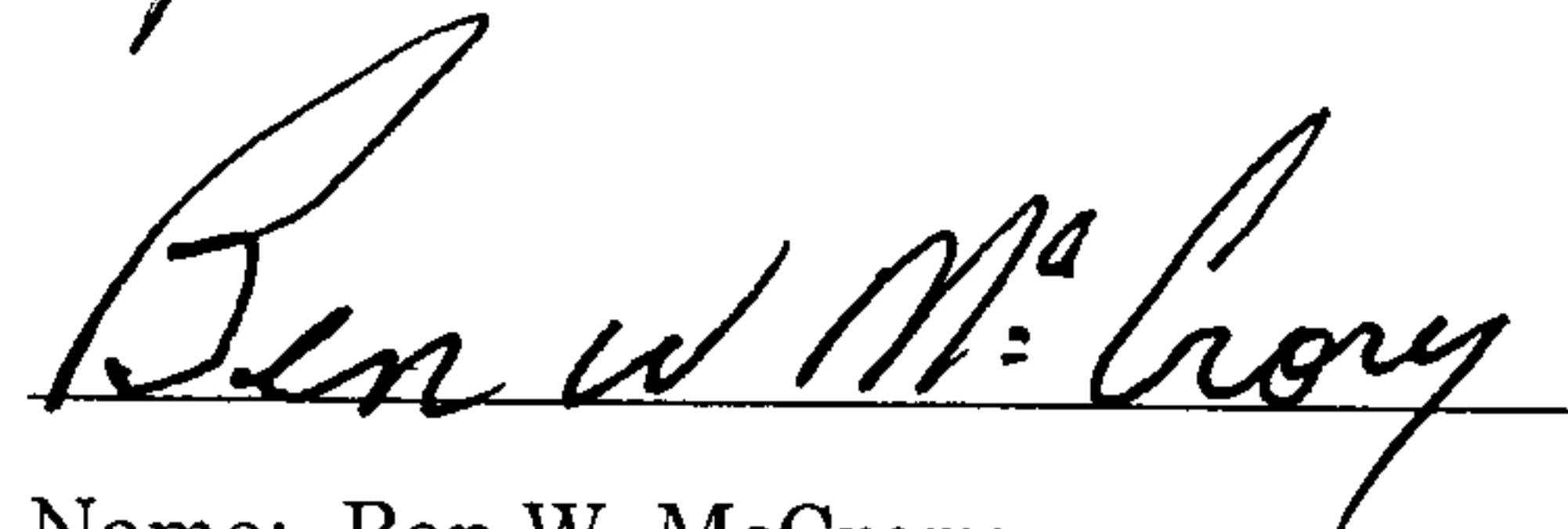
6. Each of the applicants is a duly qualified elector of Shelby County, Alabama.

7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall, without further action or consent of any person, pass to and be vested in the authorizing subdivisions of the District as follows: (a) title to property contributed, financed or provided by an authorizing subdivision shall pass to and be vested in that authorizing subdivision, (b) title to property contributed, financed or provided by an authorizing subdivision, and any person or persons who are not authorizing subdivisions, shall pass to and be vested in that authorizing subdivision, and (c) title to property contributed, financed or provided by more than one authorizing subdivision shall pass to and be vested in such authorizing subdivisions as tenants-in-common.


8. The undersigned hereby request that each of the governing bodies of Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo adopt a resolution declaring that it is wise, expedient, and necessary that the proposed District be formed and authorizing the undersigned to proceed to form the proposed District by the filing for record of a certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the CODE OF ALABAMA 1975.

9. A copy of the proposed form of certificate of incorporation for such District is attached hereto as Exhibit A and made a part hereof.

WITNESS OUR SIGNATURES this 4th day of April 2012.

