


STATE OF ALABAMA)
COUNTY OF SHELBY)


20180216000051250 1/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

**CERTIFICATE OF INCORPORATION
OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in order to incorporate and organize a public corporation as a capital improvement cooperative district under the provisions of the statutes codified as Chapter 99B of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and being all of the incorporators of said public corporation (the "District"), do make, sign, execute, acknowledge and file this certificate of incorporation as follows:

1. The names of the undersigned, the persons forming the District, are Stencil Handley, J. Mark Frey and Evan Major, and each of said persons is a duly qualified elector of Shelby County, Alabama.

2. The period for the duration of the District shall be perpetual, subject to the provisions of Section 11-99B-15 of the Act.

3. The City of Columbiana, Alabama (the "City") and the Public Park and Recreation Board of the City of Columbiana (the "Park Board") are the only authorizing subdivisions. The governing body of the City adopted its authorizing resolution in accordance with the Act on February 6, 2018, a certified copy of which is attached hereto as *Exhibit A* and made a part hereof. The governing body of the Park Board adopted its authorizing resolution in accordance with the Act on February 16, 2018, a certified copy of which is attached hereto as *Exhibit B* and made a part hereof.

4. The name of the District shall be the "Cultural Facilities Cooperative District of the City of Columbiana", and the location of the principal office of the District shall be Columbiana City Hall, 107 Mildred Street, Columbiana, Alabama 35051, which is within Shelby County, Alabama.

5. The District proposes to facilitate the financing, acquisition, and construction of certain capital improvement projects located within the City of Columbiana, Shelby County, Alabama (the "Projects") and described more particularly as follows: Any capital improvement, facility, structure, building, property, or appurtenances thereto of any nature, type, or description which any member of the District is authorized by any law of the State of Alabama to own, acquire, construct, or finance, including, but without limitation: facilities for public park or other recreational uses and all buildings, facilities, and improvements incident thereto or useful in connection therewith, including, but without limitation, auditoriums, meeting halls, pavilions, centers for cultural entertainment, music, drama, exhibitions and exhibits, amphitheatres, administrative or office buildings and public accommodation facilities (as defined in Section 11-60-1 of the Code of Alabama 1975). The general areas in which the District proposes to acquire or construct the Projects are located within the City of Columbiana, Shelby County, Alabama within a ½ mile radius of Old Mill Square, which is located in the City of Columbiana between Walton Street and Summer Classics Way.

6. The District shall be governed by a board of directors which shall be comprised of three (3) directors. Two (2) initial directors and their successors shall be duly qualified electors of the City and shall be elected by the governing body of the City and one (1) initial director and his/her successors shall be a duly qualified elector of the City and shall be elected by the governing body of the Park Board. Each of the directors of the District that is chosen by the governing body of the Park Board shall be a member of the governing body of the Park Board. Any director elected by the Park Board who resigns or for any reason ceases to be a member of the governing body of the Park Board, as the case may be, shall be deemed to have resigned and created a vacancy on the board of directors of the District.

7. The proposed name of the District shall be the "Cultural Facilities Cooperative District of the City of Columbiana". 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.

8. Upon (i) dissolution of the District as provided by the Act, or (ii) a resolution duly adopted by the board of directors of the District at any time when the District has no bonds or other obligations outstanding, title to all funds and properties then owned by the District shall automatically pass to and vest in the City (or its successor).

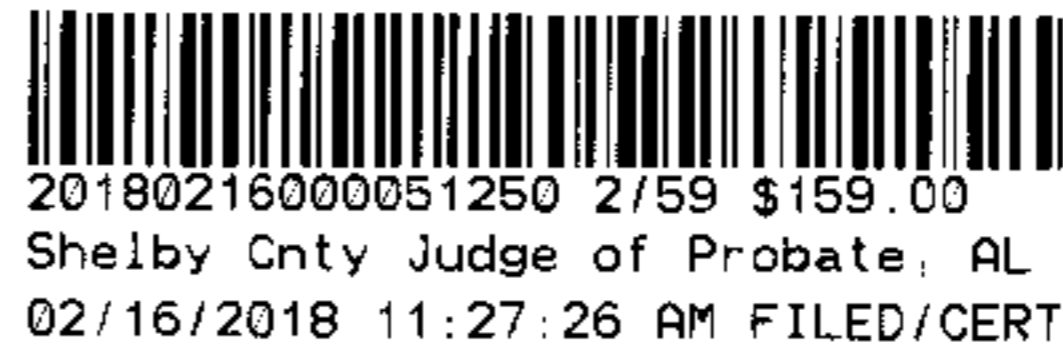
9. The application filed with the governing body of each authorizing subdivision in accordance with Section 11-99B-3 of the Act is identical to the copy thereof attached hereto as *Exhibit D*.

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

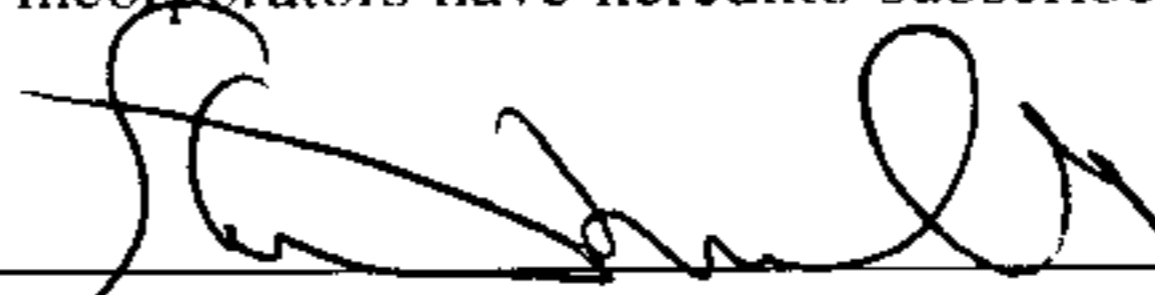
11. Pursuant to Section 11-99B-5 of the Act, this certificate of incorporation may only be amended after obtaining the written consent of the governing body of each authorizing subdivision of the District.

12. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

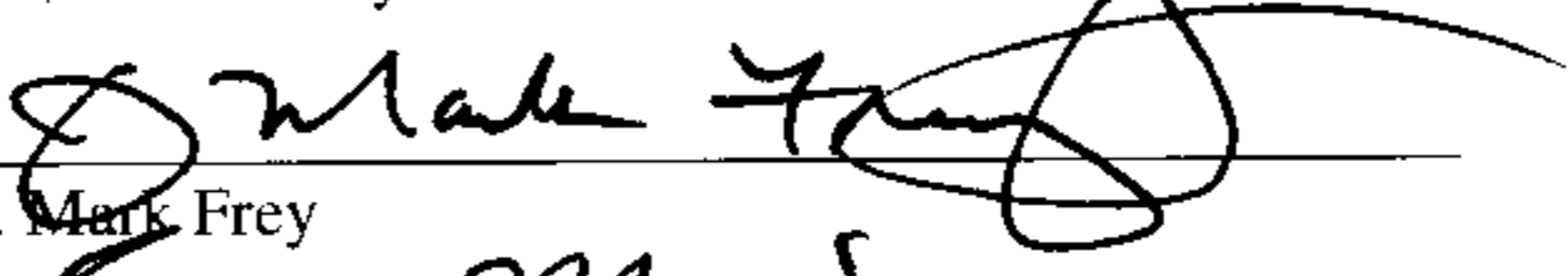
[Signatures Appear on the Following Page.]



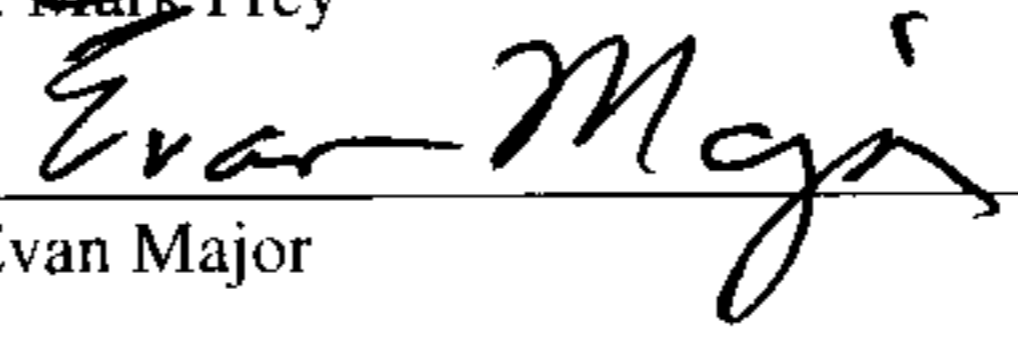
IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures, this 6 day of February, 2018.




Starcil Handley



J. Mark Frey



Evan Major


20180216000051250 3/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stencil Handley, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6th day of February, 2018.

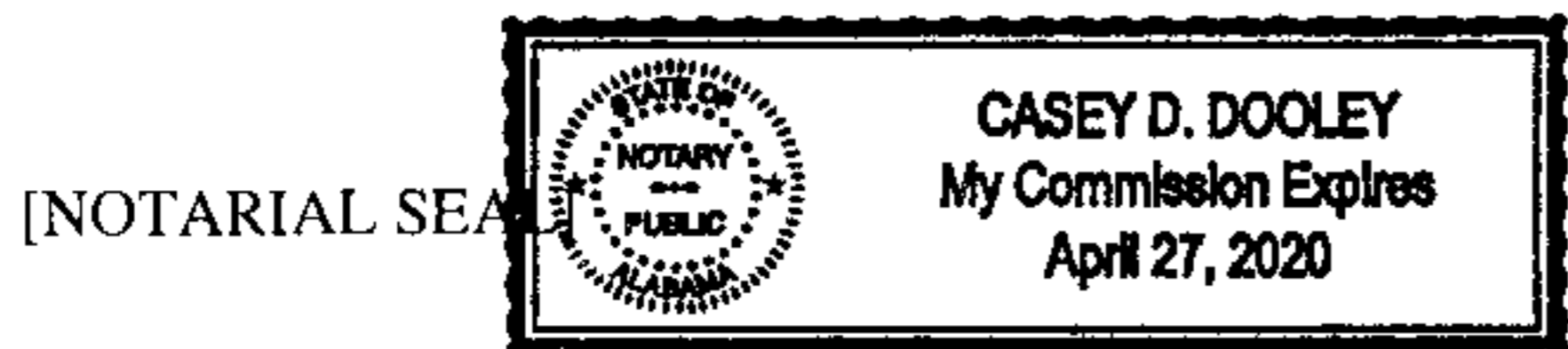


Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that J. Mark Frey, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6th day of February, 2018.



Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Evan Major, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 5th day of February, 2018.

[NOTARIAL SEAL]



Casey D. Dooley
Notary Public
My commission expires: April 27, 2020




20180216000051250 4/59 \$159.00
Shelby Cnty Judge of Probate, AL
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EXHIBIT A

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached certified copy of resolution of the governing body of the City of Columbiana approving and authorizing incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.


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

**Resolution Approving Formation of the
Cultural Facilities Cooperative District of the City of Columbiana**

The City Council of the City of Columbiana, Alabama met in regular public session at City Hall in the City of Columbiana, Alabama, at 6:00 p.m. on the 6th day of February, 2018.

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

Present: Stancil Handley, Mayor
Leslie Whiting
Barbara Moore
Ricky Ruston
Ouida Mayfield, Mayor Pro Tempore


Absent: Kim King

* * *

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:

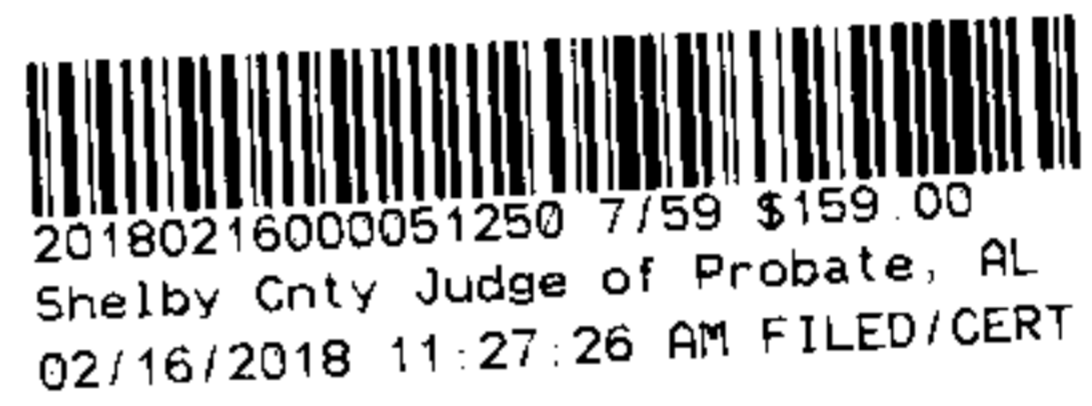

20180216000051250 6/59 \$159.00
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02/16/2018 11:27:26 AM FILED/CERT

RESOLUTION NO. 02-18-03

**A RESOLUTION APPROVING AN APPLICATION SEEKING
PERMISSION TO INCORPORATE A COOPERATIVE DISTRICT IN
THE CITY OF COLUMBIANA AND AUTHORIZING SUCH
INCORPORATION**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF COLUMBIANA, ALABAMA, 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 Columbiana, that such application was signed by not less than three natural persons, and that each of said persons is a duly qualified elector of Shelby County, Alabama:

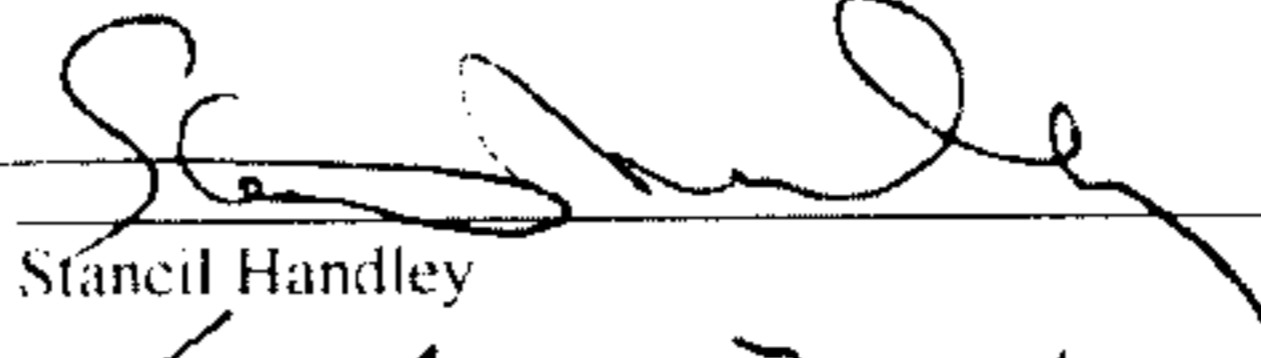


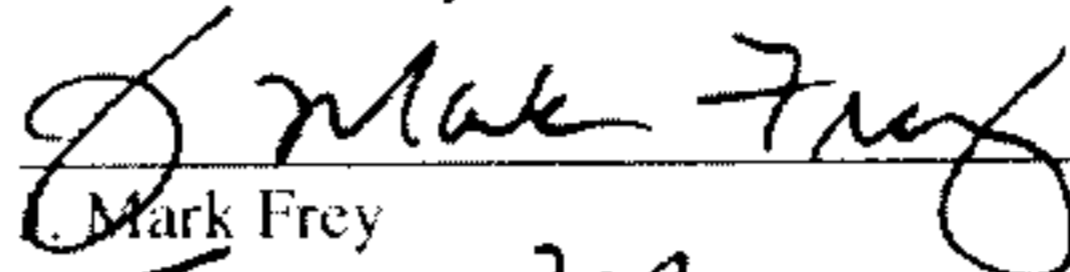
**APPLICATION FOR INCORPORATION
OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

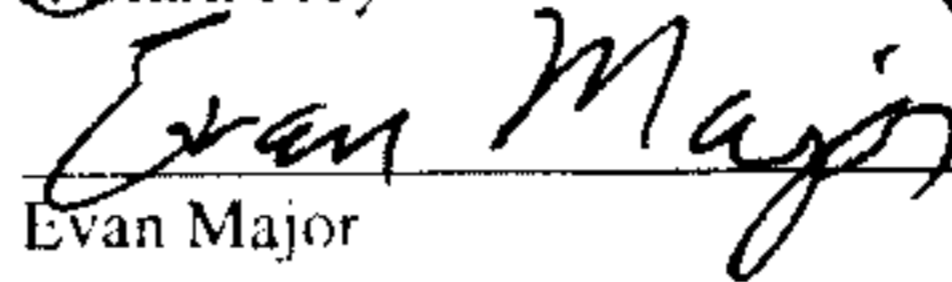
The undersigned (the "Applicants") do hereby apply to the City Council (the "City Council") of the City of Columbiana (the "City") and the Board of Directors (the "Board of Directors") of the Public Park and Recreation Board of the City of Columbiana (the "Park Board") for authority to incorporate and organize a public corporation as a capital improvement cooperative district (the "District") under the provisions of the statutes codified as Chapter 99B of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and state the following:

1. The District proposes to facilitate the financing, acquisition, and construction of certain capital improvement projects located within the City of Columbiana, Alabama (the "Projects") and described more particularly as follows: Any capital improvement, facility, structure, building, property, or appurtenances thereto of any nature, type, or description which any member of the District is authorized by any law of the State of Alabama to own, acquire, construct, or finance, including, but without limitation: facilities for public park or other recreational uses and all buildings, facilities, and improvements incident thereto or useful in connection therewith, including, but without limitation, auditoriums, meeting halls, pavilions, centers for cultural entertainment, music, drama, exhibitions and exhibits, amphitheaters, administrative or office buildings and public accommodation facilities (as defined in Section 11-60-1 of the Code of Alabama 1975).
2. The general areas in which the District proposes to acquire or construct the Projects are located within the City of Columbiana, Shelby County, Alabama within a ½ mile radius of Old Mill Square, which is located in the City of Columbiana between Walton Street and Summer Classics Way.
3. The City and the Park Board are the only proposed members of the District.
4. The District shall be governed by a board of directors which shall be comprised of three (3) directors. Two (2) initial directors and their successors shall be duly qualified electors of the City and shall be elected by the City Council and one (1) initial director and his/her successors shall be a duly qualified elector of the City and shall be elected by the Board of Directors. Each of the directors of the District that is chosen by the Board of Directors shall be a member of the Board of Directors. Any director elected by the Park Board who resigns or for any reason or ceases to be a member of the Board of Directors of the Park Board, as the case may be, shall be deemed to have resigned and created a vacancy on the board of directors of the District.
5. The proposed location of the principal office of the District shall be Columbiana City Hall, 107 Mildred Street, Columbiana, Alabama 35051.
6. Each of the Applicants is a duly qualified elector of Shelby County, Alabama.
7. Upon (i) dissolution of the District as provided by the Act, or (ii) a resolution duly adopted by the board of directors of the District at any time when the District has no bonds or other obligations outstanding, title to all funds and properties then owned by the District shall automatically pass to and vest in the City (or its successor).
8. Pursuant to Section 11-99B-5 of the Act, the certificate of incorporation of the District may only be amended after obtaining the written consent of the governing body of each authorizing subdivision of the District.
9. A copy of the proposed form of certificate of incorporation for the District is attached hereto as *Exhibit A* and made a part hereof. The Applicants do hereby request that the City Council and the Board of Directors each adopt a resolution declaring that it is wise, expedient and necessary that the proposed District be formed and authorizing the Applicants to proceed to form the proposed District by filing for record the certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the Act.
10. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, we have hereunto set our signatures this 6th day of February, 2018.


Stancel Handley


Mark Frey


Evan Major



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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stencil Handley, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6th day of February, 2018.

[NOTARIAL SEAL]



Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that J. Mark Frey, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6th day of February, 2018.

[NOTARIAL SEAL]



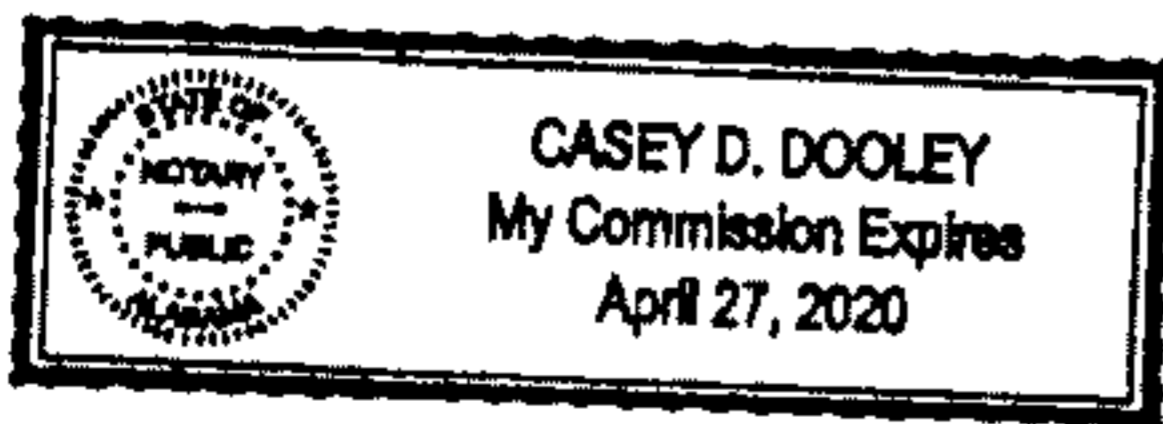
Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Evan Major, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 5th day of February, 2018.

