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Shelby Cnty Judge of Probate, AL
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**CERTIFICATE OF INCORPORATION
OF
THE DUNNAVANT SQUARE COOPERATIVE DISTRICT OF SHELBY COUNTY, ALABAMA**

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, together with the residence of each of such persons, are:

<u>Name</u>	<u>Residence</u>
Randy Cole	1028 Cole Circle Birmingham, AL 35242
Chad Scroggins	57 Burnham Street Birmingham, AL 35242
Christie Pannell Hester	5549 Parkview Circle Birmingham, AL 35242

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 The Dunnivant Square Improvement District (the "Improvement District"), and Shelby County, Alabama.

2. On the 16th day of June, 2016 the governing body of Improvement District 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 25th day of April, 2016 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 B and made a part hereof.

ARTICLE FOUR

The name of the district shall be "The Dunnivant Square Cooperative District of Shelby County, Alabama" (hereinafter called the "District"). Attached hereto as Exhibit C 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.

The location of the principal office of the District (and its post office address) shall be 1123 County Services Drive, Pelham, AL 35124 within the Shelby County Department of Development Services.

ARTICLE FIVE

1. The District proposes to acquire, construct and install capital improvements for public infrastructure within the jurisdiction of the District which shall include, without limitation, public roads, streets, public ways, sidewalks, facilities for parking of vehicles, landscaping, public park facilities, lighting, facilities for the provision of water, sewer, gas, electric power and cable television service, facilities for waste disposal, facilities for fire protection and public safety and security, drainage and flood control facilities and improvements, and related infrastructure improvements (collectively the "Project").

2. The area in which the District proposes to acquire the Project is (i) the area within the geographic jurisdiction of the Improvement District (referenced in Article Three) or established by the Articles of Incorporation thereof, and (ii) the area within the right-of-way, and the area necessary for the construction, improvement, maintenance, and repair, of any public road, street or thoroughfare which is owned by Shelby County, Alabama, and which is situated within Shelby County, Alabama (within or without the corporate limits of any municipality).



ARTICLE SIX

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

The number of directors which the governing body of each authorizing subdivision shall be entitled to elect are as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	2
Improvement District	1

ARTICLE SEVEN

The proposed name of the District is "The Dunnivant Square Cooperative District of Shelby County, Alabama".

ARTICLE EIGHT

Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

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 D.

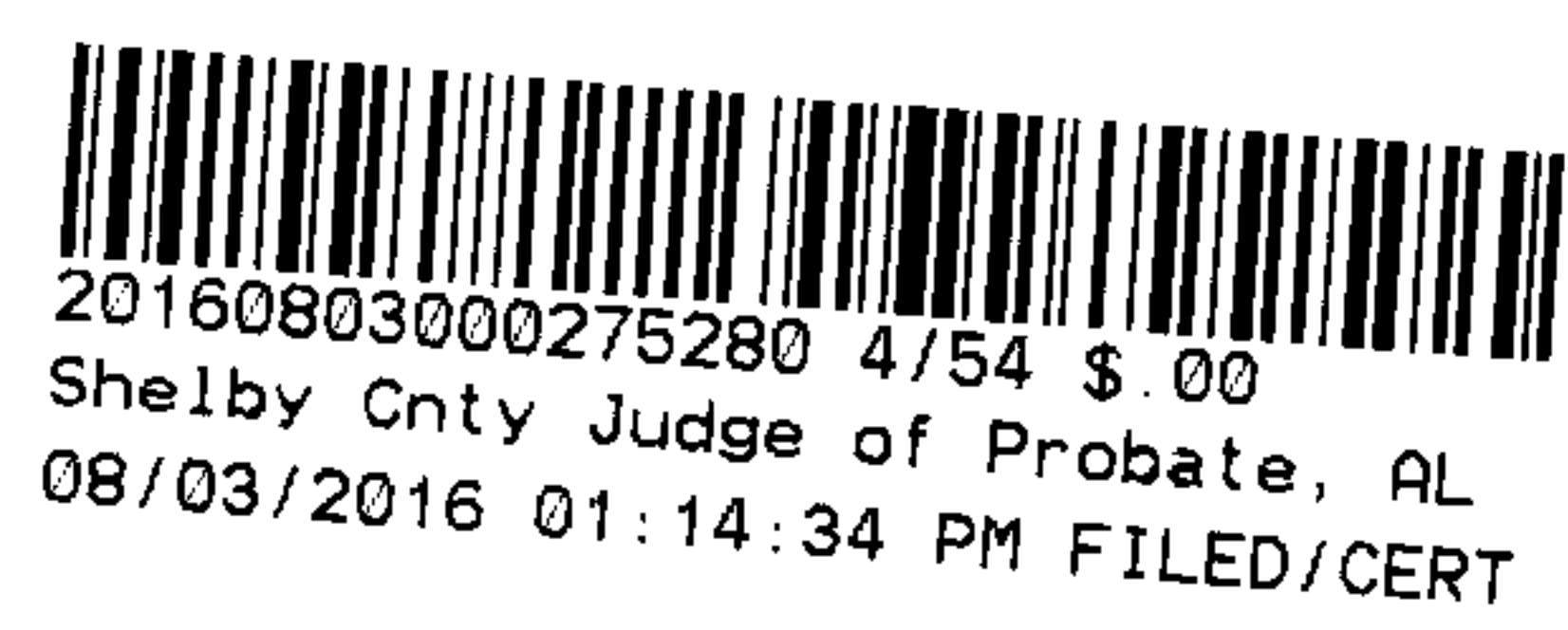
ARTICLE TEN

1. 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.

2. The District shall not levy or charge any fee, rate, license thereof or make any adjustment or other change under the Enabling Law (including Sections 11-99B-7(21) and 11-99B-11) without the unanimous approval thereof by the board of directors of the District.

ARTICLE ELEVEN

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 7th day of June, 2016.

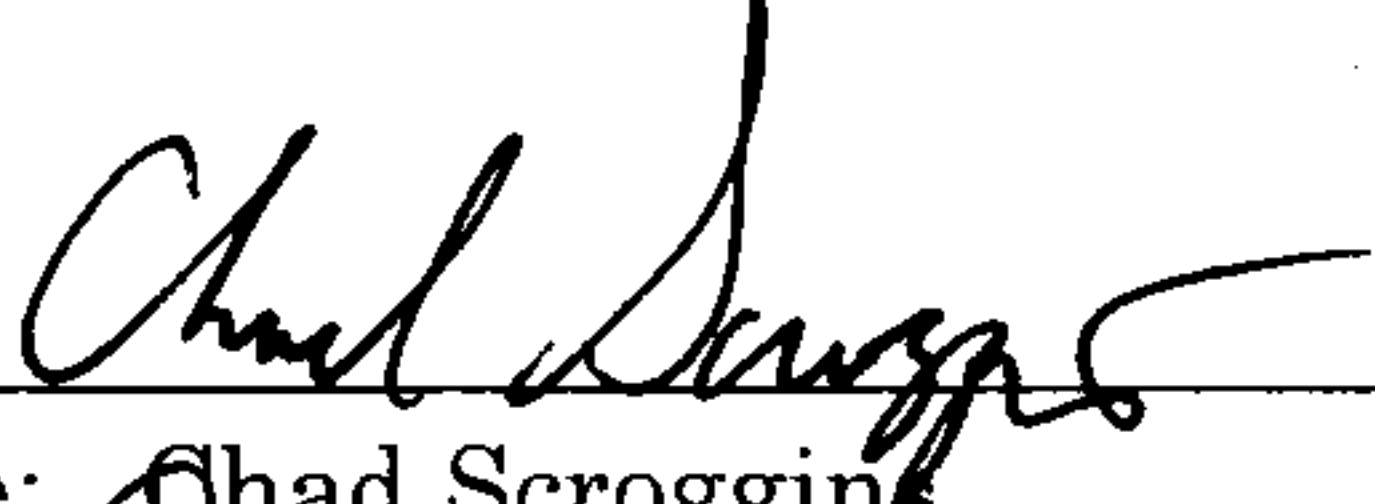

Name: Kenneth R. Cole

Name: Chad Scroggins

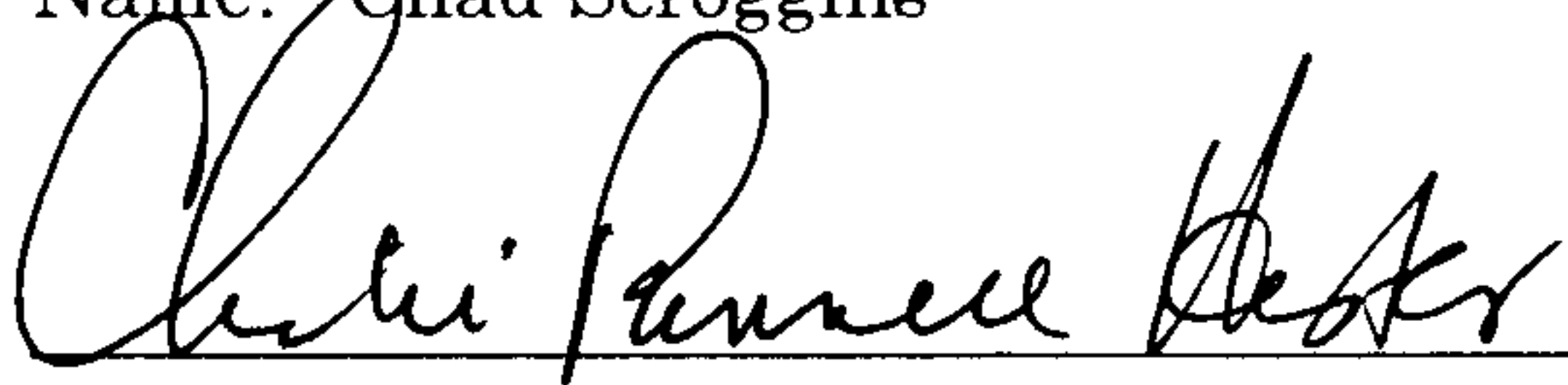
Name: Christie Pannell Hester

IN WITNESS WHEREOF, the undersigned incorporators have signed this certificate of incorporation on this 7 day of June, 2016.

Name: Kenneth R. Cole



Name: Chad Scroggins



Name: Christie Pannell Hester



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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 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 Kenneth R. Cole, 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 7 day of June, 2016.

Janny G Shaw
Notary Public

NOTARIAL SEAL

My commission expires: 2/15/17



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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 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 Chad Scroggins, 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 1 day of June, 2016.

Reena Bearden
Notary Public

NOTARIAL SEAL

My commission expires: 8/28/16



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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 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 Christie Pannell Hester, 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, she executed the same voluntarily.

Given under my hand and official seal, this 7 day of June, 2016.

Roena Bearden

Notary Public

NOTARIAL SEAL

My commission expires: 8/28/16



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Shelby Cnty Judge of Probate, AL
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EXHIBIT A

ARTICLE THREE

Authorizing Resolution of Improvement District



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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

THE DUNNAVANT SQUARE IMPROVEMENT DISTRICT

Adoption of Resolution Regarding Formation of The Dunnavant Square Cooperative District of Shelby County, Alabama

The undersigned Board of Directors (the "Board") of The Dunnavant Square Improvement District (the "Improvement District") met at 9:00 a.m. at 5300 Cahaba River Road, Suite 200 in the City of Birmingham, Alabama on the 16th day of June, 2016.