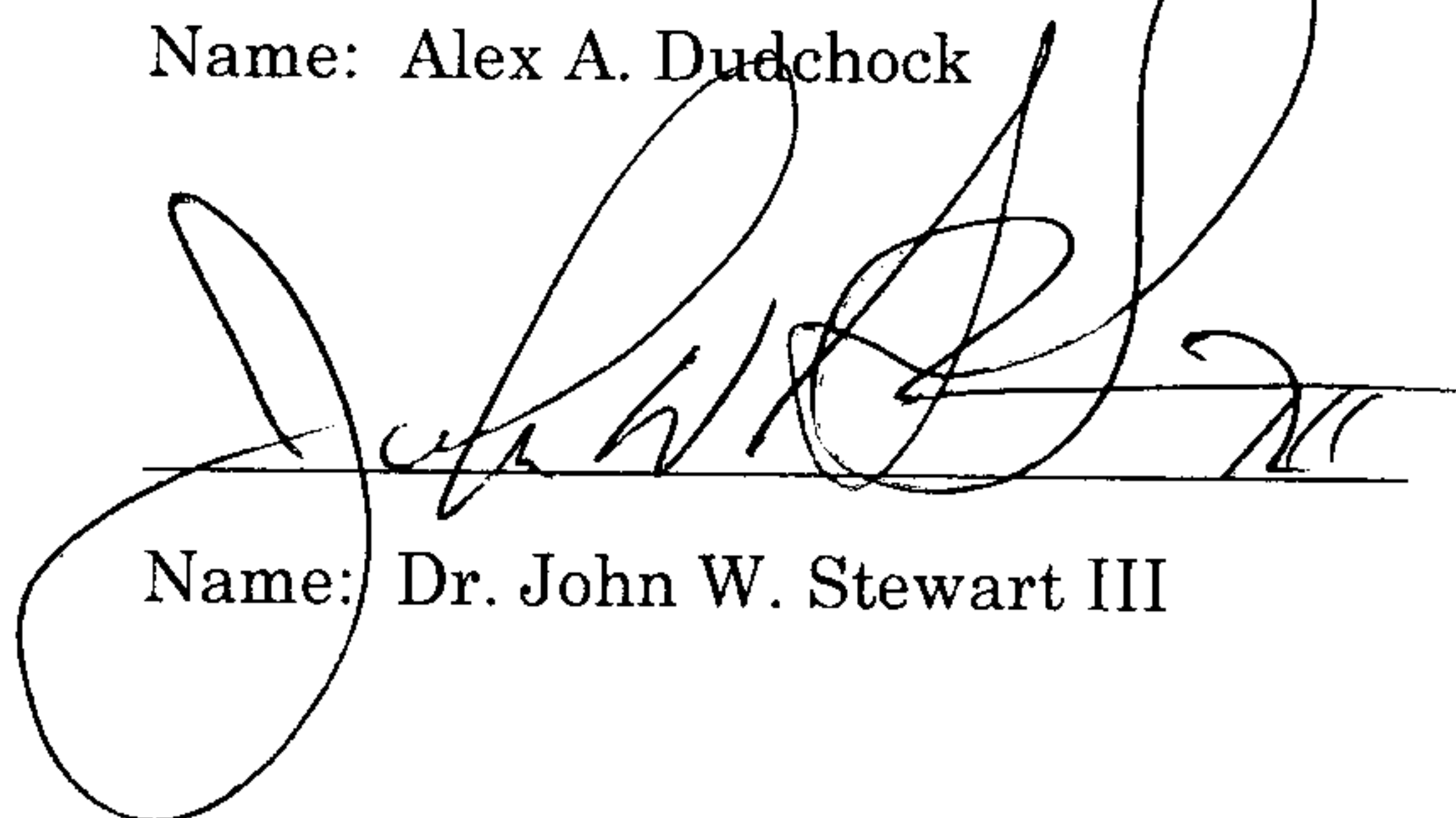


Name: Ben W. McCrory


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Shelby Cnty Judge of Probate, AL
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Name: Alex A. Dudchuck



Name: Dr. John W. Stewart III

**CERTIFICATE OF INCORPORATION
OF
THE MONTEVALLO DEVELOPMENT COOPERATIVE DISTRICT**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, in order to form a public corporation as a cooperative district under and pursuant to the provisions of Chapter 99B of Title 11 of the Code of Alabama 1975 (hereinafter called the "Enabling Law"), do hereby make, sign, execute, acknowledge and file this certificate of incorporation:

ARTICLE ONE

The names of the persons forming this public corporation are:

Ben W. McCrory

Alex A. Dudchock

Dr. John W. Stewart III

Each of the foregoing named persons is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama.

ARTICLE TWO

The period for the duration of the district shall be perpetual, subject to the provisions of the Enabling Law.

ARTICLE THREE

1. The authorizing subdivisions are Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

2. On the ____ day of April, 2012 the governing body of Shelby County, Alabama adopted a resolution and order 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.



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3. On the ____ day of April, 2012 the governing body of the City of Montevallo, 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 B and made a part hereof.

4. On the ____ day of April, 2012 the governing body of the University of Montevallo 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 C and made a part hereof.

ARTICLE FOUR

1. The name of the district shall be "The Montevallo Development Cooperative District" (hereinafter called the "District"). Attached hereto as Exhibit D and made a part hereof is a certificate by the Secretary of State of the State of Alabama stating that the name proposed for the district is not identical to that of any other corporation organized under the laws of the State of Alabama or so nearly similar thereto as to lead to confusion and uncertainty.

2. The location of the principal office of the District (and its post office address) shall be at City Hall, 545 Main Street, Montevallo, Shelby County, Alabama 35115.

ARTICLE FIVE

1. The District proposes to undertake the acquisition, construction and installation of capital improvements consisting of: (a) real and personal property (i) for use by the City of Montevallo, Alabama for general municipal purposes, and (ii) for use by Shelby County, Alabama for the development, support and promotion of economic development and tourism, and (iii) for use by the University of Montevallo for educational and administrative purposes; (b) roads, streets, sidewalks and related facilities for pedestrian and vehicular traffic; (c) public utilities; (d) public park, recreation, and safety facilities; (e) centers for cultural and educational exhibitions and facilities; and (f) accommodations for visitors (the "Project").