[NOTARIAL SEAL]



Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

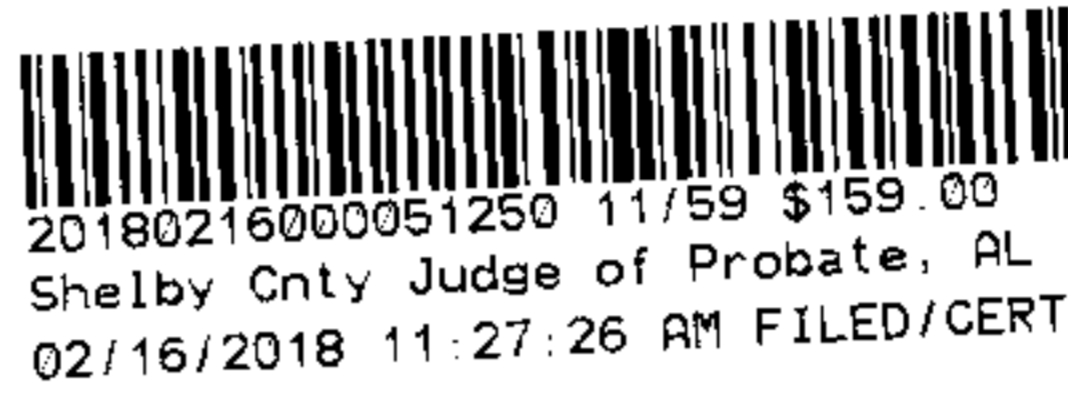


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Shelby Cnty Judge of Probate, AL
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EXHIBIT A

**TO THE APPLICATION FOR AUTHORITY
TO FORM A COOPERATIVE DISTRICT**

See attached proposed form of certificate of incorporation for cooperative district.



STATE OF ALABAMA)
COUNTY OF SHELBY)


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**CERTIFICATE OF INCORPORATION
OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in order to incorporate and organize a public corporation as a capital improvement cooperative district under the provisions of the statutes codified as Chapter 99B of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and being all of the incorporators of said public corporation (the "District"), do make, sign, execute, acknowledge and file this certificate of incorporation as follows:

1. The names of the undersigned, the persons forming the District, are Stancil Handley, J. Mark Frey and Evan Major, and each of said persons is a duly qualified elector of Shelby County, Alabama.

2. The period for the duration of the District shall be perpetual, subject to the provisions of Section 11-99B-15 of the Act.

3. The City of Columbiana, Alabama (the "City") and the Public Park and Recreation Board of the City of Columbiana (the "Park Board") are the only authorizing subdivisions. The governing body of the City adopted its authorizing resolution in accordance with the Act on _____, 2018, a certified copy of which is attached hereto as *Exhibit A* and made a part hereof. The governing body of the Park Board adopted its authorizing resolution in accordance with the Act on _____, 2018, a certified copy of which is attached hereto as *Exhibit B* and made a part hereof.

4. The name of the District shall be the "Cultural Facilities Cooperative District of the City of Columbiana", and the location of the principal office of the District shall be Columbiana City Hall, 107 Mildred Street, Columbiana, Alabama 35051, which is within Shelby County, Alabama.

5. The District proposes to facilitate the financing, acquisition, and construction of certain capital improvement projects located within the City of Columbiana, Shelby County, Alabama (the "Projects") and described more particularly as follows: Any capital improvement, facility, structure, building, property, or appurtenances thereto of any nature, type, or description which any member of the District is authorized by any law of the State of Alabama to own, acquire, construct, or finance, including, but without limitation: facilities for public park or other recreational uses and all buildings, facilities, and improvements incident thereto or useful in connection therewith, including, but without limitation, auditoriums, meeting halls, pavilions, centers for cultural entertainment, music, drama, exhibitions and exhibits, amphitheaters, administrative or office buildings and public accommodation facilities (as defined in Section 11-60-1 of the Code of Alabama 1975). The general areas in which the District proposes to acquire or construct the Projects are located within the City of Columbiana, Shelby County, Alabama within a ½ mile radius of Old Mill Square, which is located in the City of Columbiana between Walton Street and Summer Classics Way.

6. The District shall be governed by a board of directors which shall be comprised of three (3) directors. Two (2) initial directors and their successors shall be duly qualified electors of the City and shall be elected by the governing body of the City and one (1) initial director and his/her successors shall be a duly qualified elector of the City and shall be elected by the governing body of the Park Board. Each of the directors of the District that is chosen by the governing body of the Park Board shall be a member of the governing body of the Park Board. Any director elected by the Park Board who resigns or for any reason ceases to be a member of the governing body of the Park Board, as the case may be, shall be deemed to have resigned and created a vacancy on the board of directors of the District.

7. The proposed name of the District shall be the "Cultural Facilities Cooperative District of the City of Columbiana". 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.

8. Upon (i) dissolution of the District as provided by the Act, or (ii) a resolution duly adopted by the board of directors of the District at any time when the District has no bonds or other obligations outstanding, title to all funds and properties then owned by the District shall automatically pass to and vest in the City (or its successor).


9. The application filed with the governing body of each authorizing subdivision in accordance with Section 11-99B-3 of the Act is identical to the copy thereof attached hereto as *Exhibit D*.

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

11. Pursuant to Section 11-99B-5 of the Act, this certificate of incorporation may only be amended after obtaining the written consent of the governing body of each authorizing subdivision of the District.

12. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

[Signatures Appear on the Following Page.]



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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures, this
____ day of February, 2018.

Stancil Handley

J. Mark Frey

Evan Major


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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stencil Handley, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires:_____

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that J. Mark Frey, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires:_____

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Evan Major, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires:_____



20180216000051250 15/59 \$159.00
Shelby Cnty Judge of Probate, AL
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EXHIBIT A

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached certified copy of resolution of the governing body of the City of Columbiana approving and authorizing incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.



20180216000051250 16/59 \$159.00
Shelby Cnty Judge of Probate. AL
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EXHIBIT B

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached certified copy of resolution of the governing body of the Public Park and Recreation Board of the City of Columbiana approving and authorizing incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.



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EXHIBIT C

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached copy of Certificate of Alabama Secretary of State.




20180216000051250 18/59 \$159.00
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EXHIBIT D

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached copy of application for incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.


20180216000051250 19/59 \$159.00
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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 and determine as a matter of fact that there is a public need for the projects proposed by such proposed district, and that it is wise, expedient, and necessary that the proposed 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 authorize the persons filing such application to proceed 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.

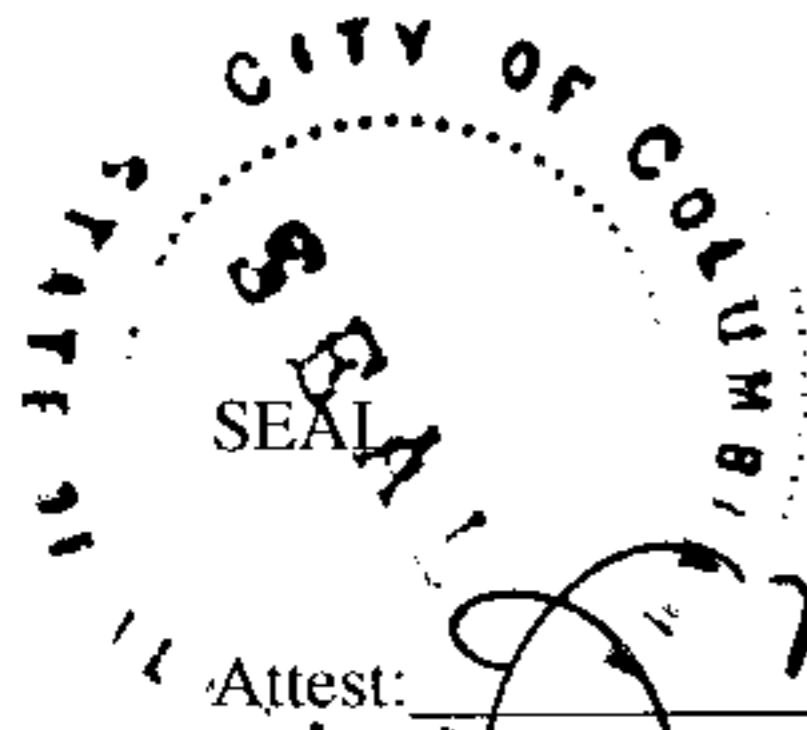
Section 5. That the City Council does hereby elect and appoint the following named persons as directors of the Cultural Facilities Cooperative District of the City of Columbiana for the initial term of office ending on the date set opposite his or her name or on such date as the respective successor thereof is elected and qualified in his stead:

<u>Name</u>	<u>Date of End of Term</u>
Stancil Handley	12:01 A.M. on the fourth (4 th) anniversary of the date of filing for record the certificate of incorporation for the cooperative district
J. Mark Frey	12:01 A.M. on the fourth (4 th) anniversary of the date of filing for record the certificate of incorporation for the cooperative district

Each of the above-referenced individuals is a duly qualified elector of the City of Columbiana


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Duly passed and adopted this 6 day of February, 2018.