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

Present: William L. Thornton, III
Lauren E. Thornton

Absent: Mary T. Tyler

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

*

*

*

The following resolution was introduced in writing, duly seconded and unanimously adopted by the vote of all members of the Board of Directors present:

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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

A RESOLUTION APPROVING THE ELECTION OF OFFICERS

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DUNNAVANT SQUARE IMPROVEMENT DISTRICT that the election or appointment of the following named persons to the following offices is hereby made, approved, ratified and confirmed for a term ending on such date as their successors are chosen and qualify in their stead:

<u>Name</u>	<u>Office</u>
William L. Thornton, III	Chairman
Mary T. Tyler	Vice-Chairman/Assistant Secretary
Lauren E. Thornton	Secretary

*

*

*

The following resolution was introduced in writing, duly seconded and unanimously adopted by the vote of all members of the Board of Directors present:

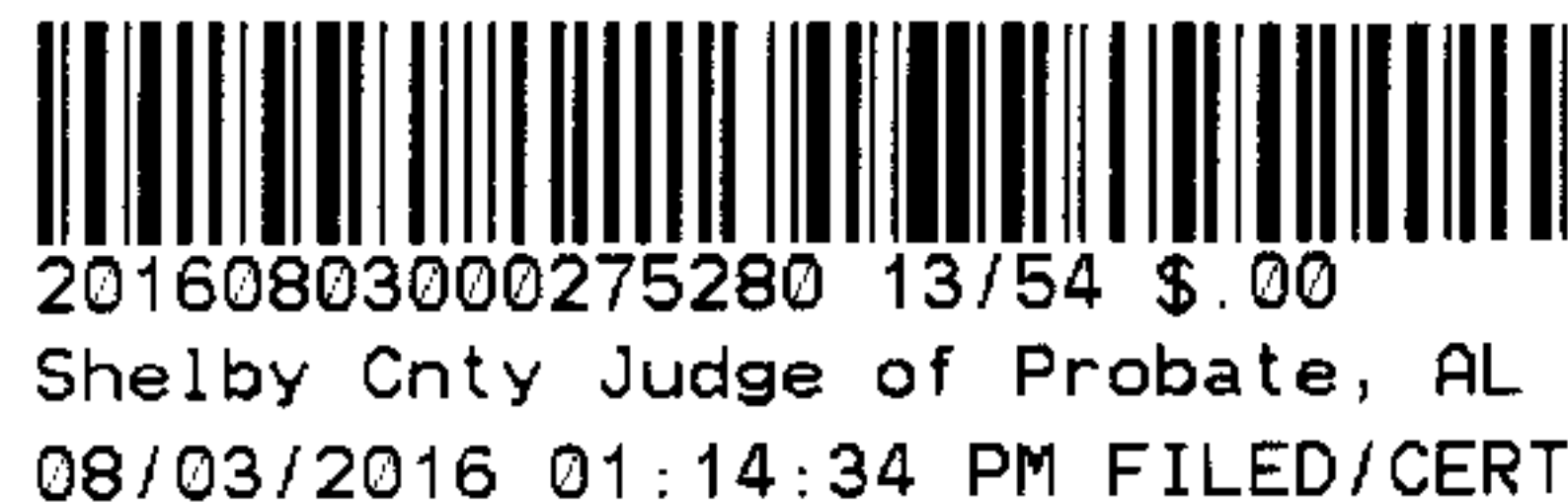


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Shelby Cnty Judge of Probate, AL
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**A RESOLUTION APPROVING AN APPLICATION TO INCORPORATE A
CAPITAL IMPROVEMENT COOPERATIVE DISTRICT OF THE
DUNNAVANT SQUARE IMPROVEMENT DISTRICT AND SHELBY COUNTY,
ALABAMA AND AUTHORIZING SUCH INCORPORATION**

BE IT RESOLVED AND ORDERED BY THE BOARD OF DIRECTORS OF THE
DUNNAVANT SQUARE IMPROVEMENT DISTRICT, as follows:

Section 1. That the Board of Directors (the "Board") of The Dunnavant Square Improvement District (the "Improvement District"), 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 Improvement District pursuant to Chapter 99B of Title 11 of the Code of Alabama 1975 (the "Enabling Law"), 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 THE DUNNAVANT SQUARE IMPROVEMENT DISTRICT
AND SHELBY COUNTY, ALABAMA:

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 acquire, construct and install capital improvements for public infrastructure within the jurisdiction of the District which shall include, without limitation, public roads, streets, public ways, sidewalks, facilities for parking of vehicles, landscaping, public park facilities, lighting, facilities for the provision of water, sewer, gas, electric power and cable television service, facilities for waste disposal, facilities for fire protection and public safety and security, drainage and flood control facilities and improvements, and related infrastructure improvements (collectively the "Project").

2. The area in which the District proposes to acquire the Project is (i) the area within the geographic jurisdiction of the Improvement District (hereinafter defined) or established by the Articles of Incorporation thereof, and (ii) the area within the right-of-way, and the area necessary for the construction, improvement, maintenance, and repair, of any public road, street or thoroughfare which is owned by Shelby County, Alabama, and which is situated within Shelby County, Alabama (within or without the corporate limits of any municipality).

3. The proposed members of the District are The Dunnavant Square Improvement District (the "Improvement District") and Shelby County, Alabama.

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

The number of directors which the governing body of each authorizing subdivision shall be entitled to elect are as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	2
Improvement District	1

5. The proposed location of the principal office of the District shall be 1123 County Services Drive, Pelham, AL 35124 within the Shelby County Department of Development Services.

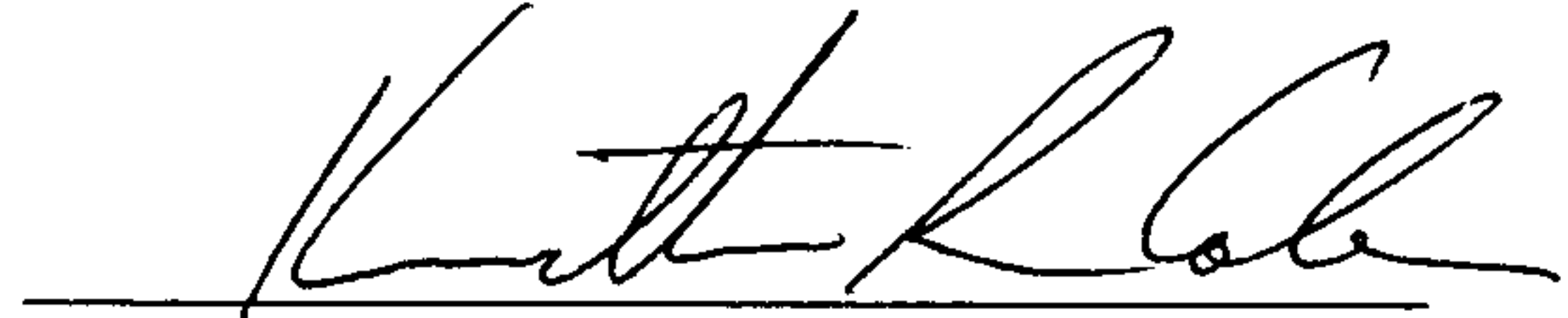
6. Each of the applicants elected by Shelby County, Alabama is a duly qualified elector of Shelby County, Alabama.

7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

8. The undersigned hereby requests that each of the governing bodies of the Improvement District, and Shelby County, Alabama, 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 25th day of April, 2016.


Name: Kenneth R. Cole

Name: Chad Scroggins

Name: Christie Pannell Hester



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Shelby Cnty Judge of Probate, AL
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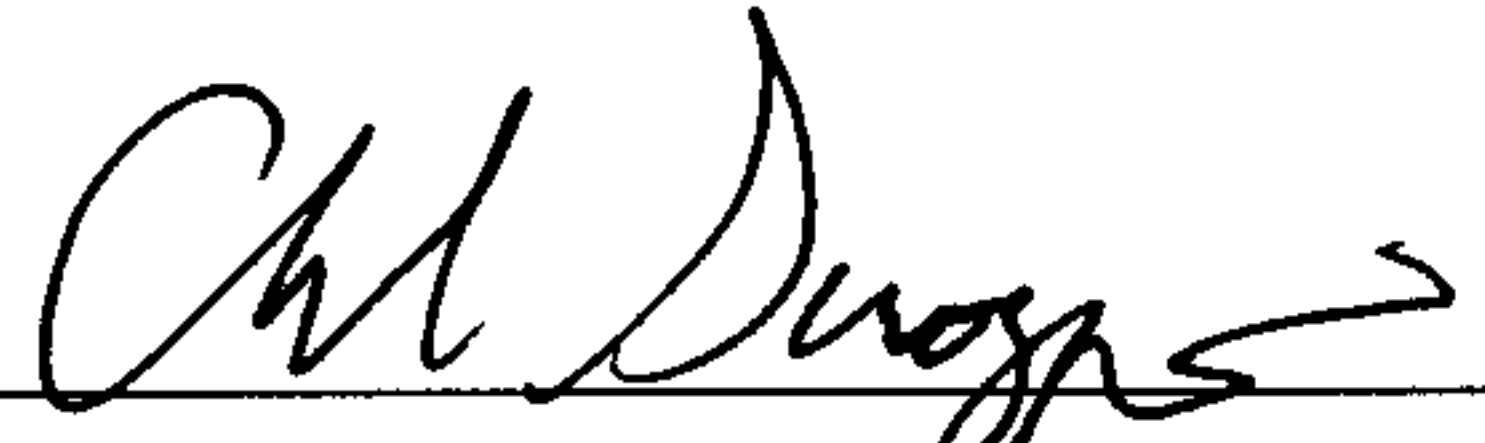
7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

8. The undersigned hereby requests that each of the governing bodies of the Improvement District, and Shelby County, Alabama, 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.

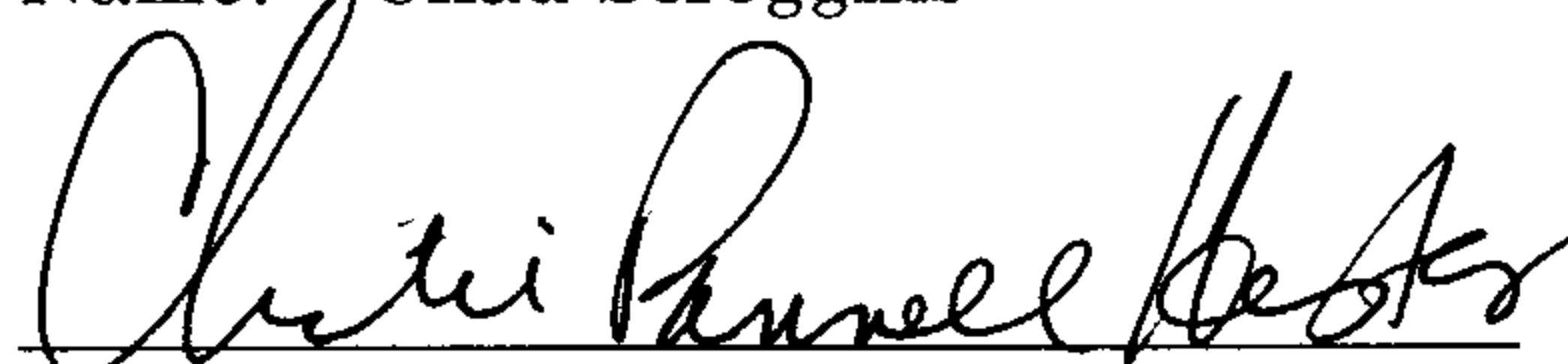
9. A copy of the proposed form of certificate of incorporation for such District is attached hereto as Exhibit A and made a part hereof.

WITNESS OUR SIGNATURES this 25th day of April, 2016.