2. The area in which the District proposes to acquire and construct the Project is the area within the corporate limits, as at any time in effect, of the City of Montevallo, Alabama.

ARTICLE SIX

1. The District shall be governed by a board of directors which shall be comprised of three (3) persons.



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2. Each authorizing subdivision shall elect a director in the manner provided by law, as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	1
City of Montevallo, Alabama	1
University of Montevallo	1

ARTICLE SEVEN


The proposed name of the District is "The Montevallo Development Cooperative District".

ARTICLE EIGHT

Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall, without further action or consent of any person, pass to and be vested in the authorizing subdivisions of the District as follows: (a) title to property contributed, financed or provided by an authorizing subdivision shall pass to and be vested in that authorizing subdivision, (b) title to property contributed, financed or provided by an authorizing subdivision, and any person or persons who are not authorizing subdivisions, shall pass to and be vested in that authorizing subdivision, and (c) title to property contributed, financed or provided by more than one authorizing subdivision shall pass to and be vested in such authorizing subdivisions as tenants-in-common.

ARTICLE NINE

The application filed with the governing body of each of the authorizing subdivisions in accordance with 11-99B-3 of the Code of Alabama (1975) was identical to the copy thereof attached to this certificate of incorporation as Exhibit E.


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ARTICLE TEN

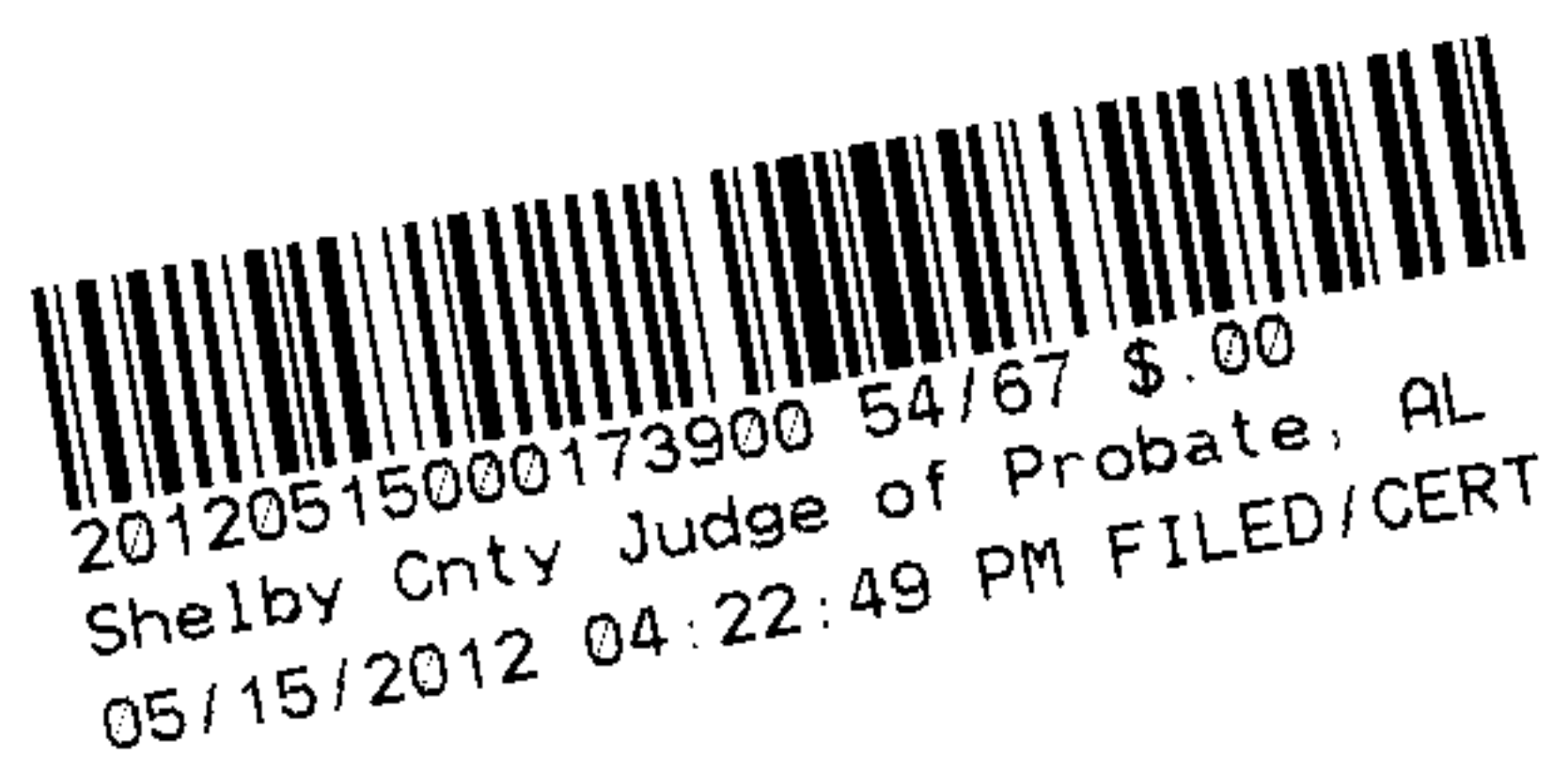
The District shall have all powers conferred on corporations of like nature by the Enabling Law, and any amendment thereof heretofore or hereafter made, and all other powers conferred upon corporations generally by the laws of Alabama not in conflict with the Enabling Law, as heretofore or hereafter amended, provided, however, the District shall not have, and may not exercise, the power of eminent domain (1) with respect to any property to be used for public purposes (i) without the prior approval of the governing body of the City of Montevallo, Alabama by resolution thereof and (ii) outside the corporate limits of the City of Montevallo, Alabama, without the prior approval of the governing body of Shelby County, Alabama by resolution and order thereof, and (2) with respect to any property to be used for private purposes or private business use.