Attest:

Mark Frey

City Clerk

[Signature]

Mayor



20180216000051250 21/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

It was moved by Councilmember Mayfield that all rules and regulations which, unless suspended, would prevent the immediate consideration and adoption of said resolution be suspended, and that unanimous consent to the immediate consideration of said resolution be given. The motion was seconded by Councilmember Whiting and was unanimously carried, those voting aye being:

Ayes: Stancil Handley, Mayor
 Leslie Whiting
 Barbara Moore
 Ricky Ruston
 Ouida Mayfield

Nays: None

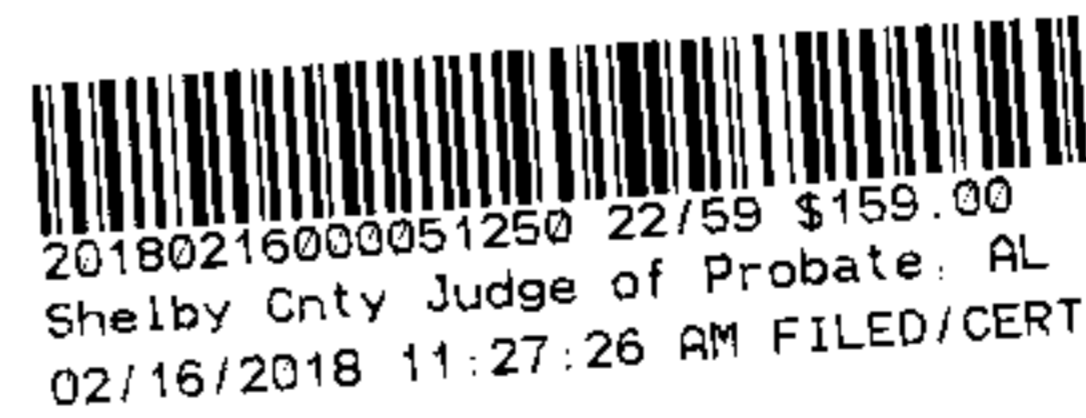
The Mayor declared the motion carried.

After said resolution had been discussed and considered in full by the Council, it was moved by Councilmember Whiting that said resolution be now placed upon its final passage and adopted. The motion was seconded by Councilmember Mayfield. 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: Stancil Handley, Mayor
 Leslie Whiting
 Barbara Moore
 Ricky Ruston
 Ouida Mayfield

Nays: None


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

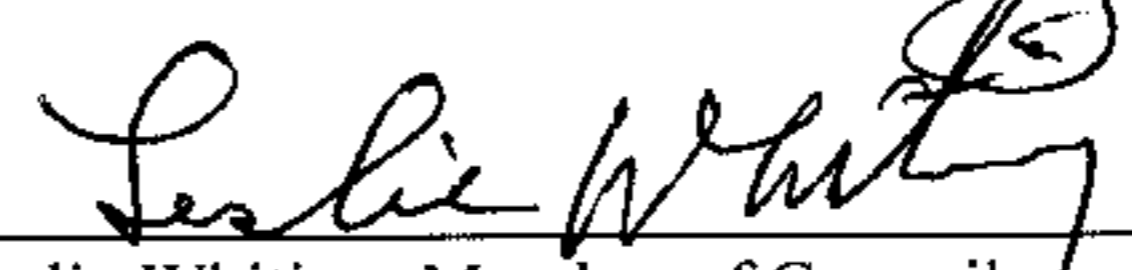


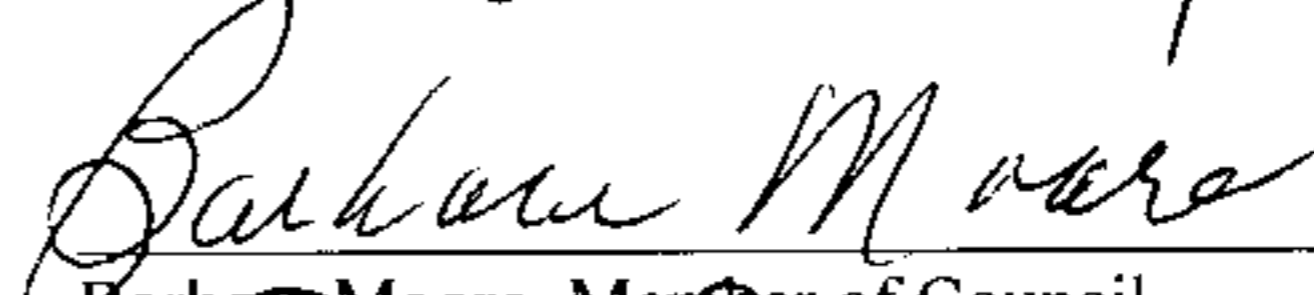
* * *

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

Minutes approved:

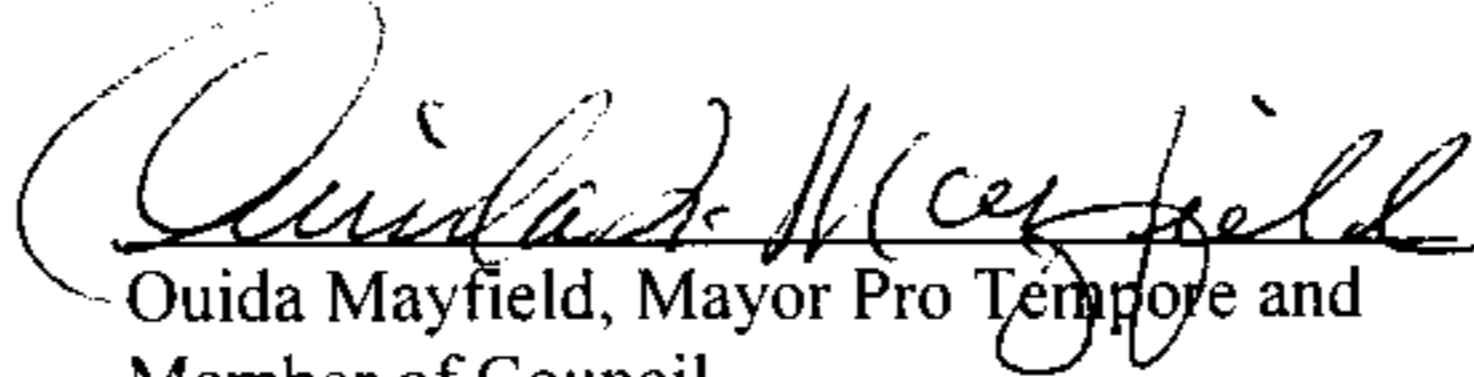

Stancil Handley, Mayor

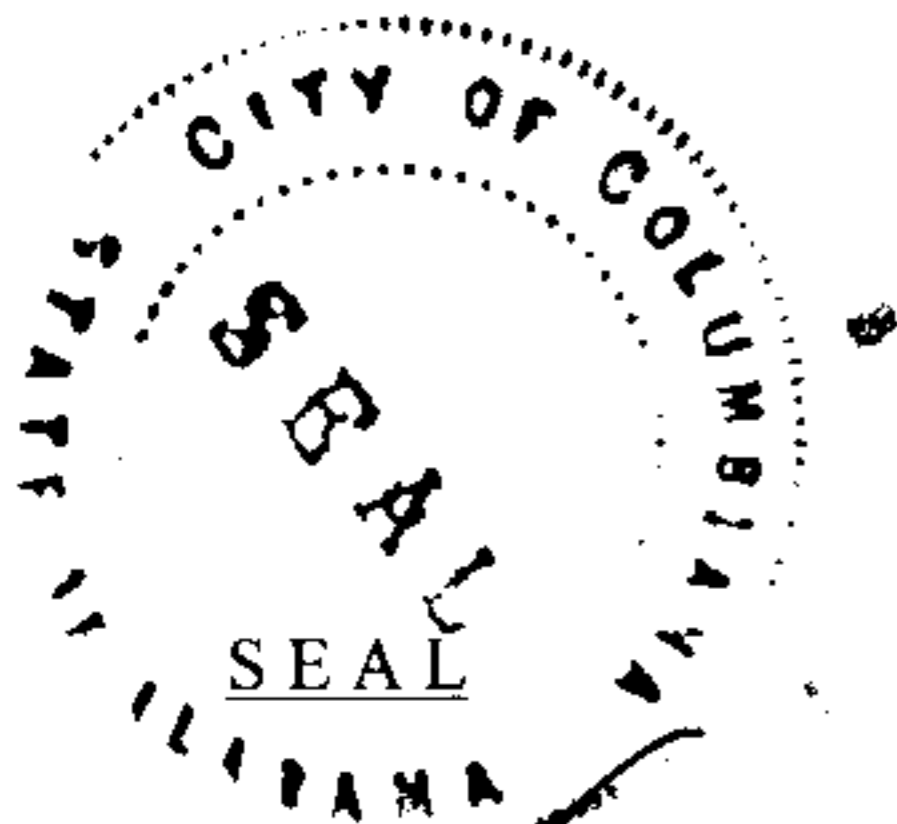

Leslie Whiting, Member of Council


Barbara Moore, Member of Council


Ricky Ruston, Member of Council


— ABSENT —
Kim King, Member of Council


Ouida Mayfield, Mayor Pro Tempore and
Member of Council



Attest:


City Clerk


20180216000051250 23/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)

SHELBY COUNTY)

CERTIFICATE OF CITY CLERK

I, the undersigned, do hereby certify that (1) I am the duly elected, qualified and acting Clerk of the City of Columbiana, Alabama (the "Municipality"); (2) as Clerk of the Municipality I have access to all original records of the Municipality and I am duly authorized to make certified copies of its records on its behalf; (3) the above and foregoing pages constitute a complete, verbatim and compared copy of excerpts from the minutes of a regular meeting of the City Council of the Municipality duly held on the 6th day of February, 2018, 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 Clerk of the Municipality and have affixed the official seal of the Municipality, this 6 day of FEBRUARY, 2018.

[Handwritten Signature]
Clerk of the City of Columbiana, Alabama

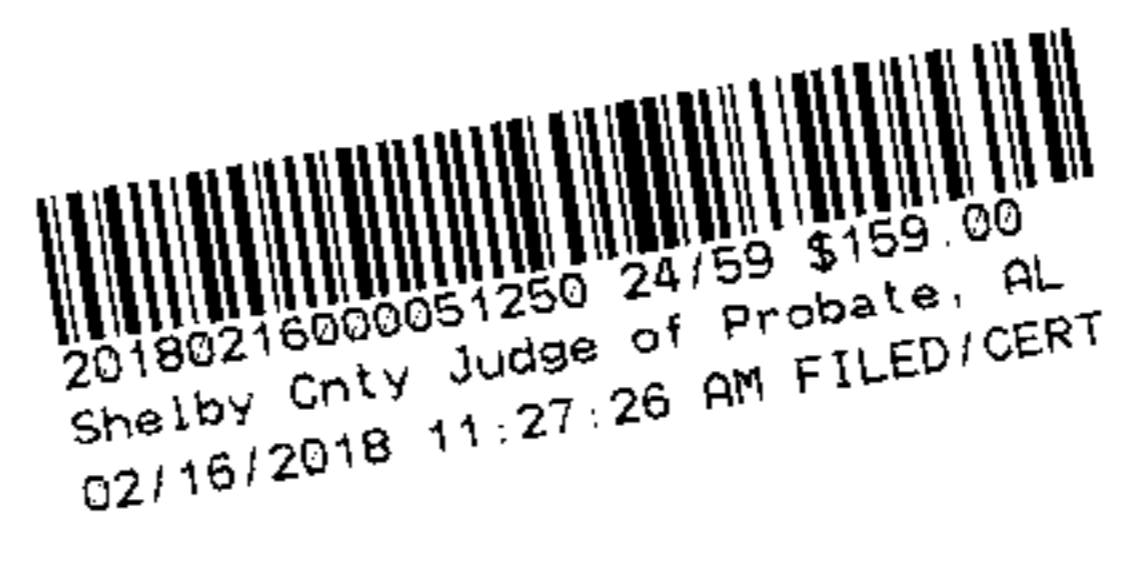



EXHIBIT B

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached certified copy of resolution of the governing body of the Public Park and Recreation Board of the City of Columbiana approving and authorizing incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.