Name: Kenneth R. Cole



Name: Chad Scroggins



Name: Christie Pannell Hester

EXHIBIT A

Proposed Certificate of Incorporation



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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

**CERTIFICATE OF INCORPORATION
OF
THE DUNNAVANT SQUARE COOPERATIVE DISTRICT OF SHELBY COUNTY, ALABAMA**

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

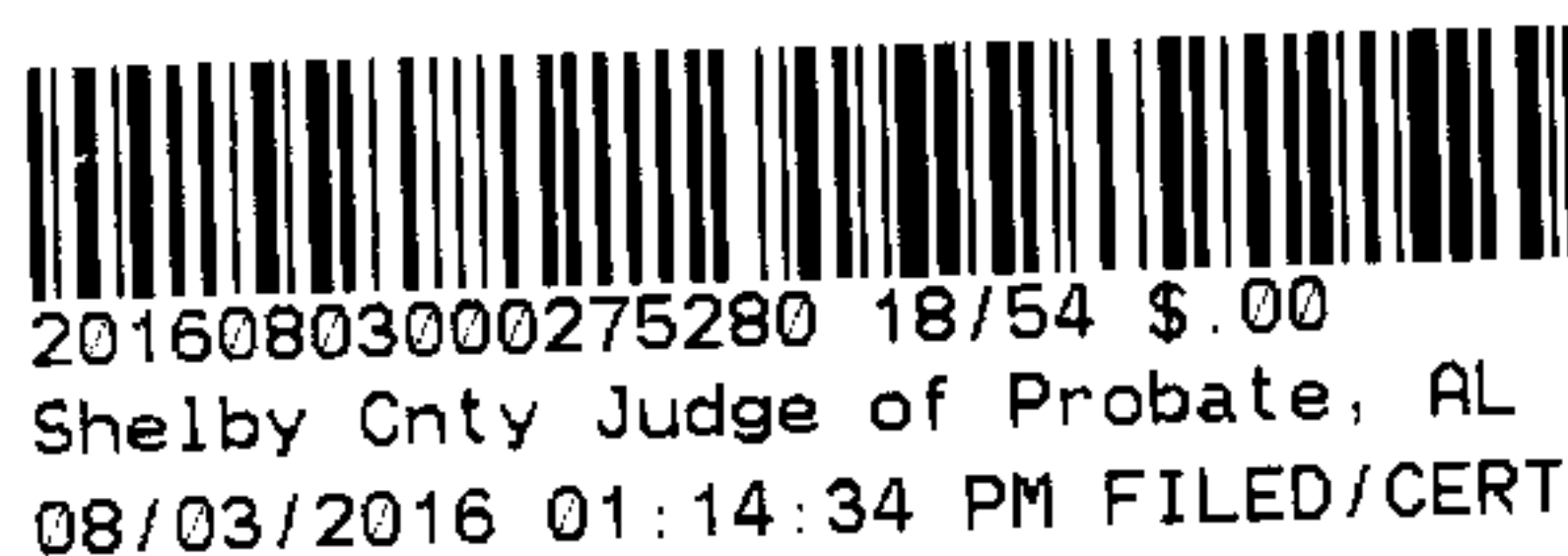
The names of the persons forming this public corporation, together with the residence of each of such persons, are:

<u>Name</u>	<u>Residence</u>
Randy Cole	1028 Cole Circle Birmingham, AL 35242
Chad Scroggins	57 Burnham Street Birmingham, AL 35242
Christie Pannell Hester	5549 Parkview Circle Birmingham, AL 35242

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 The Dunnivant Square Improvement District (the "Improvement District"), and Shelby County, Alabama.

2. On the ____ day of _____, 2016 the governing body of Improvement District 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 ____ day of _____, 2016 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 B and made a part hereof.

ARTICLE FOUR

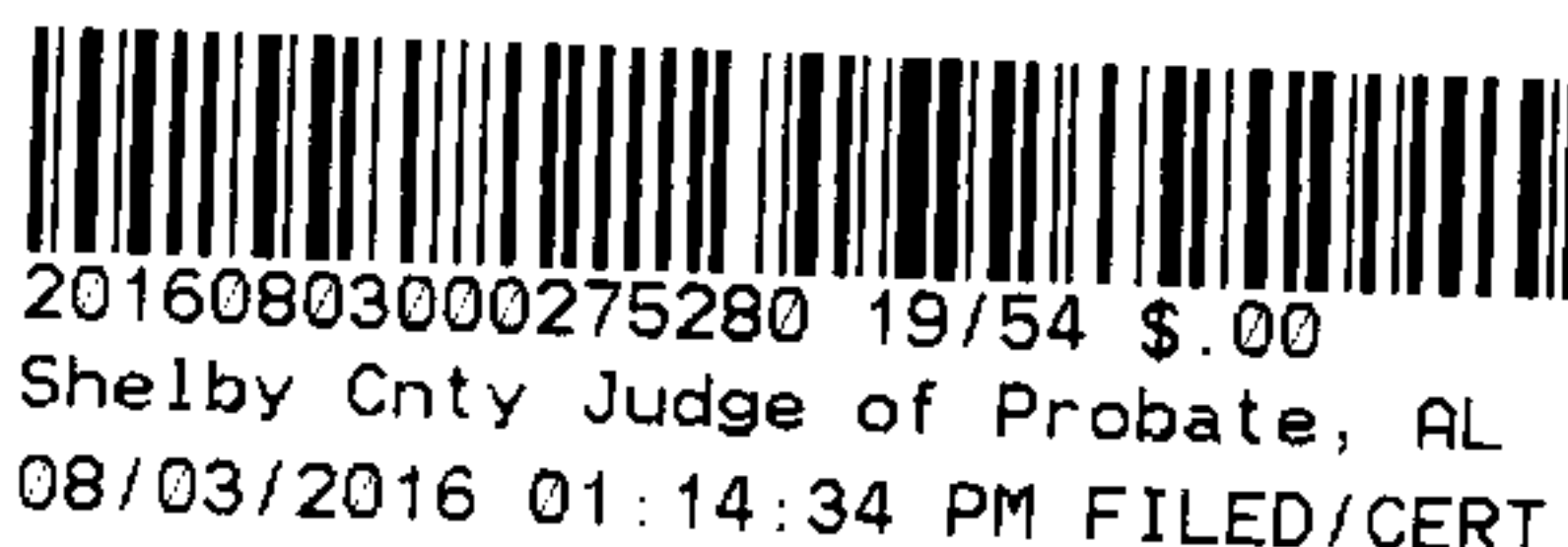
The name of the district shall be "The Dunnivant Square Cooperative District of Shelby County, Alabama" (hereinafter called the "District"). Attached hereto as Exhibit C and made a part hereof is a certificate by the Secretary of State of the State of Alabama stating that the name proposed for the district 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.

The location of the principal office of the District (and its post office address) shall be 1123 County Services Drive, Pelham, AL 35124 within the Shelby County Department of Development Services.

ARTICLE FIVE

1. The District proposes to acquire, construct and install capital improvements for public infrastructure within the jurisdiction of the District which shall include, without limitation, public roads, streets, public ways, sidewalks, facilities for parking of vehicles, landscaping, public park facilities, lighting, facilities for the provision of water, sewer, gas, electric power and cable television service, facilities for waste disposal, facilities for fire protection and public safety and security, drainage and flood control facilities and improvements, and related infrastructure improvements (collectively the "Project").

2. The area in which the District proposes to acquire the Project is (i) the area within the geographic jurisdiction of the Improvement District (referenced in Article Three) or established by the Articles of Incorporation thereof, and (ii) the area within the right-of-way, and the area necessary for the construction, improvement, maintenance, and repair, of any public road, street or thoroughfare which is owned by Shelby County, Alabama, and which is situated within Shelby County, Alabama (within or without the corporate limits of any municipality).



ARTICLE SIX

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

The number of directors which the governing body of each authorizing subdivision shall be entitled to elect are as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	2
Improvement District	1

ARTICLE SEVEN

The proposed name of the District is "The Dunnivant Square Cooperative District of Shelby County, Alabama".

ARTICLE EIGHT

Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

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 D.

ARTICLE TEN

1. 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.

2. The District shall not levy or charge any fee, rate, license thereof or make any adjustment or other change under the Enabling Law (including Sections 11-99B-7(21) and 11-99B-11) without the unanimous approval thereof by the board of directors of the District.

ARTICLE ELEVEN

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 _____, 2016.

Name: Kenneth R. Cole

Name: Chad Scroggins

Name: Christie Pannell Hester


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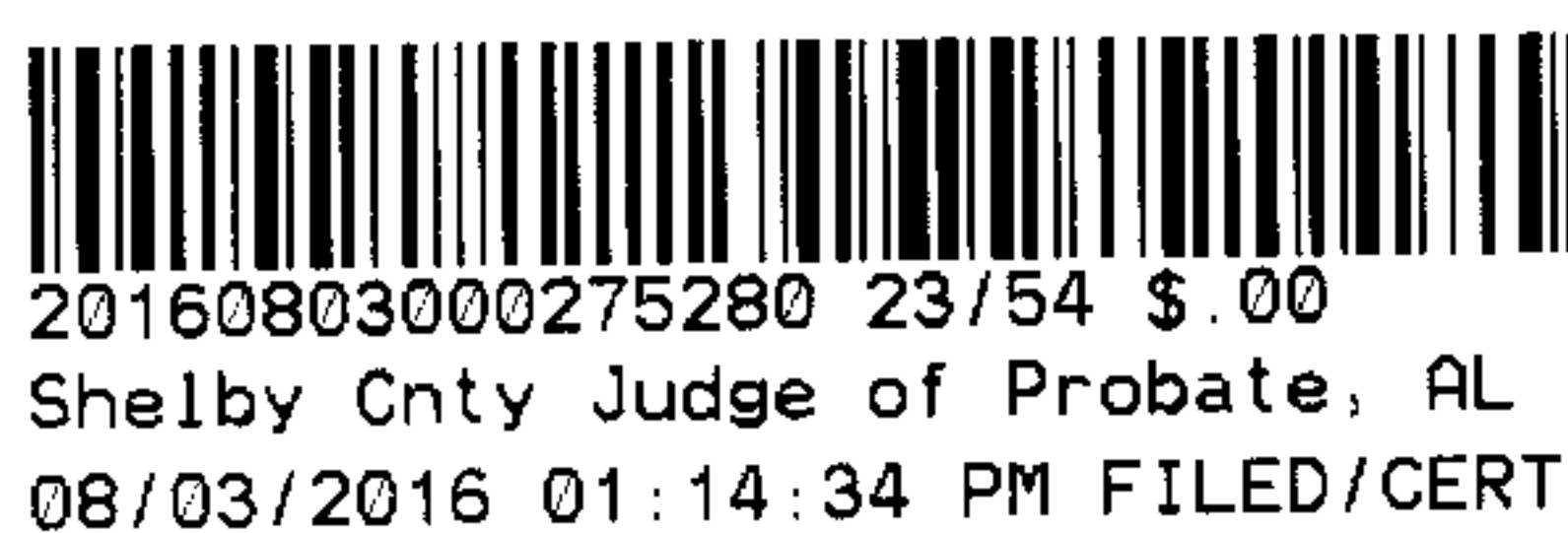
Section 2. That the Board has reviewed and considered the foregoing application and has found and determined and does hereby find and determine as a matter of fact that it is wise, expedient, and necessary that the district be formed.

Section 3. That the Board 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 does hereby grant permission to incorporate the district and does hereby authorize the persons making such application to proceed to form such district pursuant to the Enabling Law.