ARTICLE ELEVEN

The District may, in accordance with the Enabling Law, amend this Certificate of Incorporation to provide for the acquisition or construction of any "projects" (within the meaning of the Enabling Law) from time to time, by approval of the governing bodies of Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

ARTICLE TWELVE

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.



IN WITNESS WHEREOF, the undersigned incorporators have signed this certificate of incorporation on this _____ day of April, 2012.

/s/_____

Name: Ben W. McCrory

/s/_____

Name: Alex A. Dudchock

/s/_____

Name: Dr. John W. Stewart III



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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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires: _____


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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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires: _____


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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 Certificate of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Certificate of incorporation, he executed the same voluntarily.

Given under my hand and official seal, this _____ day of _____, 2012.

Notary Public

NOTARIAL SEAL

My commission expires: _____


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Section 2. That the Board of Trustees has reviewed and considered the foregoing application and has found and determined, and does hereby find, determine and declare, that it is wise, expedient, and necessary that the district be formed.

Section 3. That the Board of Trustees does hereby approve the proposed form of certificate of incorporation of the district attached to the foregoing application as hereinabove set forth.

Section 4. That the Board of Trustees does hereby grant permission to incorporate the district and does hereby authorize the persons making such application to form such district by the filing for record of a certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the Code of Alabama 1975.

Section 5. That the Board of Trustees does hereby elect and appoint the following named person as a director of The Montevallo Development Cooperative District for the term of office ending on the date set opposite the name of such person or on such date as the successor thereof is elected and qualified:

Name

Date of End of Term

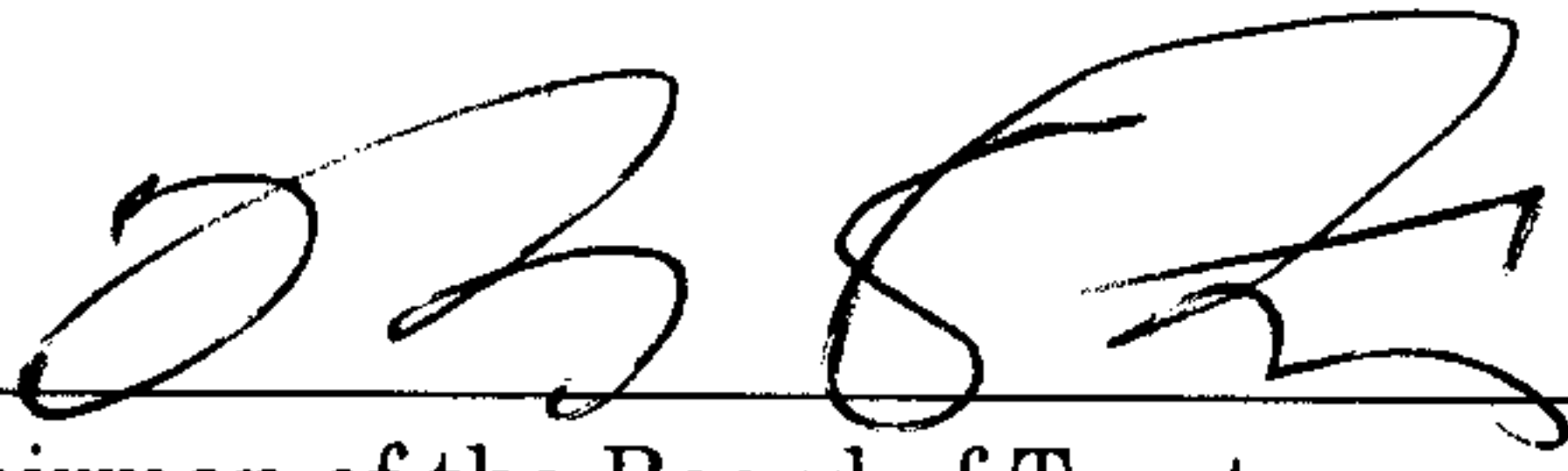
DeAnna M. Smith

Fourth anniversary of the date of filing for record the certificate of incorporation for the cooperative district



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Duly passed and adopted this 9th day of April, 2012.