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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

**EXCERPTS FROM THE MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
PUBLIC PARK AND RECREATION BOARD OF THE CITY OF COLUMBIANA**

**Resolution Approving Formation of the
Cultural Facilities Cooperative District of the City of Columbiana**

The Board of Directors of the Public Park and Recreation Board of the City of Columbiana met in special public session at City Hall in the City of Columbiana, Alabama, at 10:30 a.m. on the 16th day of February, 2018.

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

Present: Charles Smith
Evan Major
Rick Williams


Absent: None

* * *

A quorum was declared present and the meeting was declared open for the transaction of business.

* * *

Thereupon, 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
02/16/2018 11:27:26 AM FILED/CERT


A RESOLUTION ELECTING THE OFFICERS OF THE PUBLIC PARK AND RECREATION BOARD OF THE CITY OF COLUMBIANA

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PUBLIC PARK AND RECREATION BOARD OF THE CITY OF COLUMBIANA that the election or appointment of the following named persons to the following offices is hereby made, for a term beginning the date hereof and ending on the date on which such officer's term as a director ends or on such date as their successors are chosen and qualify in their stead:

Name	Office
<u>Evan Major</u>	Chairman
<u>Richard Williams</u>	Vice Chairman & Assistant Secretary
<u>Charles Smith</u>	Secretary

* * *

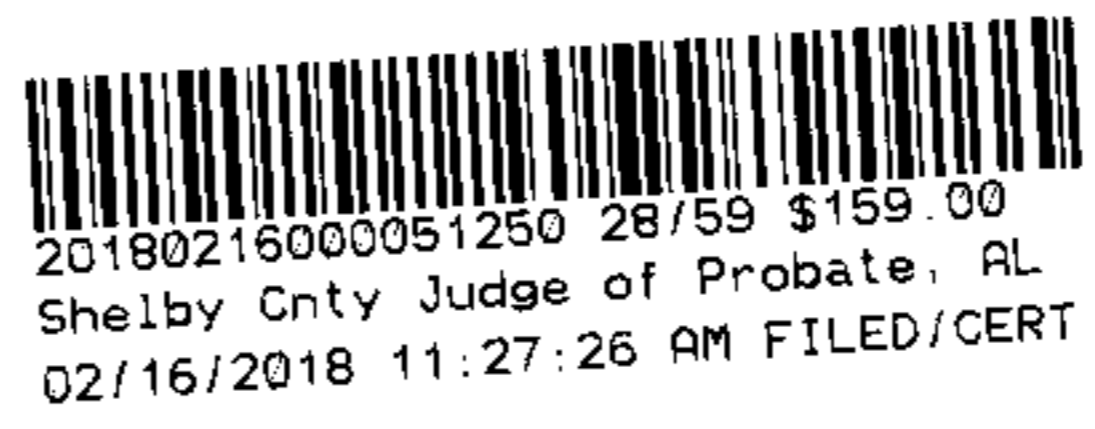
Thereupon, the following resolution was introduced in writing, duly seconded and unanimously adopted by the vote of all members of the Board of Directors present:


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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

**A RESOLUTION APPROVING AN APPLICATION SEEKING PERMISSION TO
INCORPORATE A COOPERATIVE DISTRICT IN THE CITY OF COLUMBIANA AND
AUTHORIZING SUCH INCORPORATION**

**BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PUBLIC PARK AND
RECREATION BOARD OF THE CITY OF COLUMBIANA, as follows:**

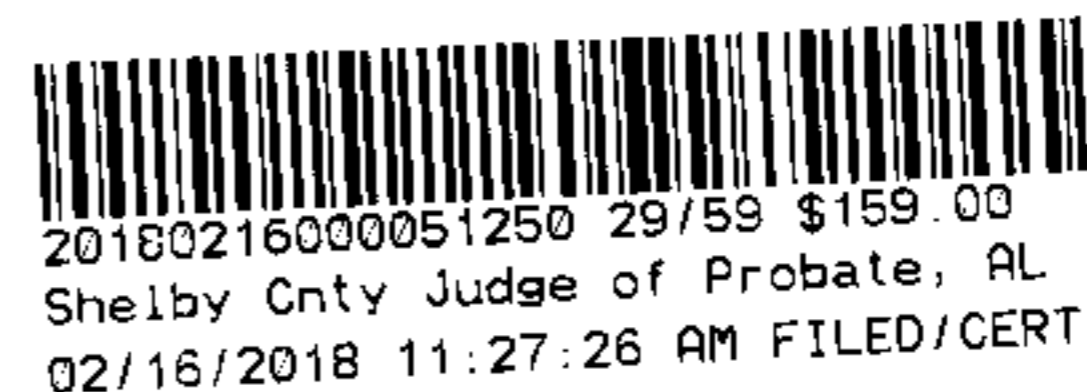
Section 1. That the Board of Directors, upon evidence duly submitted to and considered by it, hereby finds and determines that the following application has been duly filed with the governing body of the Public Park and Recreation Board of the City of Columbiana, that such application was signed by not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




**APPLICATION FOR INCORPORATION
OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

The undersigned (the "Applicants") do hereby apply to the City Council (the "City Council") of the City of Columbiana (the "City") and the Board of Directors (the "Board of Directors") of the Public Park and Recreation Board of the City of Columbiana (the "Park Board") for authority to incorporate and organize a public corporation as a capital improvement cooperative district (the "District") under the provisions of the statutes codified as Chapter 99B of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and state the following:

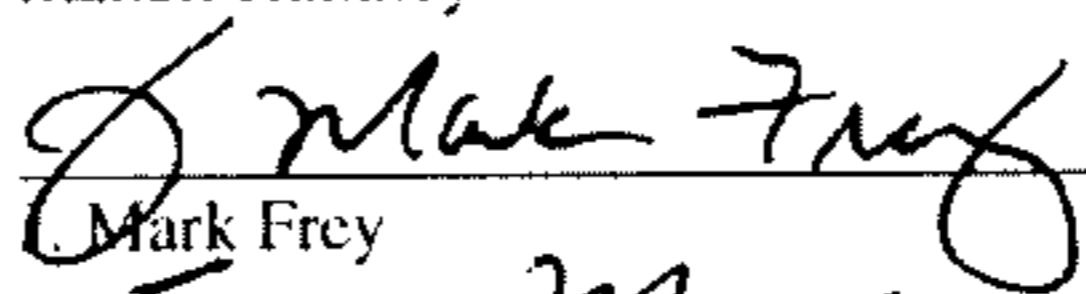
1. The District proposes to facilitate the financing, acquisition, and construction of certain capital improvement projects located within the City of Columbiana, Alabama (the "Projects") and described more particularly as follows: Any capital improvement, facility, structure, building, property, or appurtenances thereto of any nature, type, or description which any member of the District is authorized by any law of the State of Alabama to own, acquire, construct, or finance, including, but without limitation: facilities for public park or other recreational uses and all buildings, facilities, and improvements incident thereto or useful in connection therewith, including, but without limitation, auditoriums, meeting halls, pavilions, centers for cultural entertainment, music, drama, exhibitions and exhibits, amphitheatres, administrative or office buildings and public accommodation facilities (as defined in Section 11-60-1 of the Code of Alabama 1975).
2. The general areas in which the District proposes to acquire or construct the Projects are located within the City of Columbiana, Shelby County, Alabama within a ½ mile radius of Old Mill Square, which is located in the City of Columbiana between Walton Street and Summer Classics Way.
3. The City and the Park Board are the only proposed members of the District.
4. The District shall be governed by a board of directors which shall be comprised of three (3) directors. Two (2) initial directors and their successors shall be duly qualified electors of the City and shall be elected by the City Council and one (1) initial director and his/her successors shall be a duly qualified elector of the City and shall be elected by the Board of Directors. Each of the directors of the District that is chosen by the Board of Directors shall be a member of the Board of Directors. Any director elected by the Park Board who resigns or for any reason or ceases to be a member of the Board of Directors of the Park Board, as the case may be, shall be deemed to have resigned and created a vacancy on the board of directors of the District.
5. The proposed location of the principal office of the District shall be Columbiana City Hall, 107 Mildred Street, Columbiana, Alabama 35051.
6. Each of the Applicants is a duly qualified elector of Shelby County, Alabama.
7. Upon (i) dissolution of the District as provided by the Act, or (ii) a resolution duly adopted by the board of directors of the District at any time when the District has no bonds or other obligations outstanding, title to all funds and properties then owned by the District shall automatically pass to and vest in the City (or its successor).
8. Pursuant to Section 11-99B-5 of the Act, the certificate of incorporation of the District may only be amended after obtaining the written consent of the governing body of each authorizing subdivision of the District.
9. A copy of the proposed form of certificate of incorporation for the District is attached hereto as *Exhibit A* and made a part hereof. The Applicants do hereby request that the City Council and the Board of Directors each adopt a resolution declaring that it is wise, expedient and necessary that the proposed District be formed and authorizing the Applicants to proceed to form the proposed District by filing for record the certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the Act.
10. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.



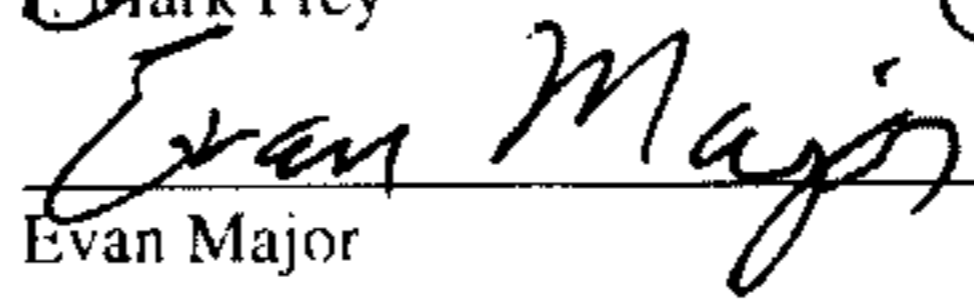
IN WITNESS WHEREOF, we have hereunto set our signatures this 6th day of February, 2018.