Section 5. That the Board does hereby elect and appoint the following named person to the initial board of directors of The Dunnavant Square Cooperative District of Shelby County, Alabama for the term of office ending on the date set opposite his name or on such date as the respective successor thereof is elected and qualified in his stead:

<u>Name</u>	<u>Date of End of Term</u>
William L. Thornton	April 25, 2022

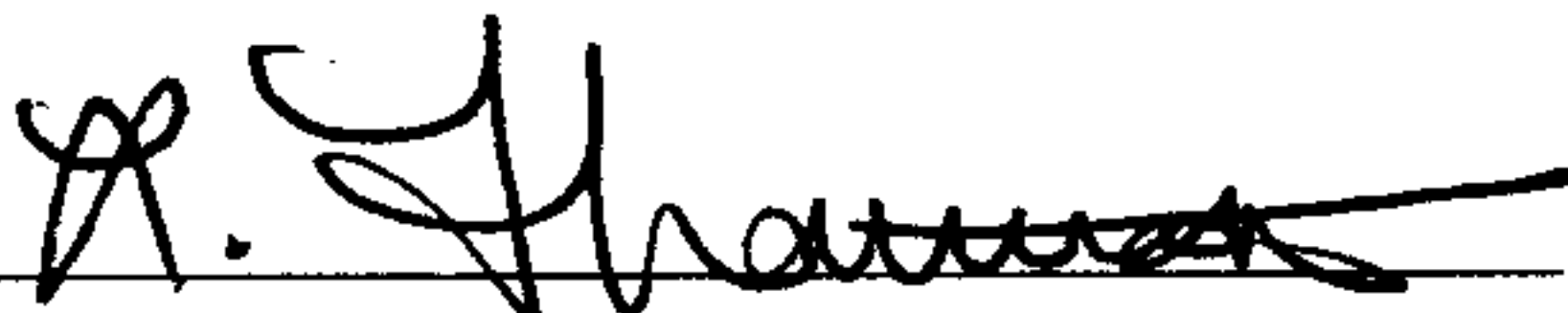


Duly passed and adopted this 16th day of June, 2016.



Chairman

SEAL

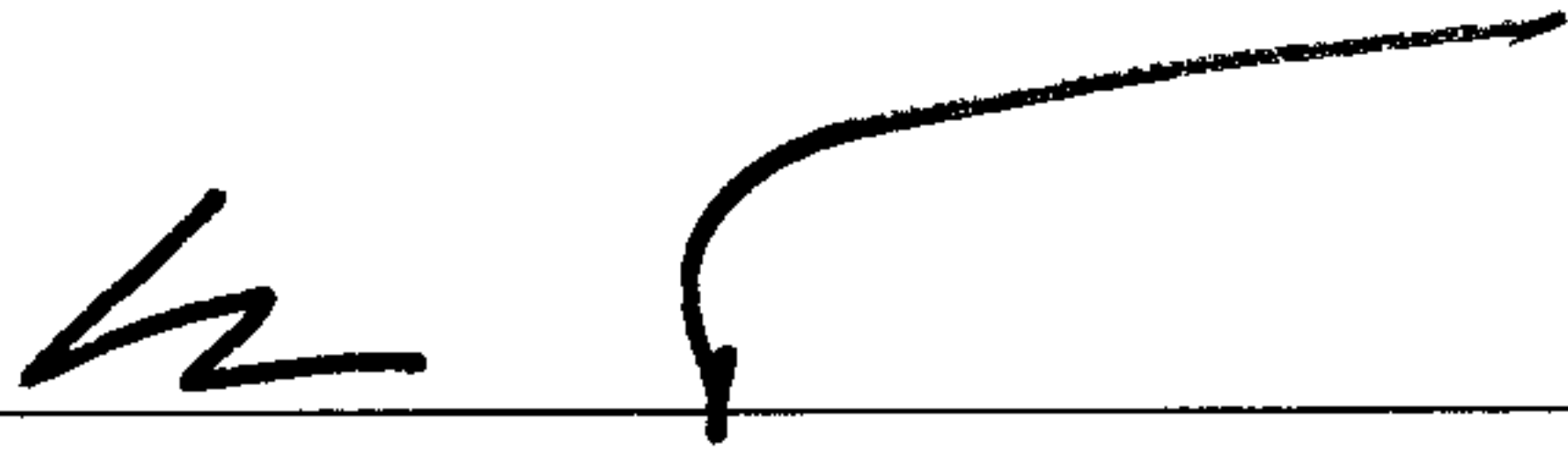
Attest: 
Secretary


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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

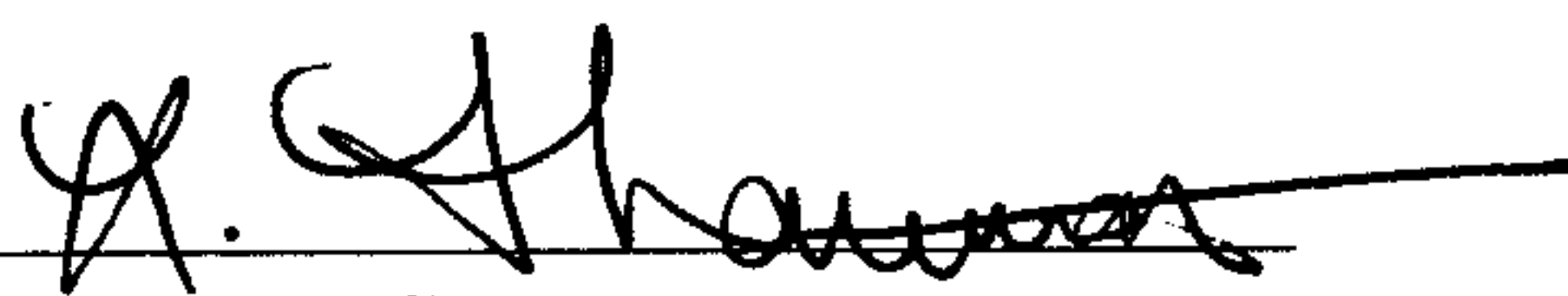
* * *

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

SEAL

Attest: 
Secretary



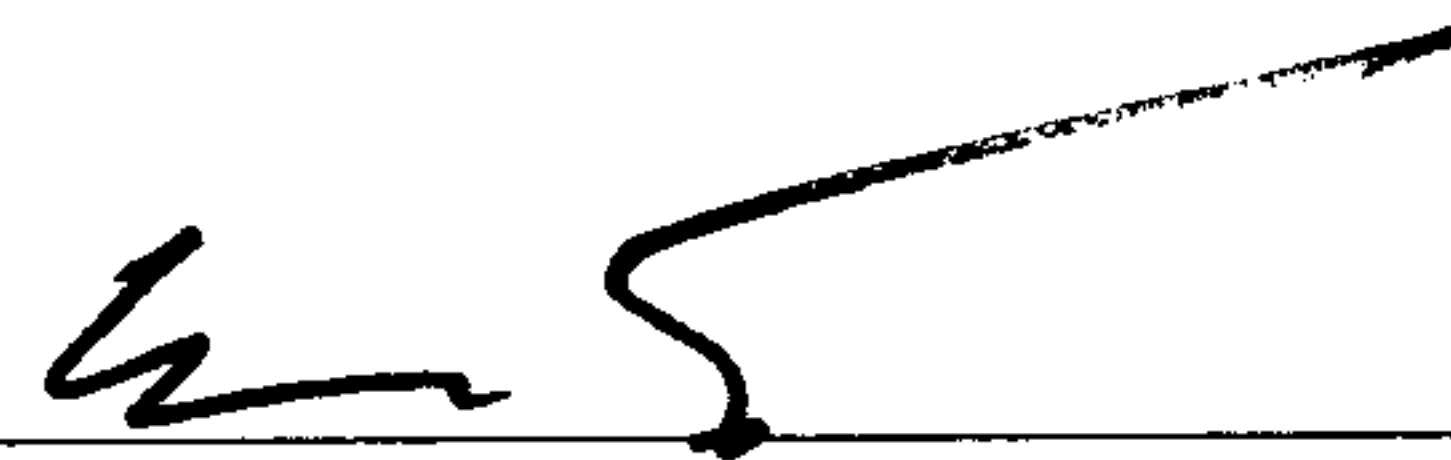
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08/03/2016 01:14:34 PM FILED/CERT

STATE OF ALABAMA
SHELBY COUNTY

CERTIFICATE OF CHAIRMAN OF THE BOARD OF DIRECTORS
OF THE DUNNAVANT SQUARE IMPROVEMENT DISTRICT

I, the undersigned, do hereby certify that (1) I am the duly appointed, qualified and acting Chairman of the Board of Directors (the "Board") of The Dunnavant Square Improvement District (the "Improvement District"); (2) as Chairman of the Board I have access to all original records of the Board 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 meeting of the Board duly held on June 16, 2016, the original of which is on file and of record in the minute book of the Board in my custody; (4) the resolutions set forth in such excerpts are complete, verbatim and compared copies of such resolutions as introduced and adopted by the Board on such date; (5) said resolutions are in full force and effect and have not been repealed, amended or changed.

IN WITNESS WHEREOF, I have hereunto set my hand as Chairman of the Board of the Improvement District and have affixed the official seal of the Improvement District, this 3rd day of August, 2016.



Chairman of the Board of Directors of The
Dunnavant Square Improvement District

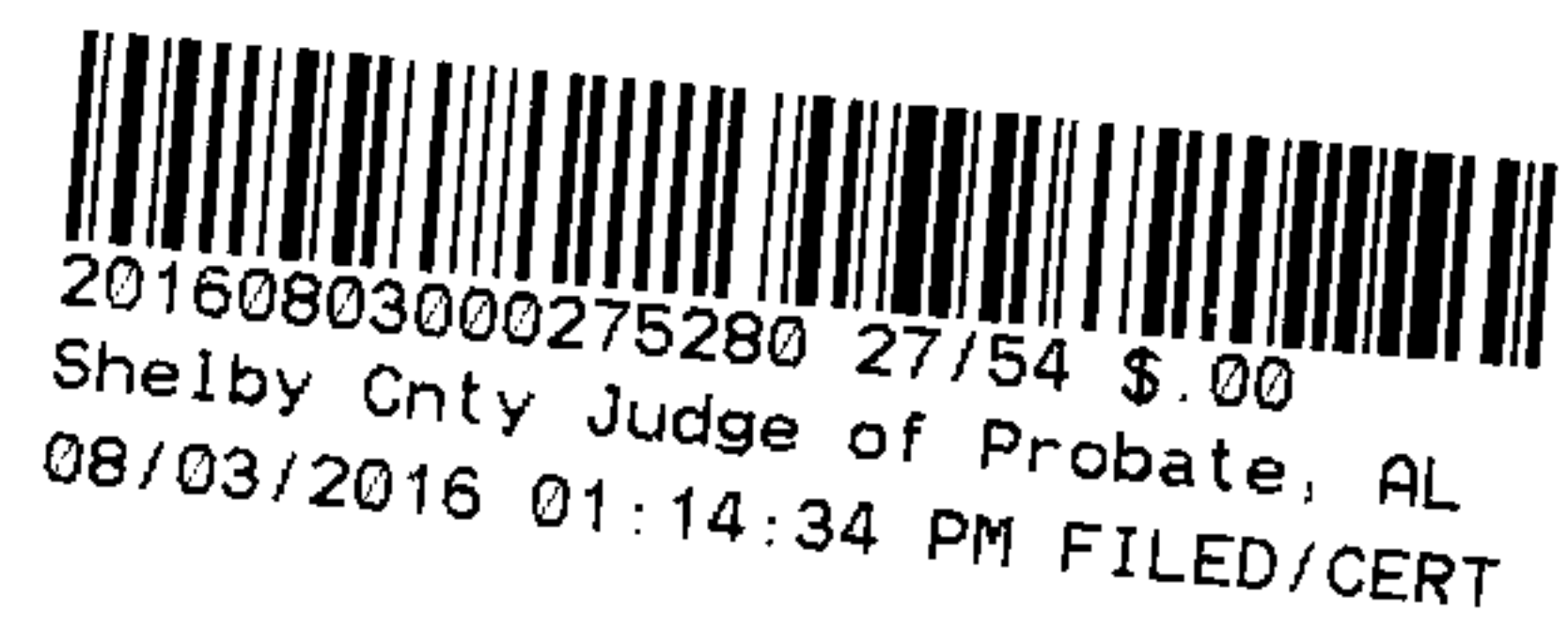
SEAL


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Shelby Cnty Judge of Probate, AL
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EXHIBIT B

ARTICLE THREE

Authorizing Resolution of Shelby County, Alabama



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

**Adoption of Resolution and Order for:
The Dunnivant Square Cooperative District of Shelby County, Alabama**

The Shelby County Commission met in regular public session at the Shelby County Administration Building in the City of Columbiana, Alabama, at 6:00 p.m. on the 25th day of April, 2016.