Chairman of the Board of Trustees

SEAL

Attest: _____

Its: _____

* * *



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After said resolution had been discussed and considered in full by the Board of Trustees, it was moved by Tom Walker that said resolution be now placed upon its final passage and adopted. The motion was seconded by Libby Queen. 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: Unanimous

Nays: None

The Chairman thereupon declared said motion carried and the resolution passed and adopted as introduced and read.


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STATE OF ALABAMA

SHELBY COUNTY

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that (1) I am the duly elected, qualified and acting Secretary to the Board of Trustees of the University of Montevallo (the "University"); (2) as Secretary to the Board of Trustees and Executive Assistant to the President of the University, I have access to all original records of the University 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 Board of Trustees of the University duly held on April 5, 2012, the original of which is on file and of record in the minute book of the Board of Trustees 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 Board of Trustees on such date; (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 Secretary of the University and have affixed the official seal of the University, this 10 day of April, 2012.

Lois R. Cooper

Lois R. Cooper
Secretary to the Board of Trustees and
Executive Assistant to the President

SEAL



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Exhibit D

**Certificate of Secretary of State
of State of Alabama**



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Beth Chapman
Secretary of State

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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

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon examination of the entity records on file in this office, the following entity name is not identical to that of any other corporation organized under the laws of the state or so nearly similar thereto as to lead to confusion and uncertainty in accordance with Alabama Code section 11-99B-4(d)(iii) and is reserved as available:

The Montevallo Development Cooperative District

This domestic non-profit corporation is proposed to be formed in Alabama and is for the exclusive use of Heyward C. Hosch, 1901 6th Avenue North 2400, Birmingham, AL 35203 for a period of one hundred twenty days beginning April 12, 2012 and expiring August 11, 2012.

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.