Stencil Handley



Mark Frey



Evan Major


20180216000051250 30/69 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stancil Handley, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6th day of February, 2018.

[NOTARIAL SEAL]



Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that J. Mark Frey, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6th day of February, 2018.

[NOTARIAL SEAL]



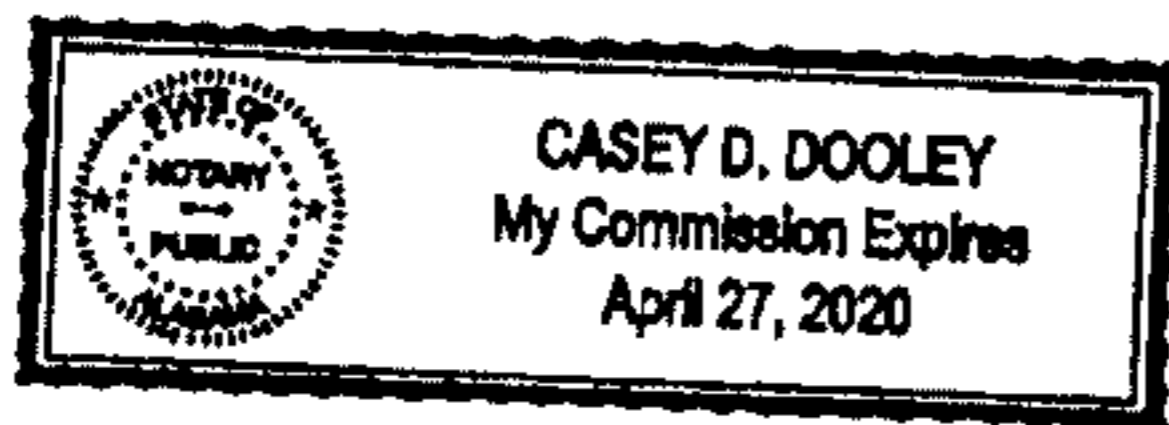
Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Evan Major, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 5th day of February, 2018.

[NOTARIAL SEAL]



Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

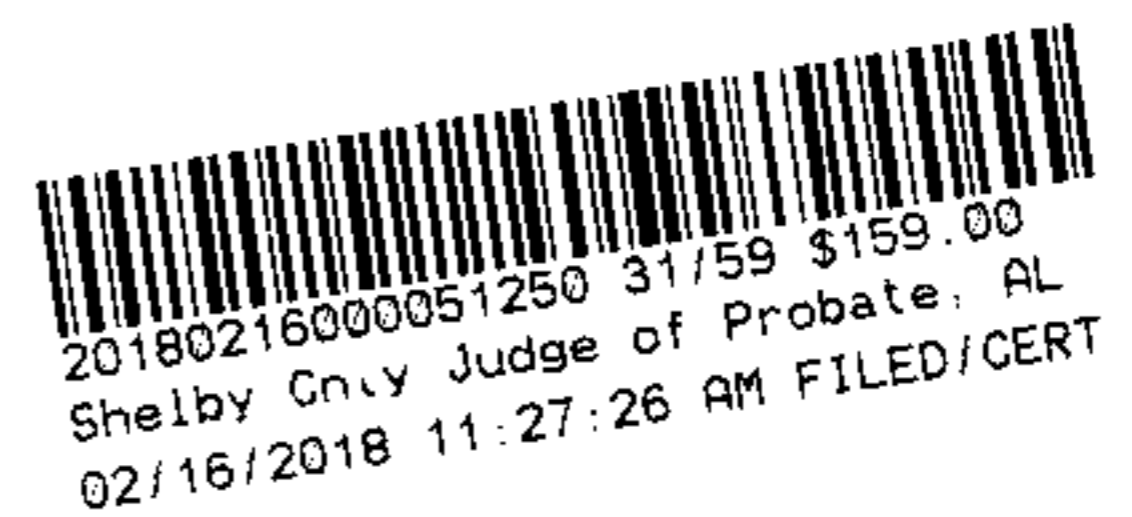



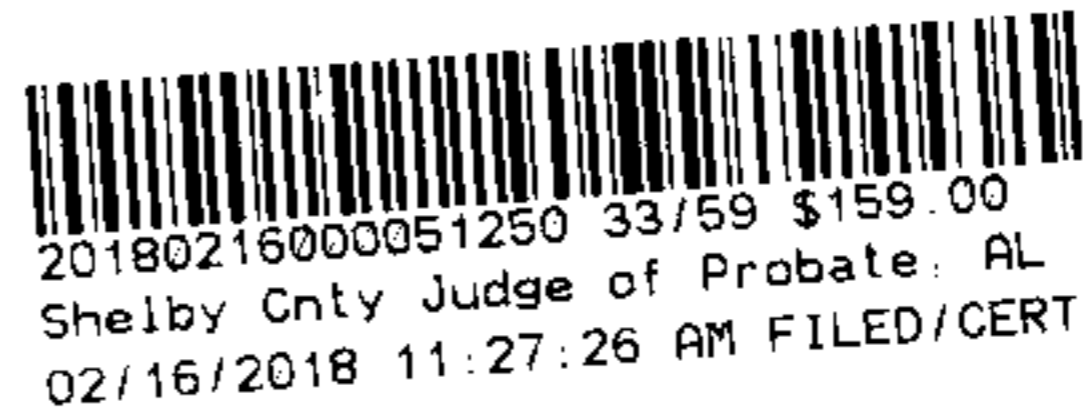
EXHIBIT A

**TO THE APPLICATION FOR AUTHORITY
TO FORM A COOPERATIVE DISTRICT**

See attached proposed form of certificate of incorporation for cooperative district.


20180216000051250 32/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)



**CERTIFICATE OF INCORPORATION
OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in order to incorporate and organize a public corporation as a capital improvement cooperative district under the provisions of the statutes codified as Chapter 99B of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and being all of the incorporators of said public corporation (the "District"), do make, sign, execute, acknowledge and file this certificate of incorporation as follows:

1. The names of the undersigned, the persons forming the District, are Stancil Handley, J. Mark Frey and Evan Major, and each of said persons is a duly qualified elector of Shelby County, Alabama.

2. The period for the duration of the District shall be perpetual, subject to the provisions of Section 11-99B-15 of the Act.

3. The City of Columbiana, Alabama (the "City") and the Public Park and Recreation Board of the City of Columbiana (the "Park Board") are the only authorizing subdivisions. The governing body of the City adopted its authorizing resolution in accordance with the Act on _____, 2018, a certified copy of which is attached hereto as *Exhibit A* and made a part hereof. The governing body of the Park Board adopted its authorizing resolution in accordance with the Act on _____, 2018, a certified copy of which is attached hereto as *Exhibit B* and made a part hereof.

4. The name of the District shall be the "Cultural Facilities Cooperative District of the City of Columbiana", and the location of the principal office of the District shall be Columbiana City Hall, 107 Mildred Street, Columbiana, Alabama 35051, which is within Shelby County, Alabama.

5. The District proposes to facilitate the financing, acquisition, and construction of certain capital improvement projects located within the City of Columbiana, Shelby County, Alabama (the "Projects") and described more particularly as follows: Any capital improvement, facility, structure, building, property, or appurtenances thereto of any nature, type, or description which any member of the District is authorized by any law of the State of Alabama to own, acquire, construct, or finance, including, but without limitation: facilities for public park or other recreational uses and all buildings, facilities, and improvements incident thereto or useful in connection therewith, including, but without limitation, auditoriums, meeting halls, pavilions, centers for cultural entertainment, music, drama, exhibitions and exhibits, amphitheatres, administrative or office buildings and public accommodation facilities (as defined in Section 11-60-1 of the Code of Alabama 1975). The general areas in which the District proposes to acquire or construct the Projects are located within the City of Columbiana, Shelby County, Alabama within a ½ mile radius of Old Mill Square, which is located in the City of Columbiana between Walton Street and Summer Classics Way.

6. The District shall be governed by a board of directors which shall be comprised of three (3) directors. Two (2) initial directors and their successors shall be duly qualified electors of the City and shall be elected by the governing body of the City and one (1) initial director and his/her successors shall be a duly qualified elector of the City and shall be elected by the governing body of the Park Board. Each of the directors of the District that is chosen by the governing body of the Park Board shall be a member of the governing body of the Park Board. Any director elected by the Park Board who resigns or for any reason ceases to be a member of the governing body of the Park Board, as the case may be, shall be deemed to have resigned and created a vacancy on the board of directors of the District.

7. The proposed name of the District shall be the "Cultural Facilities Cooperative District of the City of Columbiana". 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.

8. Upon (i) dissolution of the District as provided by the Act, or (ii) a resolution duly adopted by the board of directors of the District at any time when the District has no bonds or other obligations outstanding, title to all funds and properties then owned by the District shall automatically pass to and vest in the City (or its successor).

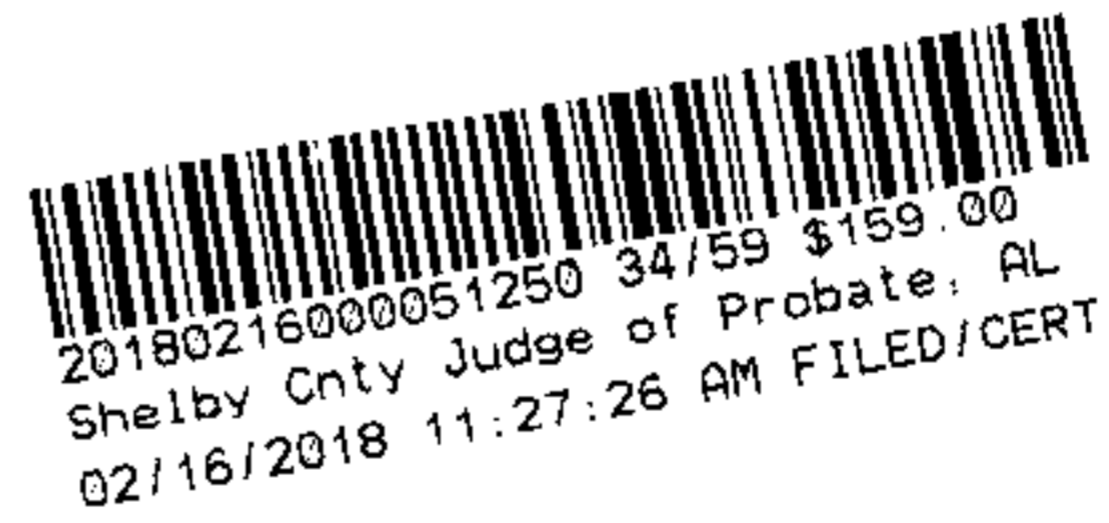
9. The application filed with the governing body of each authorizing subdivision in accordance with Section 11-99B-3 of the Act is identical to the copy thereof attached hereto as *Exhibit D*.