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

Present: Rick Shepherd, District 8 (Chairman)
Corley Ellis, District 1
Daniel M. Acker, District 4
Elwyn Bearden, District 5
Mike Vest, District 6
Lindsey Allison, District 7
Robbie Hayes, District 9

Absent: Jon Parker, District 3 (Vice Chairman)
Tommy Edwards, District 2

* * *

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 read by the Shelby County Commission:



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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

**A RESOLUTION AND ORDER APPROVING AN APPLICATION TO
INCORPORATE A CAPITAL IMPROVEMENT COOPERATIVE DISTRICT
OF THE DUNNAVANT SQUARE IMPROVEMENT DISTRICT AND SHELBY
COUNTY, ALABAMA AND AUTHORIZING SUCH INCORPORATION**

BE IT RESOLVED AND ORDERED BY THE SHELBY COUNTY COMMISSION, as follows:

Section 1. That the Shelby 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, Alabama pursuant to Chapter 99B of Title 11 of the Code of Alabama 1975 (the "Enabling Law"), 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 THE DUNNAVANT SQUARE IMPROVEMENT DISTRICT
AND SHELBY COUNTY, ALABAMA:

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 acquire, construct and install capital improvements for public infrastructure within the jurisdiction of the District which shall include, without limitation, public roads, streets, public ways, sidewalks, facilities for parking of vehicles, landscaping, public park facilities, lighting, facilities for the provision of water, sewer, gas, electric power and cable television service, facilities for waste disposal, facilities for fire protection and public safety and security, drainage and flood control facilities and improvements, and related infrastructure improvements (collectively the "Project").

2. The area in which the District proposes to acquire the Project is (i) the area within the geographic jurisdiction of the Improvement District (hereinafter defined) or established by the Articles of Incorporation thereof, and (ii) the area within the right-of-way, and the area necessary for the construction, improvement, maintenance, and repair, of any public road, street or thoroughfare which is owned by Shelby County, Alabama, and which is situated within Shelby County, Alabama (within or without the corporate limits of any municipality).

3. The proposed members of the District are The Dunnavant Square Improvement District (the "Improvement District") and Shelby County, Alabama.

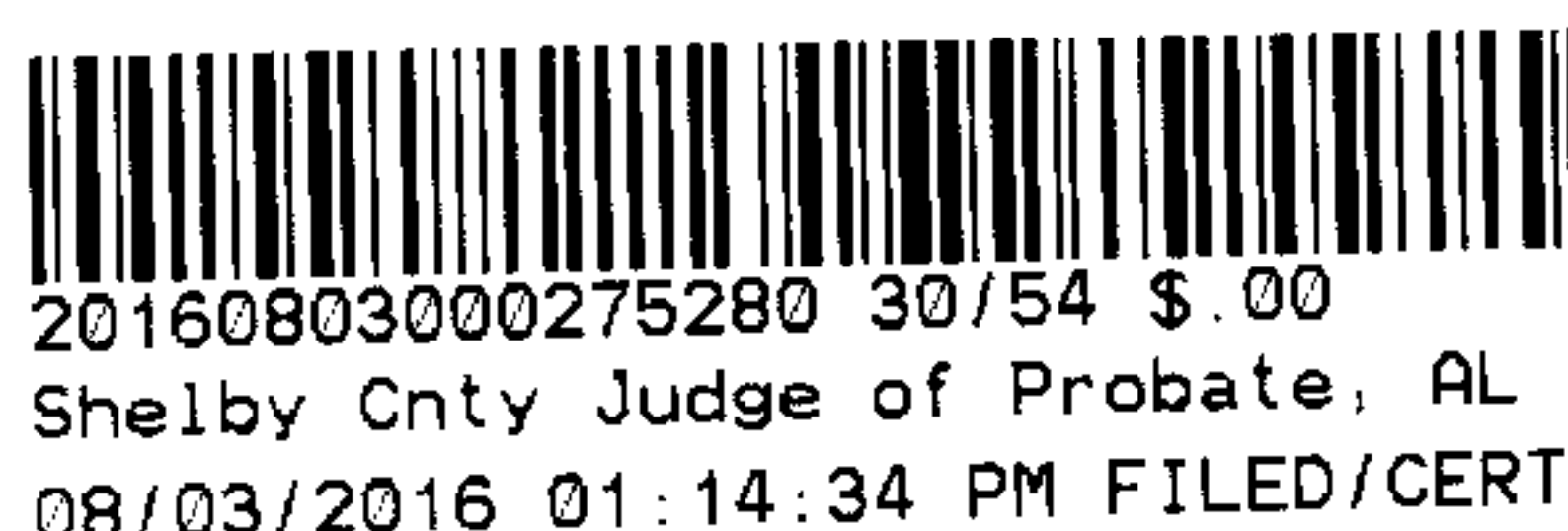
4. The District shall be governed by a board of directors which shall be comprised of three (3) persons.

The number of directors which the governing body of each authorizing subdivision shall be entitled to elect are as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	2
Improvement District	1

5. The proposed location of the principal office of the District shall be 1123 County Services Drive, Pelham, AL 35124 within the Shelby County Department of Development Services.

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

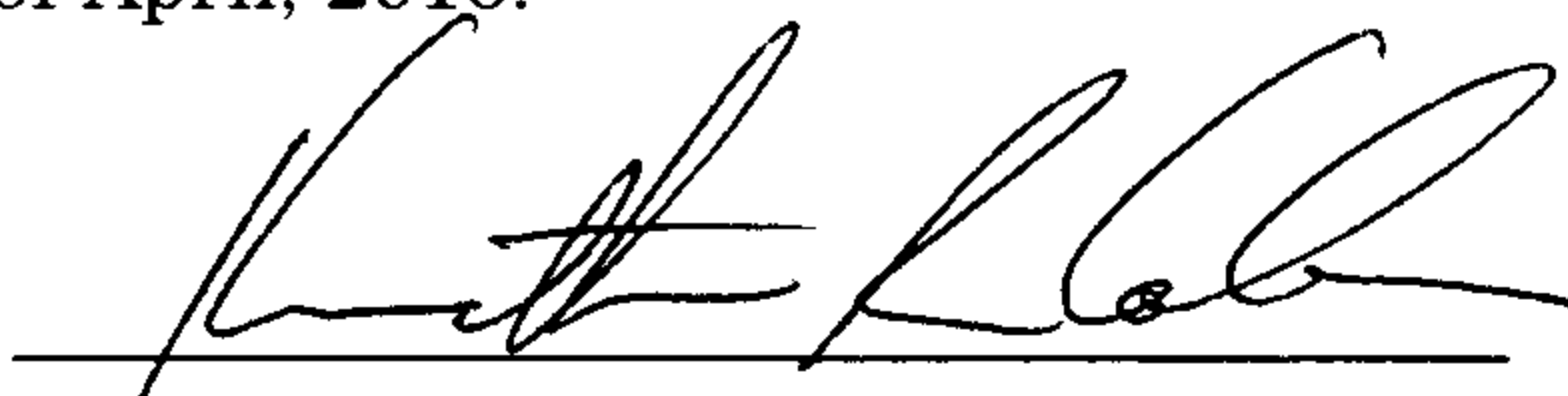


7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

8. The undersigned hereby requests that each of the governing bodies of the Improvement District, and Shelby County, Alabama, 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 25th day of April, 2016.


Name: Kenneth R. Cole

Name: Chad Scroggins

Name: Christie Pannell Hester



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Shelby Cnty Judge of Probate, AL
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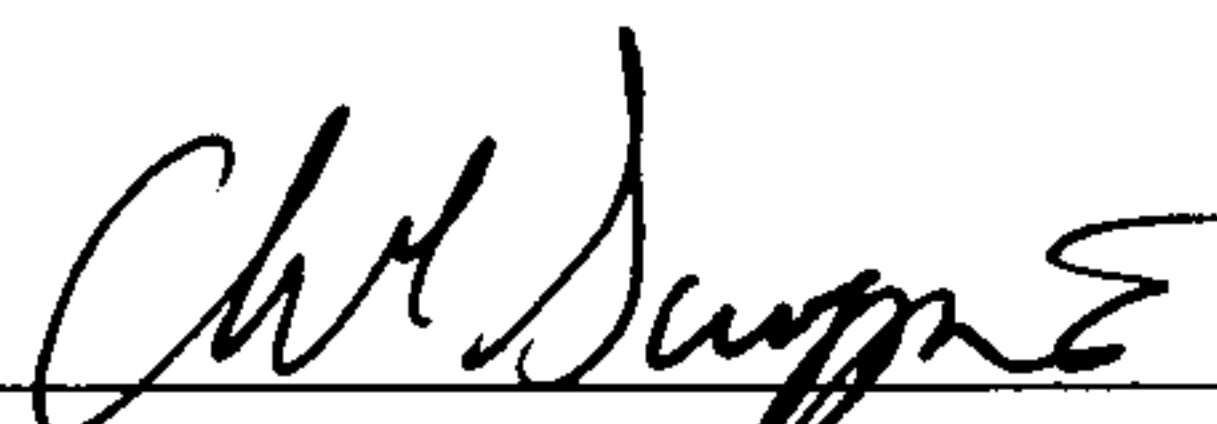
7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

8. The undersigned hereby requests that each of the governing bodies of the Improvement District, and Shelby County, Alabama, 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.

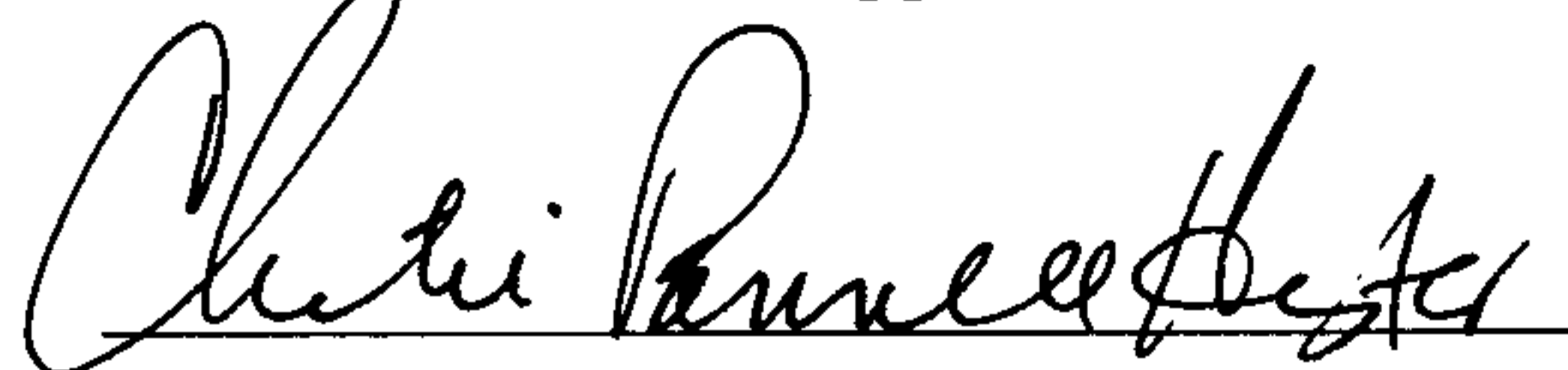
9. A copy of the proposed form of certificate of incorporation for such District is attached hereto as Exhibit A and made a part hereof.

WITNESS OUR SIGNATURES this 25th day of April, 2016.