May 15, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State

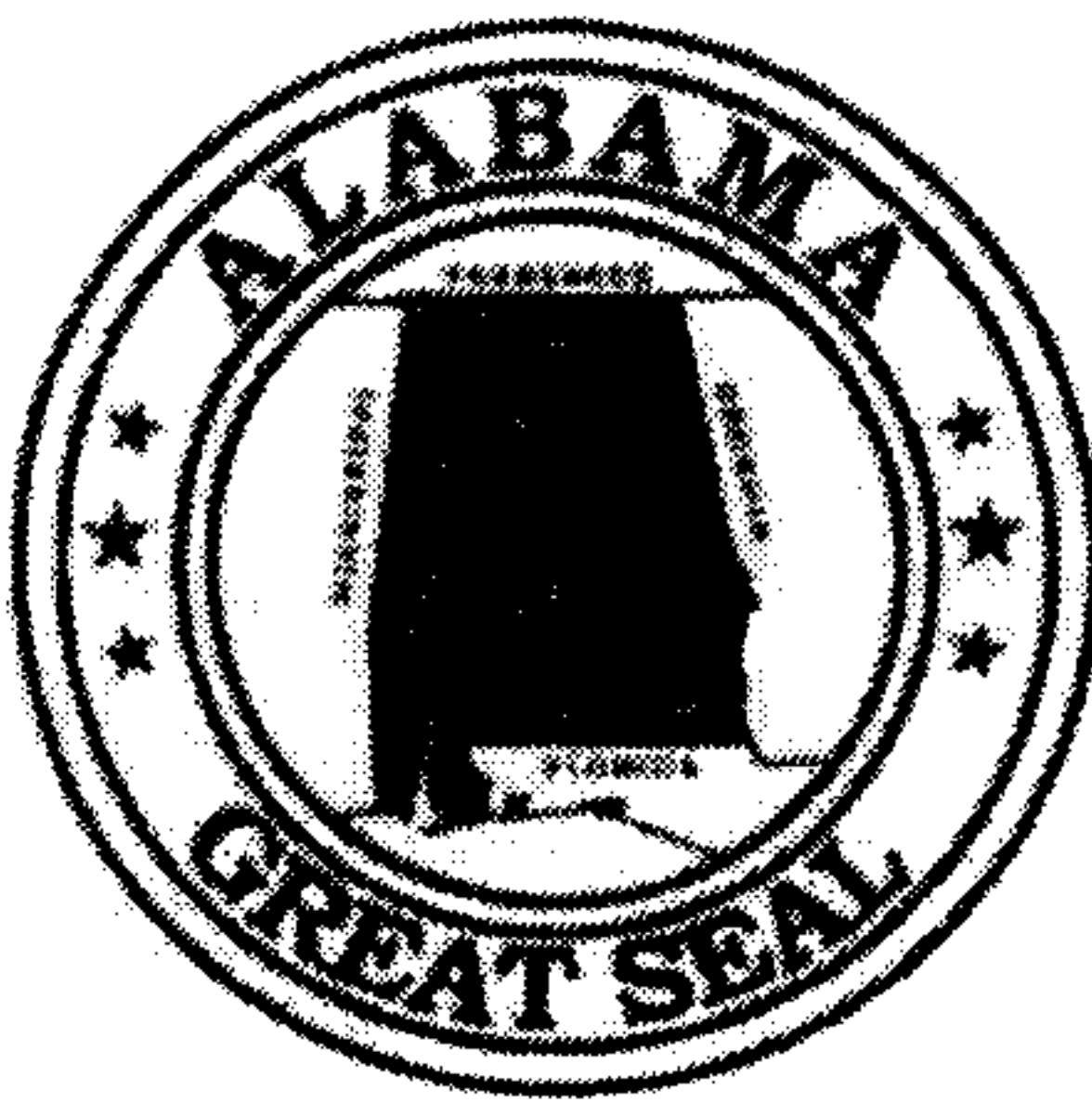
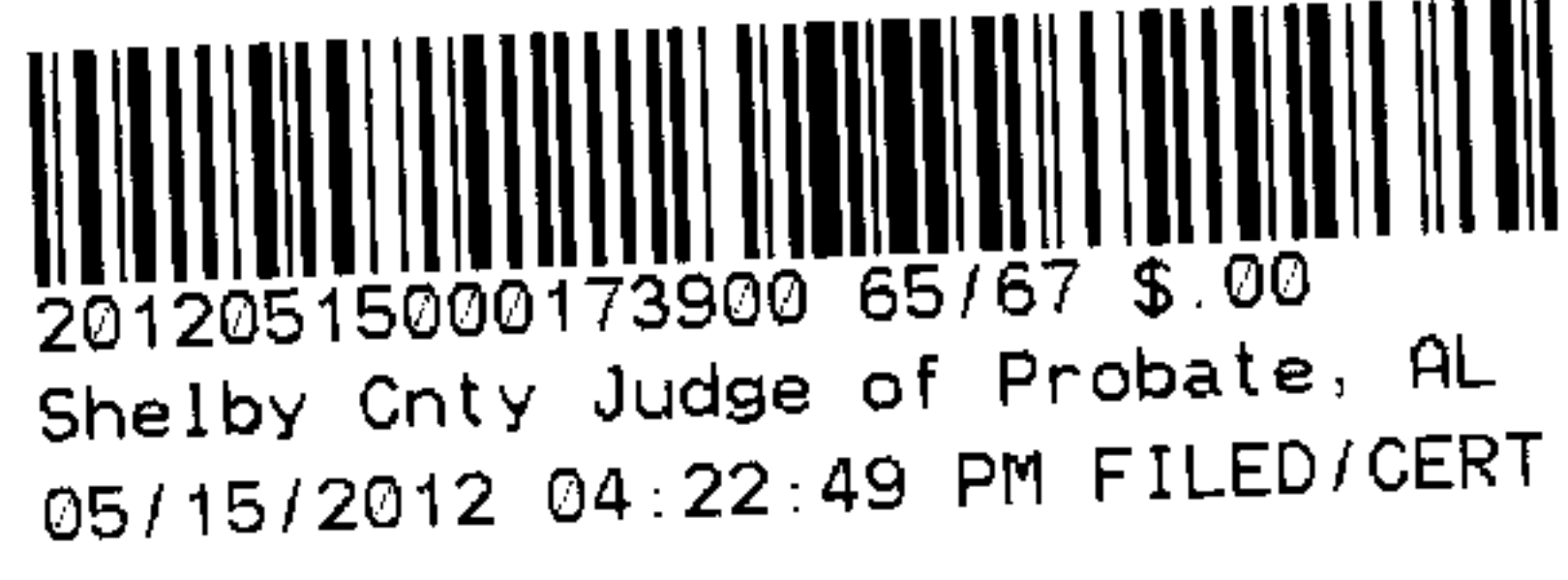


Exhibit E

Application



**APPLICATION FOR AUTHORITY
TO FORM A CAPITAL IMPROVEMENT COOPERATIVE DISTRICT**

TO THE GOVERNING BODIES OF SHELBY COUNTY, ALABAMA AND THE CITY OF MONTEVALLO, ALABAMA AND THE UNIVERSITY OF MONTEVALLO:

We, the undersigned natural persons, each of whom is over the age of 21 years and is a duly qualified elector of Shelby County, Alabama, do hereby make application in writing seeking permission to incorporate a capital improvement cooperative district (the "District") under the provisions of Chapter 99B of Title 11 of the Code of Alabama 1975 and file this Application:

1. The District proposes to undertake the acquisition, construction and installation of capital improvements consisting of: (a) real and personal property (i) for use by the City of Montevallo, Alabama for general municipal purposes, and (ii) for use by Shelby County, Alabama for the development, support and promotion of economic development and tourism, and (iii) for use by the University of Montevallo for educational and administrative purposes; (b) roads, streets, sidewalks and related facilities for pedestrian and vehicular traffic; (c) public utilities; (d) public park, recreation, and safety facilities; (e) centers for cultural and educational exhibitions and facilities; and (f) accommodations for visitors (the "Project").