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

11. Pursuant to Section 11-99B-5 of the Act, this certificate of incorporation may only be amended after obtaining the written consent of the governing body of each authorizing subdivision of the District.

12. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

[Signatures Appear on the Following Page.]




IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures, this _____ day of February, 2018.

Stancil Handley

J. Mark Frey

Evan Major


20180216000051250 35/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stancil Handley, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires: _____

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that J. Mark Frey, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires: _____

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Evan Major, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires: _____



20180216000051250 36/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT A

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached certified copy of resolution of the governing body of the City of Columbiana approving and authorizing incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.



20180216000051250 37/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT B

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached certified copy of resolution of the governing body of the Public Park and Recreation Board of the City of Columbiana approving and authorizing incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.

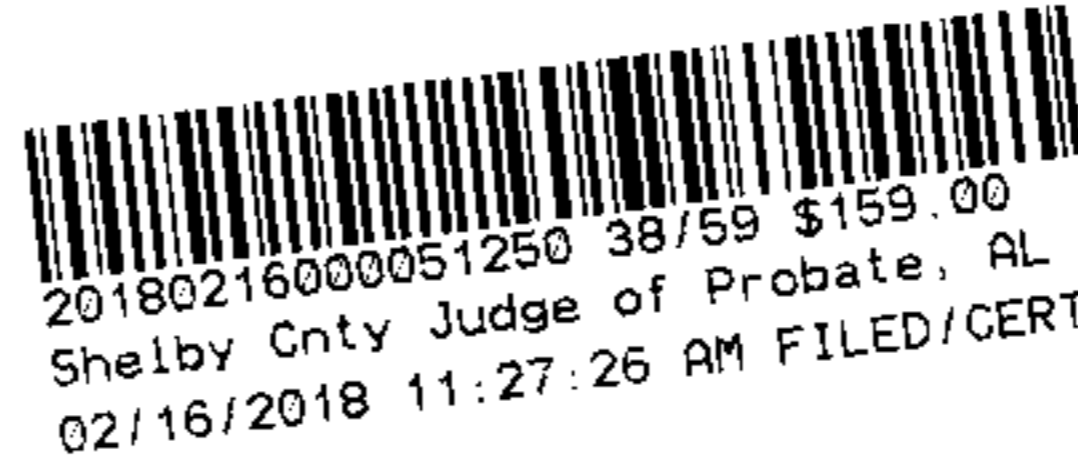


EXHIBIT C

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached copy of Certificate of Alabama Secretary of State.



20180216000051250 39/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT D

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached copy of application for incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.



20180216000051250 40/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

Section 2. That the Board of Directors has reviewed and considered the foregoing application and has found and determined and does hereby find and determine as a matter of fact that there is a public need for the projects proposed by such proposed district, and that it is wise, expedient, and necessary that the proposed district be formed.

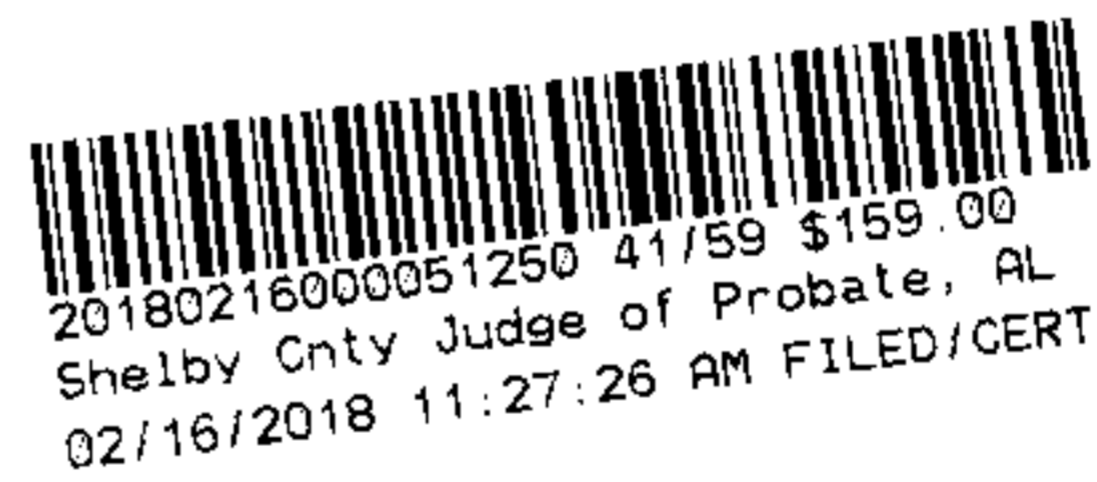
Section 3. That the Board of Directors does hereby approve the proposed form of certificate of incorporation of the district attached to the foregoing application as hereinabove set forth.

Section 4. That the Board of Directors does hereby authorize the persons filing such application to proceed 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.

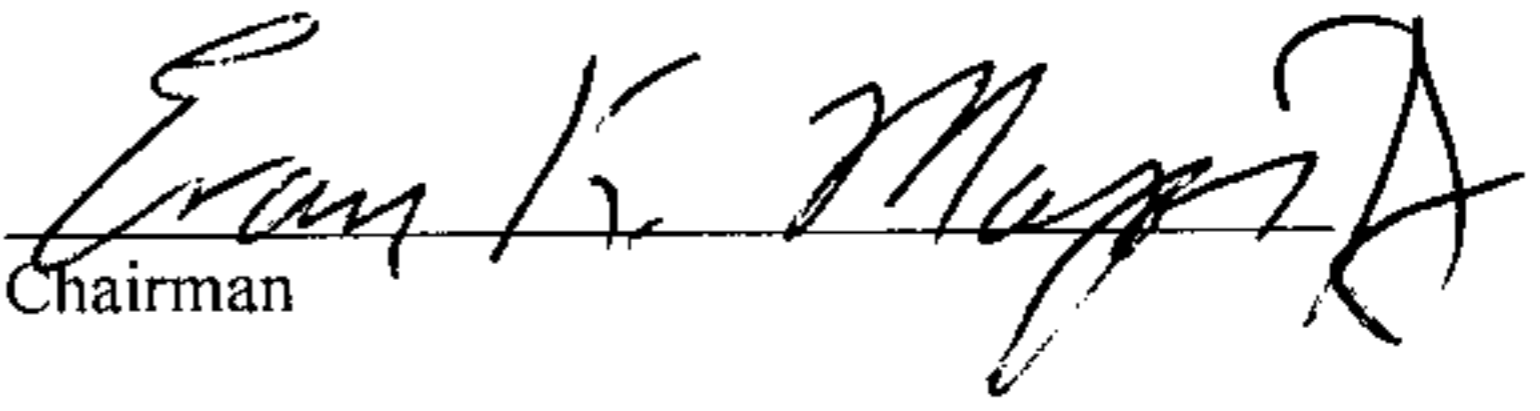
Section 5. That the Board of Directors does hereby elect and appoint the following named person as a director of the Cultural Facilities Cooperative District of the City of Columbiana for the initial term of office ending on the date set opposite his or her name or on such date as the respective successor thereof is elected and qualified in his stead:

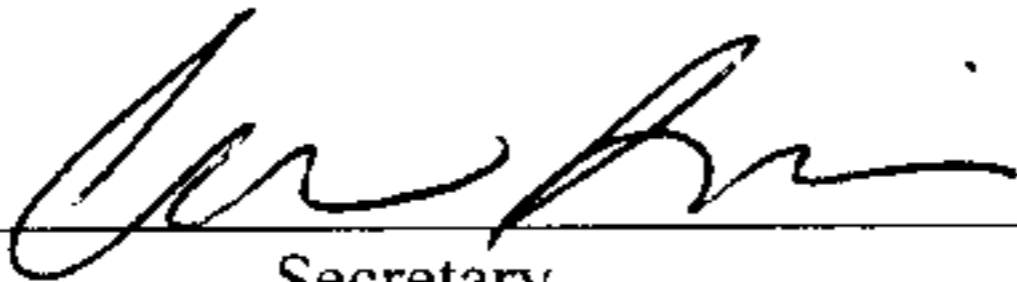
<u>Name</u>	<u>Date of End of Term</u>
Evan Major	12:01 A.M. on the fourth (4 th) anniversary of the date of filing for record the certificate of incorporation for the cooperative district


The above-referenced individual is a duly qualified elector of the City of Columbiana and is a member of the Board of Directors of the Public Park and Recreation Board of the City of Columbiana.



Duly passed and adopted this 16th day of February, 2018.


Chairman

Attest: 
Secretary


20180216000051250 42/59 \$159.00
Shelby Cnty Judge of Probate: AL
02/16/2018 11:27:26 AM FILED/CERT

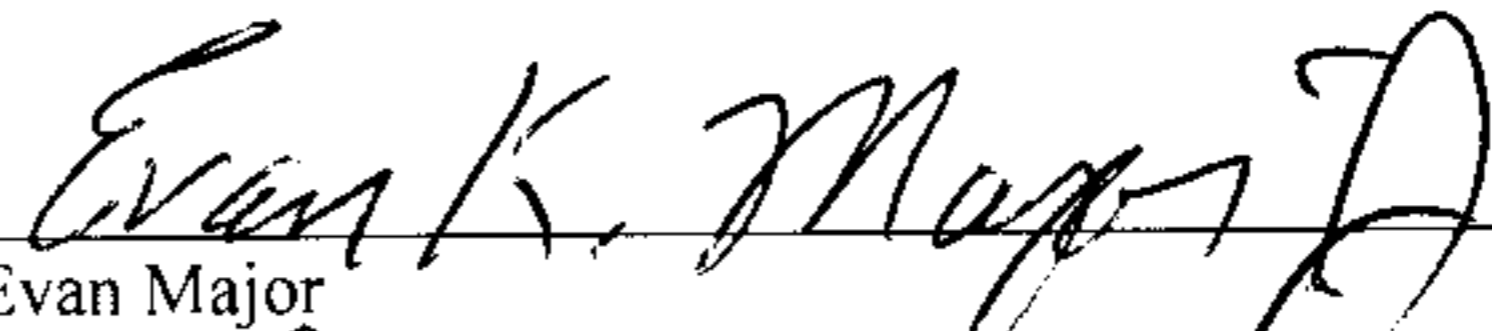
WAIVER

The undersigned, constituting all of the members of the Board of Directors of the Public Park and Recreation Board of the City of Columbiana (the "Board"), hereby acknowledge timely receipt of notice of a meeting of the Board of Directors to be held at City Hall in the City of Columbiana, Alabama, at 10:30 a.m. on the 16th day of February, 2018, for the purpose of (a) appointing officers of the Board, (b) authorizing the formation of the Cultural Facilities Cooperative District of the City of Columbiana and (c) transacting such other business or taking such further action as might be conducted or taken at a regular meeting of the Board of Directors.