Name: Kenneth R. Cole



Name: Chad Scroggins



Name: Christie Pannell Hester


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Shelby Cnty Judge of Probate, AL
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EXHIBIT A

Proposed Certificate of Incorporation



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Shelby Cnty Judge of Probate, AL
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**CERTIFICATE OF INCORPORATION
OF
THE DUNNAVANT SQUARE COOPERATIVE DISTRICT OF SHELBY COUNTY, ALABAMA**

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, together with the residence of each of such persons, are:

<u>Name</u>	<u>Residence</u>
Randy Cole	1028 Cole Circle Birmingham, AL 35242
Chad Scroggins	57 Burnham Street Birmingham, AL 35242
Christie Pannell Hester	5549 Parkview Circle Birmingham, AL 35242

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.



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Shelby Cnty Judge of Probate, AL
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ARTICLE THREE

1. The authorizing subdivisions are The Dunnivant Square Improvement District (the "Improvement District"), and Shelby County, Alabama.

2. On the ____ day of _____, 2016 the governing body of Improvement District 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 ____ day of _____, 2016 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 B and made a part hereof.

ARTICLE FOUR

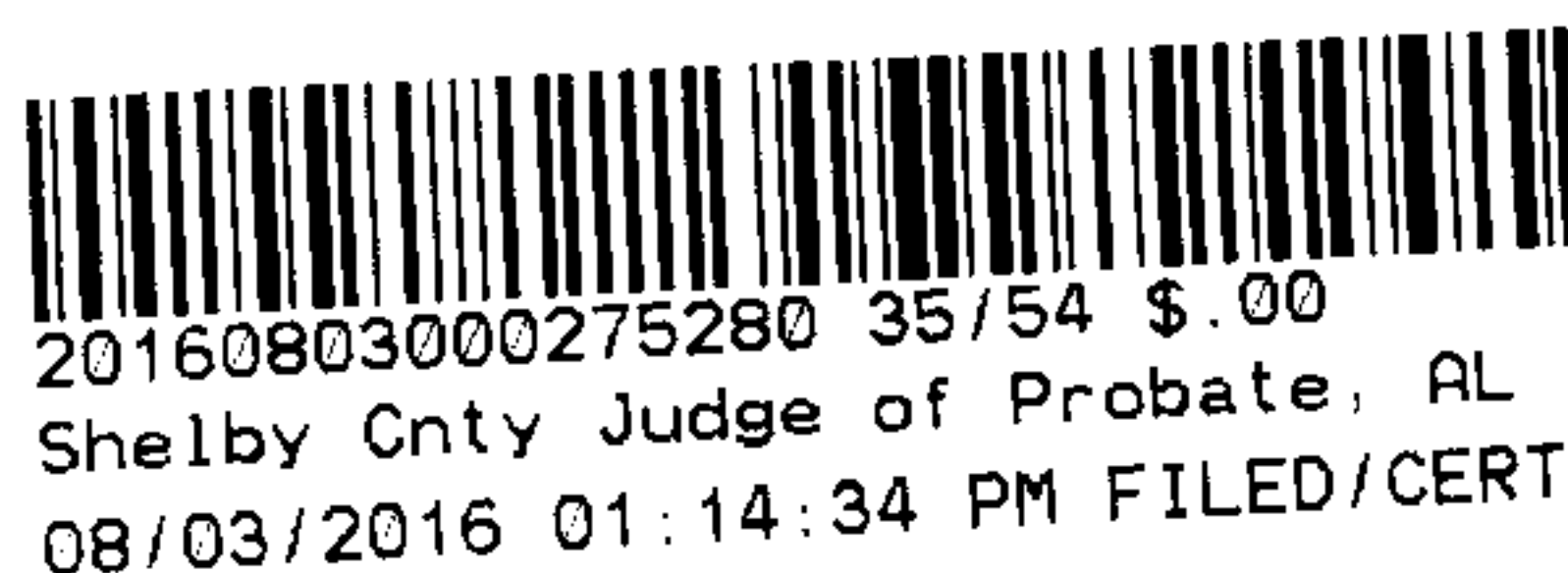
The name of the district shall be "The Dunnivant Square Cooperative District of Shelby County, Alabama" (hereinafter called the "District"). Attached hereto as Exhibit C and made a part hereof is a certificate by the Secretary of State of the State of Alabama stating that the name proposed for the district 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.

The location of the principal office of the District (and its post office address) shall be 1123 County Services Drive, Pelham, AL 35124 within the Shelby County Department of Development Services.

ARTICLE FIVE

1. The District proposes to acquire, construct and install capital improvements for public infrastructure within the jurisdiction of the District which shall include, without limitation, public roads, streets, public ways, sidewalks, facilities for parking of vehicles, landscaping, public park facilities, lighting, facilities for the provision of water, sewer, gas, electric power and cable television service, facilities for waste disposal, facilities for fire protection and public safety and security, drainage and flood control facilities and improvements, and related infrastructure improvements (collectively the "Project").

2. The area in which the District proposes to acquire the Project is (i) the area within the geographic jurisdiction of the Improvement District (referenced in Article Three) or established by the Articles of Incorporation thereof, and (ii) the area within the right-of-way, and the area necessary for the construction, improvement, maintenance, and repair, of any public road, street or thoroughfare which is owned by Shelby County, Alabama, and which is situated within Shelby County, Alabama (within or without the corporate limits of any municipality).



ARTICLE SIX

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

The number of directors which the governing body of each authorizing subdivision shall be entitled to elect are as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	2
Improvement District	1

ARTICLE SEVEN

The proposed name of the District is "The Dunnivant Square Cooperative District of Shelby County, Alabama".

ARTICLE EIGHT

Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

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 D.

ARTICLE TEN

1. 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.

2. The District shall not levy or charge any fee, rate, license thereof or make any adjustment or other change under the Enabling Law (including Sections 11-99B-7(21) and 11-99B-11) without the unanimous approval thereof by the board of directors of the District.

ARTICLE ELEVEN

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 _____, 2016.

Name: Kenneth R. Cole

Name: Chad Scroggins

Name: Christie Pannell Hester



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Shelby Cnty Judge of Probate, AL
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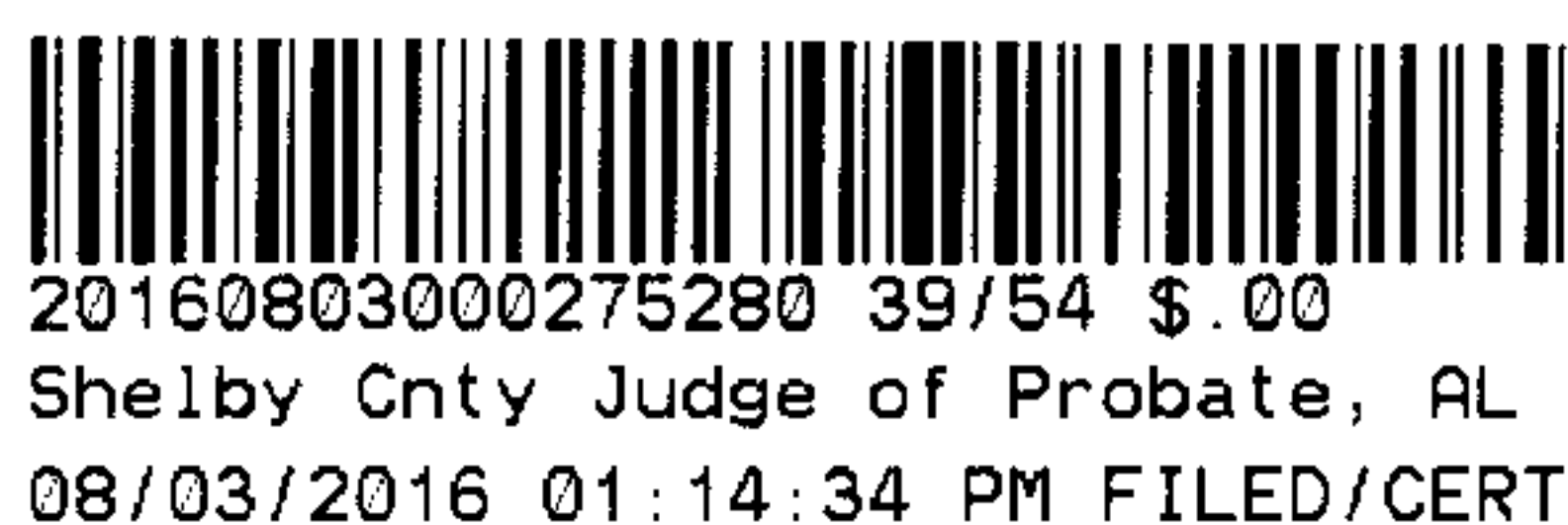
Section 2. That the Shelby County Commission has reviewed and considered the foregoing application and has found and determined and does hereby find and determine as a matter of fact that it is wise, expedient, and necessary that the district be formed.

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

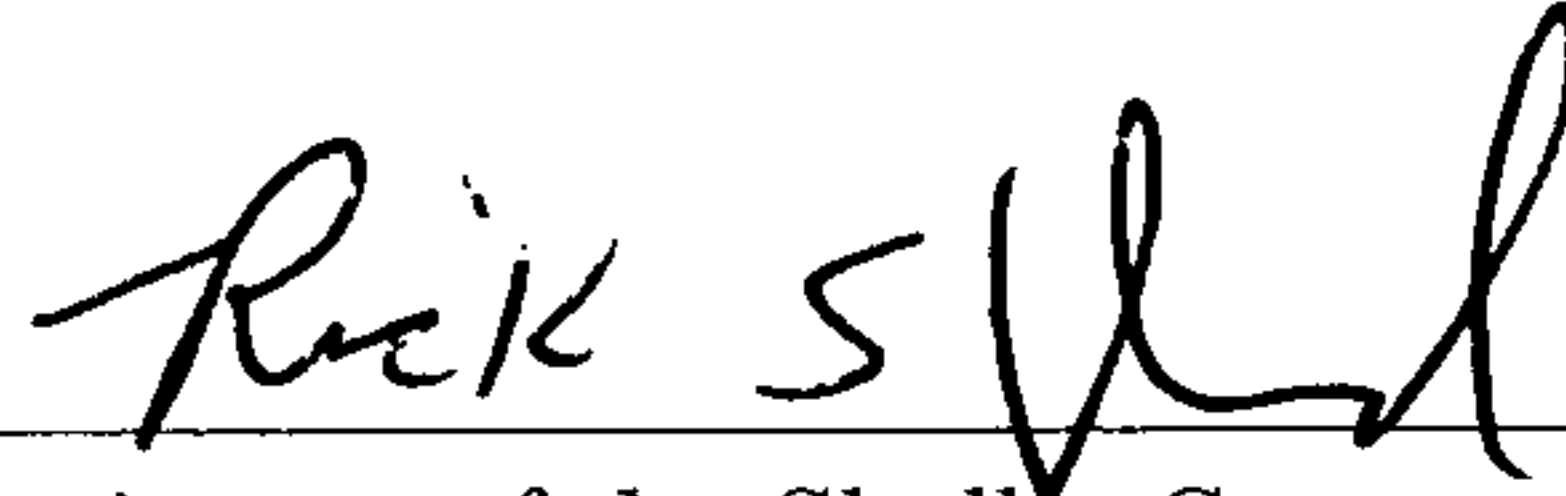
Section 4. That the Shelby County Commission does hereby grant permission to incorporate the district and does hereby authorize the persons making such application to proceed to form such district pursuant to the Enabling Law.