2. The area in which the District proposes to acquire and construct the Project is the area within the corporate limits, as at any time in effect, of the City of Montevallo, Alabama.

3. The proposed members of the District are Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo.

4. The District shall be governed by a board of directors which shall be comprised of three (3) persons. Each authorizing subdivision shall elect a director in the manner provided by law, as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	1
City of Montevallo, Alabama	1
University of Montevallo	1

5. The proposed location of the principal office of the District shall be at City Hall, 545 Main Street, Montevallo, Shelby County, Alabama 35115.

6. Each of the applicants is a duly qualified elector of Shelby County, Alabama.



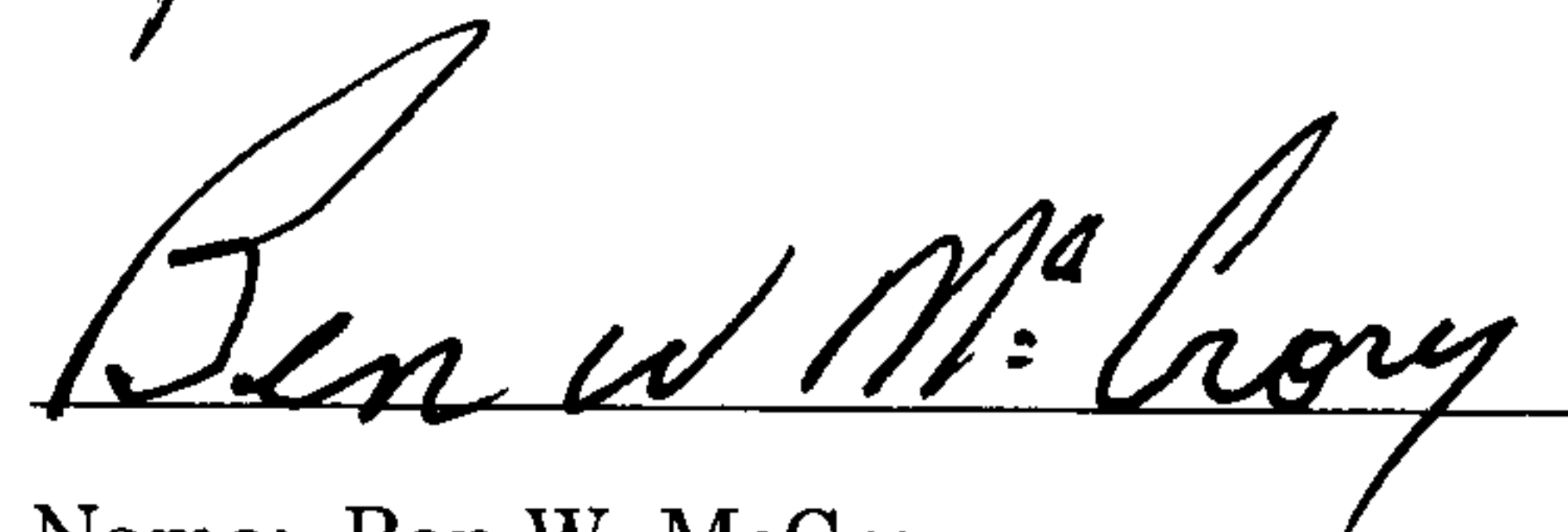
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7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall, without further action or consent of any person, pass to and be vested in the authorizing subdivisions of the District as follows: (a) title to property contributed, financed or provided by an authorizing subdivision shall pass to and be vested in that authorizing subdivision, (b) title to property contributed, financed or provided by an authorizing subdivision, and any person or persons who are not authorizing subdivisions, shall pass to and be vested in that authorizing subdivision, and (c) title to property contributed, financed or provided by more than one authorizing subdivision shall pass to and be vested in such authorizing subdivisions as tenants-in-common.

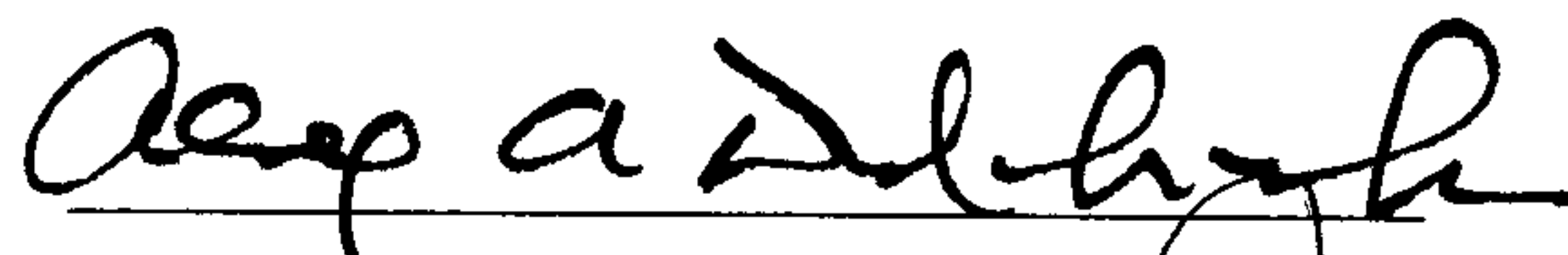
8. The undersigned hereby request that each of the governing bodies of Shelby County, Alabama and the City of Montevallo, Alabama and the University of Montevallo adopt a resolution declaring that it is wise, expedient, and necessary that the proposed District be formed and authorizing the undersigned to proceed to form the proposed District by the filing for record of a certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the CODE OF ALABAMA 1975.