Section 5. That the Shelby County Commission does hereby elect and appoint the following named persons to the initial board of directors of The Dunnavant Square Cooperative District of Shelby County, Alabama for the term of office ending on the date set opposite his name or on such date as the respective successor thereof is elected and qualified in his stead:

<u>Name</u>	<u>Date of End of Term</u>
Randy Cole	April 25, 2021
Chad Scroggins	April 25, 2020

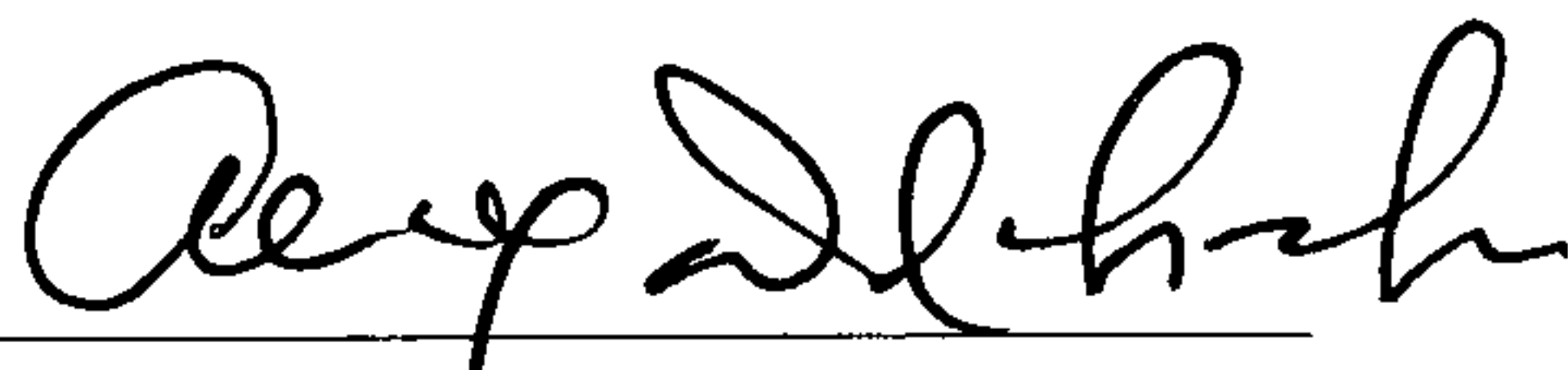


Duly passed and adopted this 25th day of April, 2016.



Chairman of the Shelby County Commission

SEAL

Attest: 
County Manager



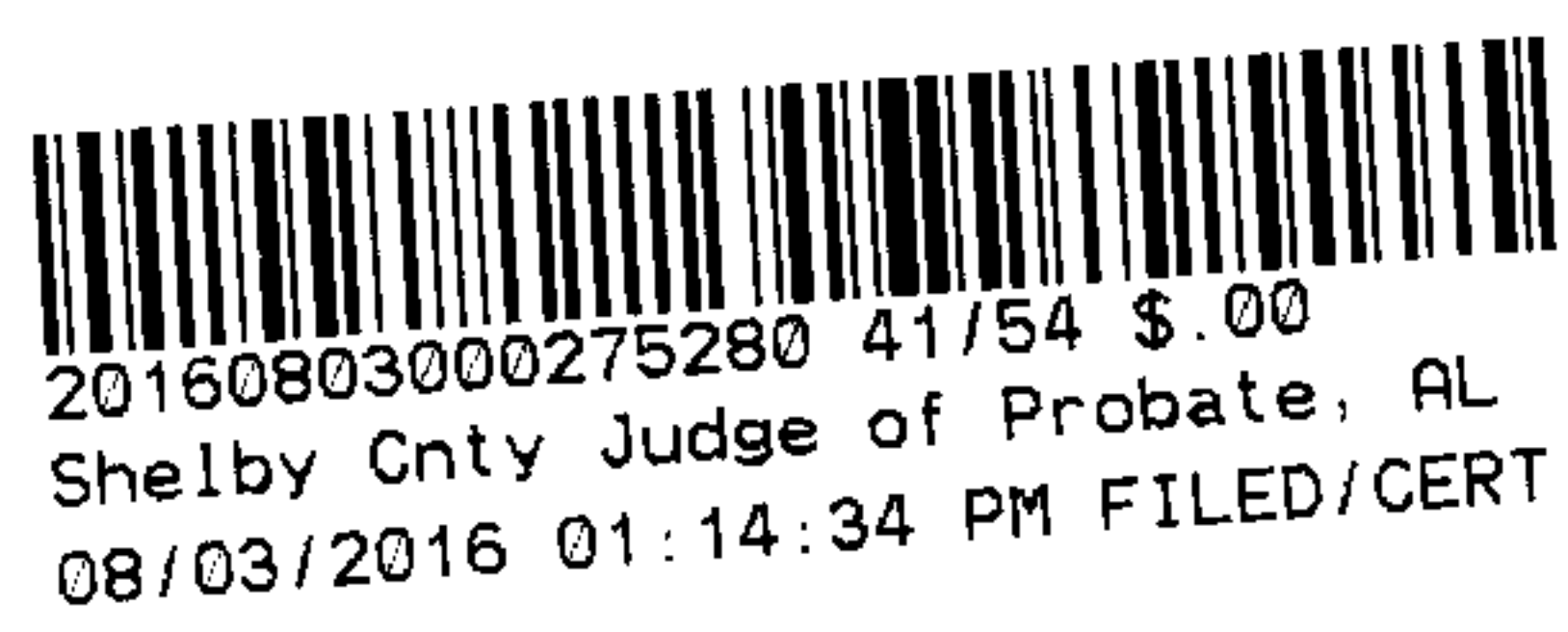
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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

After said resolution and order had been discussed and considered in full by the Shelby 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 Shepherd. 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: Rick Shepherd, District 8 (Chairman)
Corley Ellis, District 1
Daniel M. Acker, District 4
Elwyn Bearden, District 5
Mike Vest, District 6
Lindsey Allison, District 7
Robbie Hayes, District 9

Nays: None

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



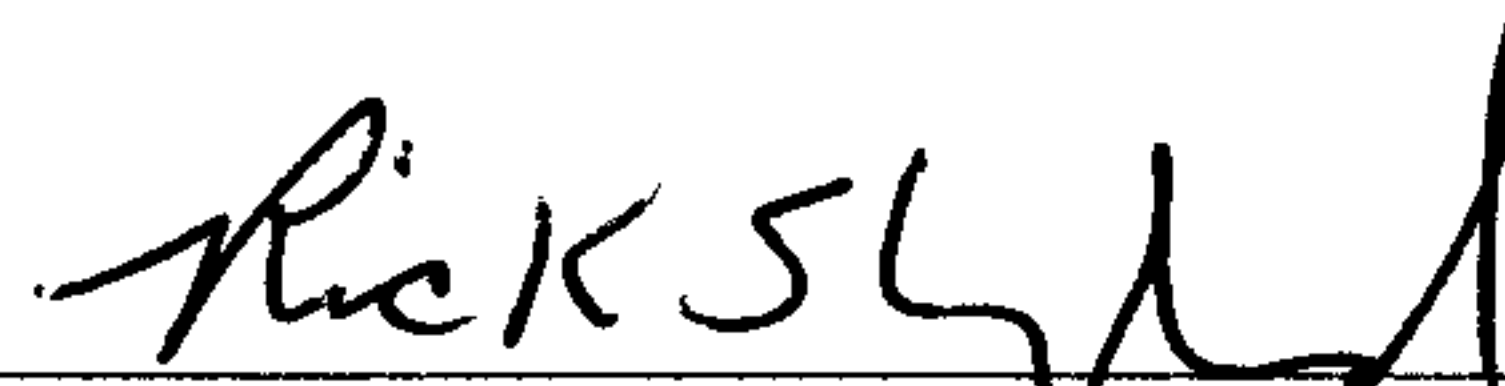
STATE OF ALABAMA

SHELBY COUNTY

CERTIFICATE OF CHAIRMAN OF THE SHELBY COUNTY COMMISSION

I, the undersigned, do hereby certify that (1) I am the duly elected, qualified and acting Chairman of the Shelby County Commission (the "County Commission"); (2) as Chairman of the Shelby County Commission I have access to all original records of the County Commission 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 Shelby County Commission duly held on April 25, 2016, 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 Chairman of the Shelby County Commission and have affixed the official seal of Shelby County, Alabama, this 25th day of April, 2016.



Chairman of the Shelby County Commission

SEAL



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Shelby Cnty Judge of Probate, AL
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EXHIBIT C

ARTICLE FOUR

Certificate of Secretary of State of State of Alabama



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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

JOHN H. MERRILL
SECRETARY OF STATE

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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

STATE OF ALABAMA

I, John H. Merrill, 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 Dunnivant Square Cooperative District
of Shelby County, Alabama**

This domestic non-profit corporation is proposed to be formed in Alabama and is for the exclusive use of Anne E. Watford, 1901 Sixth Avenue North Suite 2400, Birmingham, AL 35203 for a period of one year beginning January 29, 2016 and expiring January 29, 2017.

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.



February 1, 2016

Date

John H. Merrill

J. H. Merrill
JHM

Secretary of State

RES151051

EXHIBIT D

ARTICLE NINE

Application


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Shelby Cnty Judge of Probate, AL
08/03/2016 01:14:34 PM FILED/CERT

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

TO THE GOVERNING BODIES OF THE DUNNAVANT SQUARE IMPROVEMENT DISTRICT
AND SHELBY COUNTY, ALABAMA:

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 acquire, construct and install capital improvements for public infrastructure within the jurisdiction of the District which shall include, without limitation, public roads, streets, public ways, sidewalks, facilities for parking of vehicles, landscaping, public park facilities, lighting, facilities for the provision of water, sewer, gas, electric power and cable television service, facilities for waste disposal, facilities for fire protection and public safety and security, drainage and flood control facilities and improvements, and related infrastructure improvements (collectively the "Project").

2. The area in which the District proposes to acquire the Project is (i) the area within the geographic jurisdiction of the Improvement District (hereinafter defined) or established by the Articles of Incorporation thereof, and (ii) the area within the right-of-way, and the area necessary for the construction, improvement, maintenance, and repair, of any public road, street or thoroughfare which is owned by Shelby County, Alabama, and which is situated within Shelby County, Alabama (within or without the corporate limits of any municipality).

3. The proposed members of the District are The Dunnavant Square Improvement District (the "Improvement District") and Shelby County, Alabama.

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

The number of directors which the governing body of each authorizing subdivision shall be entitled to elect are as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	2
Improvement District	1

5. The proposed location of the principal office of the District shall be 1123 County Services Drive, Pelham, AL 35124 within the Shelby County Department of Development Services.

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



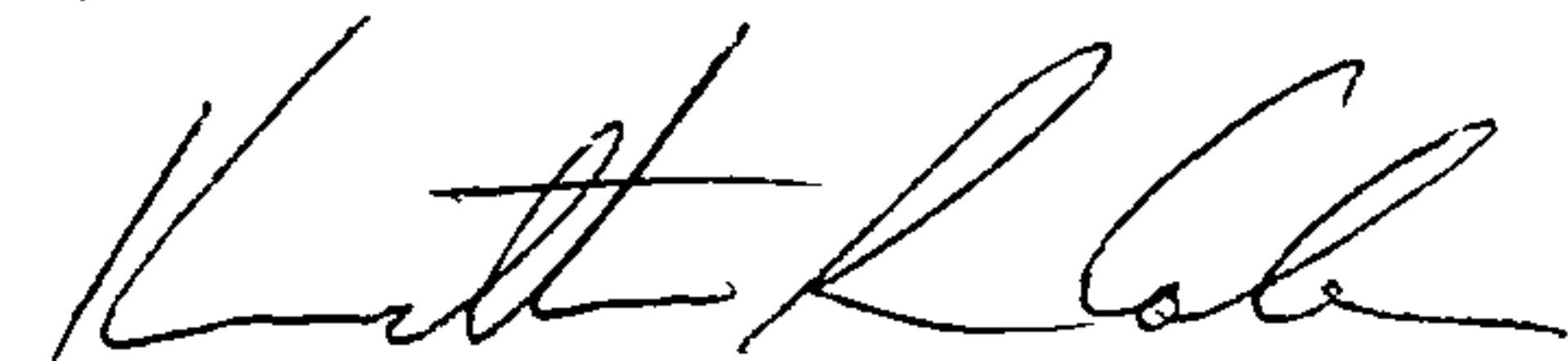
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Shelby Cnty Judge of Probate, AL
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7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

8. The undersigned hereby requests that each of the governing bodies of the Improvement District, and Shelby County, Alabama, 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 25th day of April, 2016.


Name: Kenneth R. Cole

Name: Chad Scroggins

Name: Christie Pannell Hester


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Shelby Cnty Judge of Probate, AL
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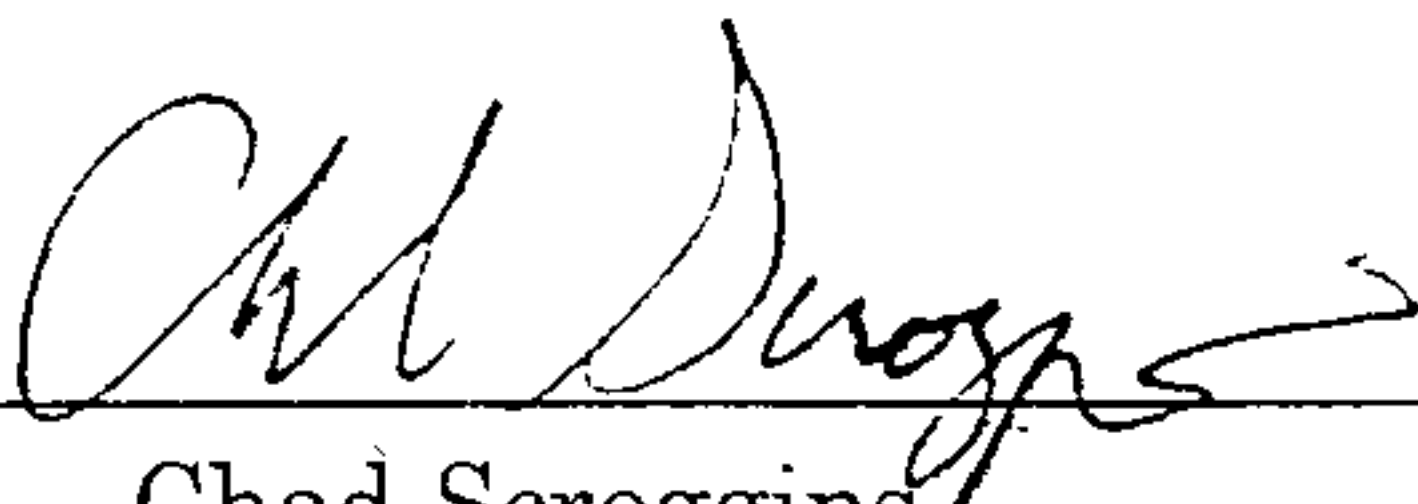
7. Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

8. The undersigned hereby requests that each of the governing bodies of the Improvement District, and Shelby County, Alabama, 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.

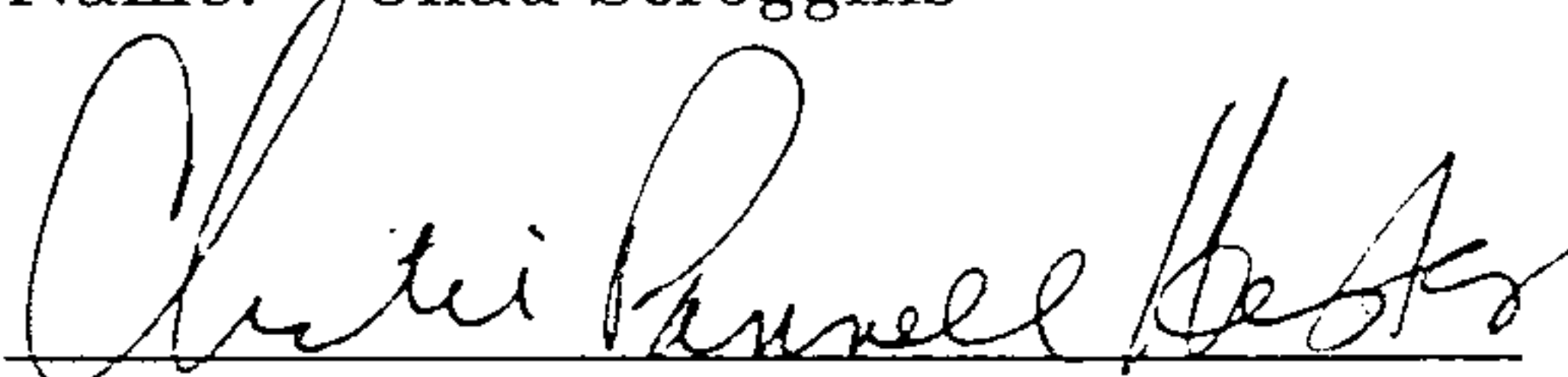
9. A copy of the proposed form of certificate of incorporation for such District is attached hereto as Exhibit A and made a part hereof.

WITNESS OUR SIGNATURES this 25th day of April, 2016.

Name: Kenneth R. Cole



Name: Chad Scroggins



Name: Christie Pannell Hester



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Shelby Cnty Judge of Probate, AL
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EXHIBIT A

Proposed Certificate of Incorporation



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Shelby Cnty Judge of Probate, AL
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CERTIFICATE OF INCORPORATION
OF
THE DUNNAVANT SQUARE COOPERATIVE DISTRICT OF SHELBY COUNTY, ALABAMA

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, together with the residence of each of such persons, are:

<u>Name</u>	<u>Residence</u>
Randy Cole	1028 Cole Circle Birmingham, AL 35242
Chad Scroggins	57 Burnham Street Birmingham, AL 35242
Christie Pannell Hester	5549 Parkview Circle Birmingham, AL 35242

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.


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Shelby Cnty Judge of Probate, AL
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ARTICLE THREE

1. The authorizing subdivisions are The Dunnivant Square Improvement District (the "Improvement District"), and Shelby County, Alabama.

2. On the ____ day of _____, 2016 the governing body of Improvement District 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 ____ day of _____, 2016 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 B and made a part hereof.

ARTICLE FOUR

The name of the district shall be "The Dunnivant Square Cooperative District of Shelby County, Alabama" (hereinafter called the "District"). Attached hereto as Exhibit C 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.

The location of the principal office of the District (and its post office address) shall be 1123 County Services Drive, Pelham, AL 35124 within the Shelby County Department of Development Services.

ARTICLE FIVE

1. The District proposes to acquire, construct and install capital improvements for public infrastructure within the jurisdiction of the District which shall include, without limitation, public roads, streets, public ways, sidewalks, facilities for parking of vehicles, landscaping, public park facilities, lighting, facilities for the provision of water, sewer, gas, electric power and cable television service, facilities for waste disposal, facilities for fire protection and public safety and security, drainage and flood control facilities and improvements, and related infrastructure improvements (collectively the "Project").

2. The area in which the District proposes to acquire the Project is (i) the area within the geographic jurisdiction of the Improvement District (referenced in Article Three) or established by the Articles of Incorporation thereof, and (ii) the area within the right-of-way, and the area necessary for the construction, improvement, maintenance, and repair, of any public road, street or thoroughfare which is owned by Shelby County, Alabama, and which is situated within Shelby County, Alabama (within or without the corporate limits of any municipality).


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Shelby Cnty Judge of Probate, AL
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ARTICLE SIX

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

The number of directors which the governing body of each authorizing subdivision shall be entitled to elect are as follows:

<u>Authorizing Subdivision</u>	<u>Number of Directors</u>
Shelby County, Alabama	2
Improvement District	1

ARTICLE SEVEN

The proposed name of the District is "The Dunnivant Square Cooperative District of Shelby County, Alabama".

ARTICLE EIGHT

Upon dissolution of the District as permitted in the Enabling Law, title to all property (real, personal and mixed) shall pass to and be vested in the Improvement District.

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 D.

ARTICLE TEN

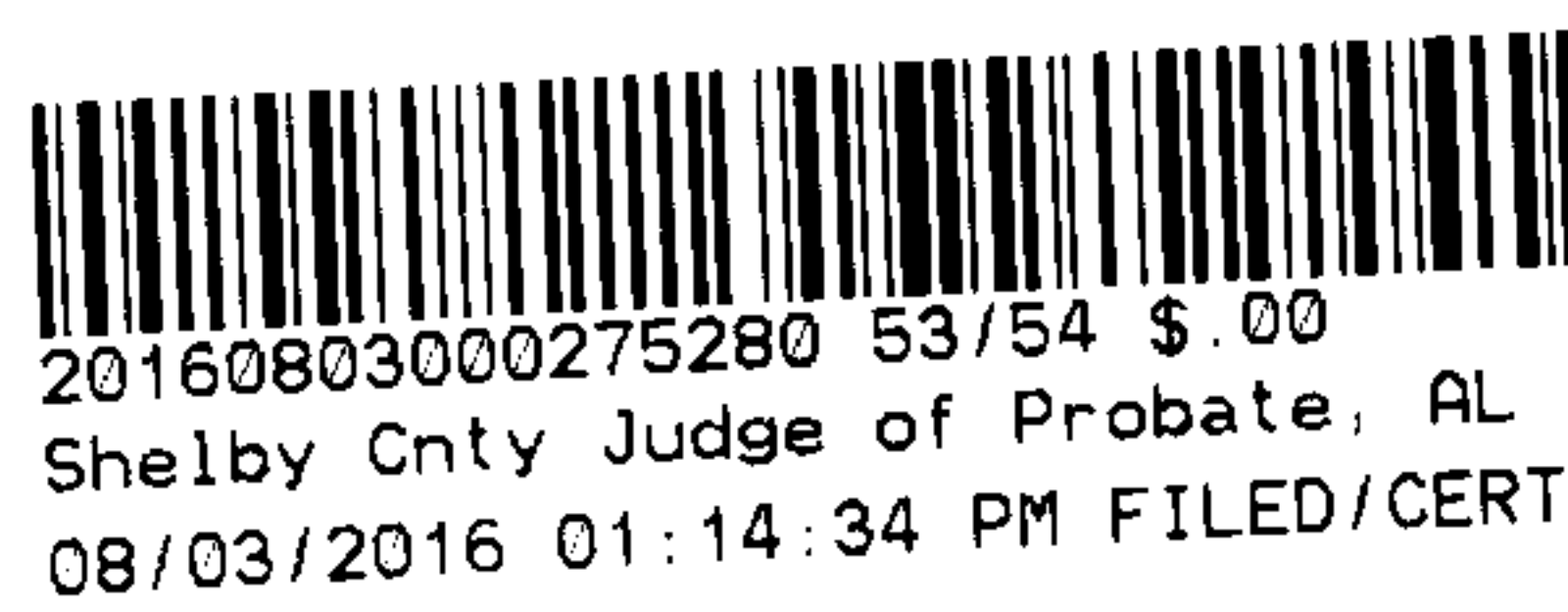
1. The District shall have all powers conferred on corporations of like nature by the Enabling Law, and any amendment thereof heretofore or hereafter made, and all other powers conferred upon corporations generally by the laws of Alabama not in conflict with the Enabling Law, as heretofore or hereafter amended.

2. The District shall not levy or charge any fee, rate, license thereof or make any adjustment or other change under the Enabling Law (including Sections 11-99B-7(21) and 11-99B-11) without the unanimous approval thereof by the board of directors of the District.


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Shelby Cnty Judge of Probate, AL
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ARTICLE ELEVEN

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 _____, 2016.

Name: Kenneth R. Cole

Name: Chad Scroggins

Name: Christie Pannell Hester


20160803000275280 54/54 \$.00
Shelby Cnty Judge of Probate, AL
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