9. A copy of the proposed form of certificate of incorporation for such District is attached hereto as Exhibit A and made a part hereof.

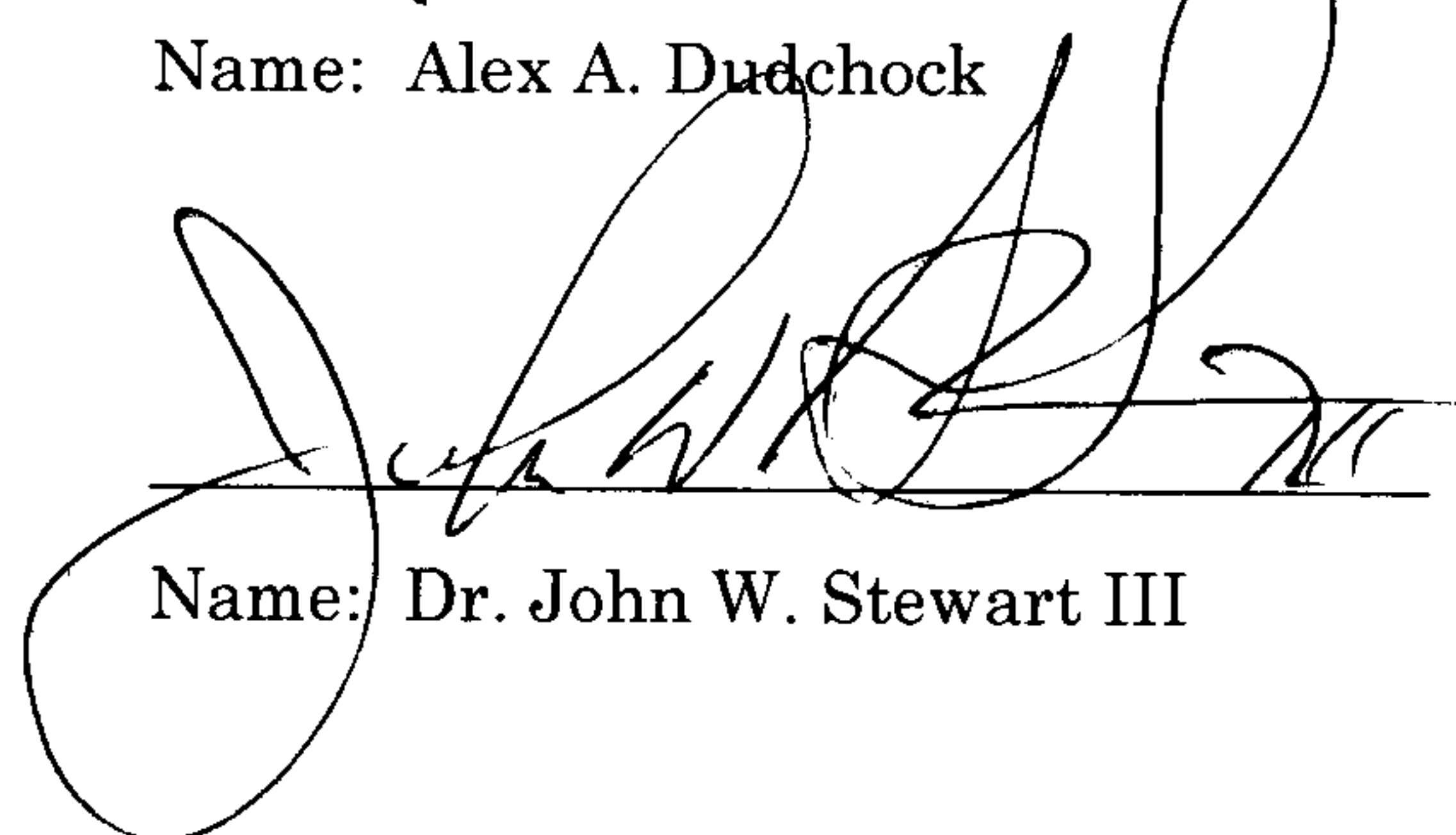
WITNESS OUR SIGNATURES this 14th day of April 2012.



Name: Ben W. McCrory



Name: Alex A. Dudchock



Name: Dr. John W. Stewart III