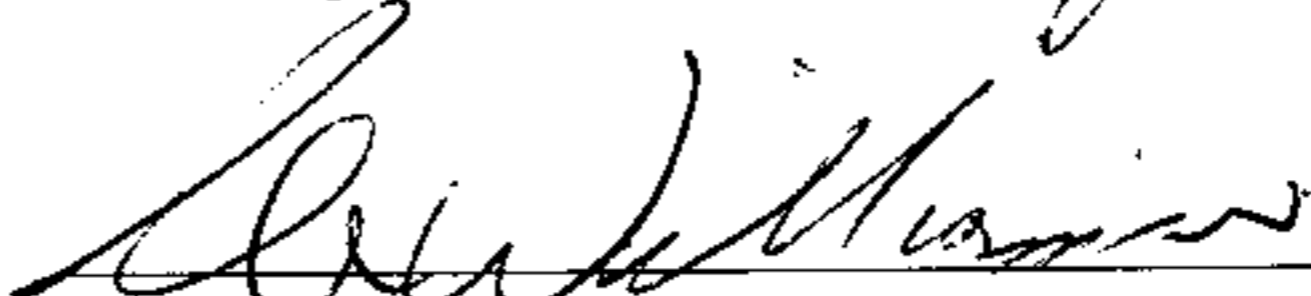
We do hereby waive any and all irregularities in such notice and any further notice of the date, time, place or purpose of such meeting, and we do hereby consent and agree that such meeting may be held for the aforesaid purposes.



Charles Smith



Evan Major



Rick Williams



20180216000051250 43/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

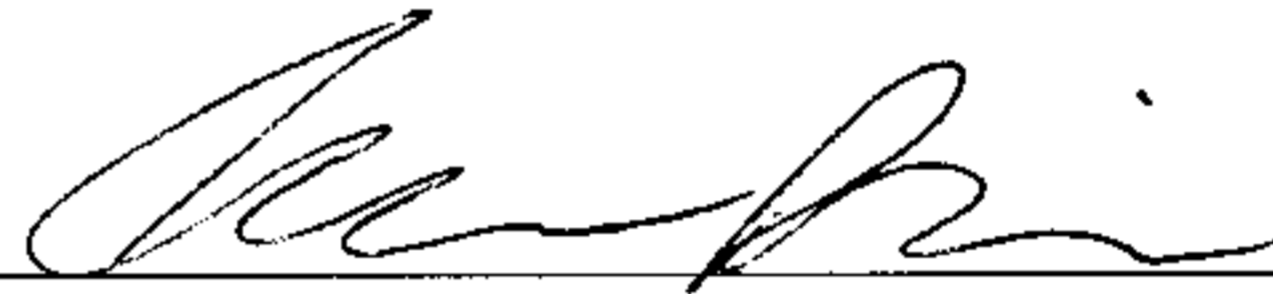
STATE OF ALABAMA)

SHELBY COUNTY)

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that (1) I am the duly appointed, qualified and acting Secretary of the Public Park and Recreation Board of the City of Columbiana (the "Park Board"); (2) as Secretary 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 special meeting of the Board of Directors of the Park Board duly held on the 16th day of February, 2018, the original of which is on file and of record in the minute book of the Board of Directors 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 of Directors on such date; and (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 Secretary of the Park Board this 16th day of February, 2018.



Secretary of the Public Park and Recreation Board of the City of Columbiana



20180216000051250 44/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT C

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached copy of Certificate of Alabama Secretary of State.



20180216000051250 45/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

JOHN H. MERRILL
SECRETARY OF STATE

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 entity 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: Cultural Facilities Cooperative District of the City of Columbiana. This name reservation is for the exclusive use of Brad Cherry, 1901 6th Avenue North, Suite 2400, Birmingham, Alabama 35203 for a period of one year beginning February 5, 2018 and expiring February 5, 2019.



20180216000051250 46/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

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.

02/06/18

Date



John H. Merrill

J. H. Merrill

Secretary of State

EXHIBIT D

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached copy of application for incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.



20180216000051250 47/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

**APPLICATION FOR INCORPORATION
OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

The undersigned (the "Applicants") do hereby apply to the City Council (the "City Council") of the City of Columbiana (the "City") and the Board of Directors (the "Board of Directors") of the Public Park and Recreation Board of the City of Columbiana (the "Park Board") for authority to incorporate and organize a public corporation as a capital improvement cooperative district (the "District") under the provisions of the statutes codified as Chapter 99B of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and state the following:

1. The District proposes to facilitate the financing, acquisition, and construction of certain capital improvement projects located within the City of Columbiana, Alabama (the "Projects") and described more particularly as follows: Any capital improvement, facility, structure, building, property, or appurtenances thereto of any nature, type, or description which any member of the District is authorized by any law of the State of Alabama to own, acquire, construct, or finance, including, but without limitation: facilities for public park or other recreational uses and all buildings, facilities, and improvements incident thereto or useful in connection therewith, including, but without limitation, auditoriums, meeting halls, pavilions, centers for cultural entertainment, music, drama, exhibitions and exhibits, amphitheaters, administrative or office buildings and public accommodation facilities (as defined in Section 11-60-1 of the Code of Alabama 1975).

2. The general areas in which the District proposes to acquire or construct the Projects are located within the City of Columbiana, Shelby County, Alabama within a ½ mile radius of Old Mill Square, which is located in the City of Columbiana between Walton Street and Summer Classics Way.

3. The City and the Park Board are the only proposed members of the District.

4. The District shall be governed by a board of directors which shall be comprised of three (3) directors. Two (2) initial directors and their successors shall be duly qualified electors of the City and shall be elected by the City Council and one (1) initial director and his/her successors shall be a duly qualified elector of the City and shall be elected by the Board of Directors. Each of the directors of the District that is chosen by the Board of Directors shall be a member of the Board of Directors. Any director elected by the Park Board who resigns or for any reason or ceases to be a member of the Board of Directors of the Park Board, as the case may be, shall be deemed to have resigned and created a vacancy on the board of directors of the District.

5. The proposed location of the principal office of the District shall be Columbiana City Hall, 107 Mildred Street, Columbiana, Alabama 35051.

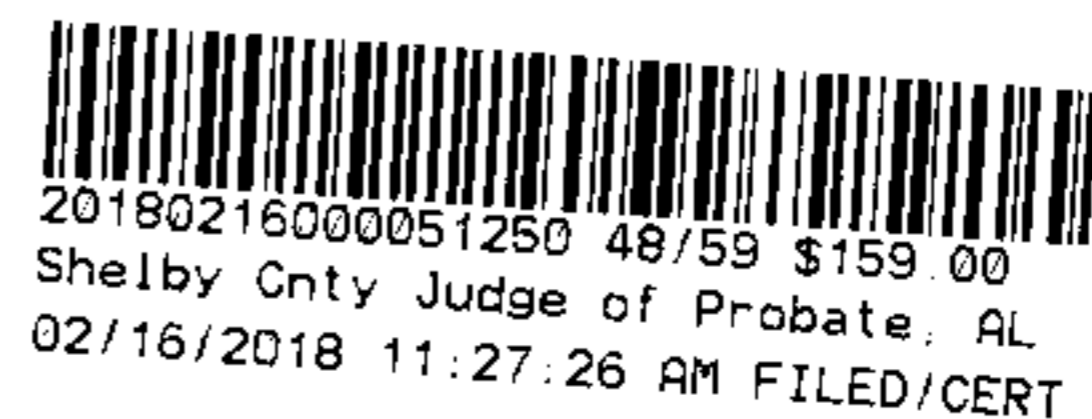
6. Each of the Applicants is a duly qualified elector of Shelby County, Alabama.

7. Upon (i) dissolution of the District as provided by the Act, or (ii) a resolution duly adopted by the board of directors of the District at any time when the District has no bonds or other obligations outstanding, title to all funds and properties then owned by the District shall automatically pass to and vest in the City (or its successor).

8. Pursuant to Section 11-99B-5 of the Act, the certificate of incorporation of the District may only be amended after obtaining the written consent of the governing body of each authorizing subdivision of the District.

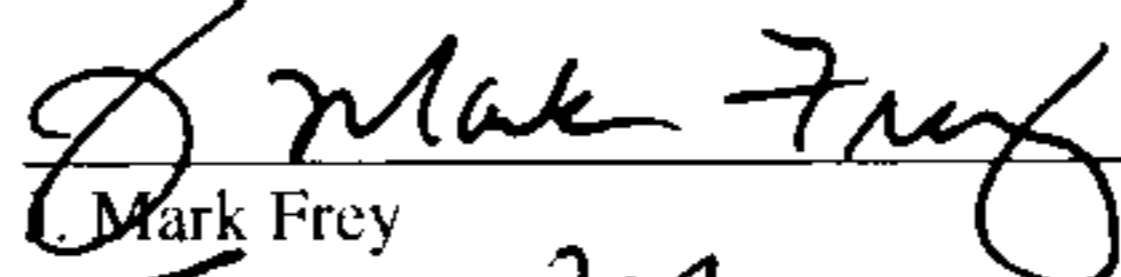
9. A copy of the proposed form of certificate of incorporation for the District is attached hereto as *Exhibit A* and made a part hereof. The Applicants do hereby request that the City Council and the Board of Directors each adopt a resolution declaring that it is wise, expedient and necessary that the proposed District be formed and authorizing the Applicants to proceed to form the proposed District by filing for record the certificate of incorporation in accordance with the provisions of Section 11-99B-4 of the Act.

10. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.




IN WITNESS WHEREOF, we have hereunto set our signatures this 6th day of February, 2018.


Stancil Handley


Mark Frey


Evan Major

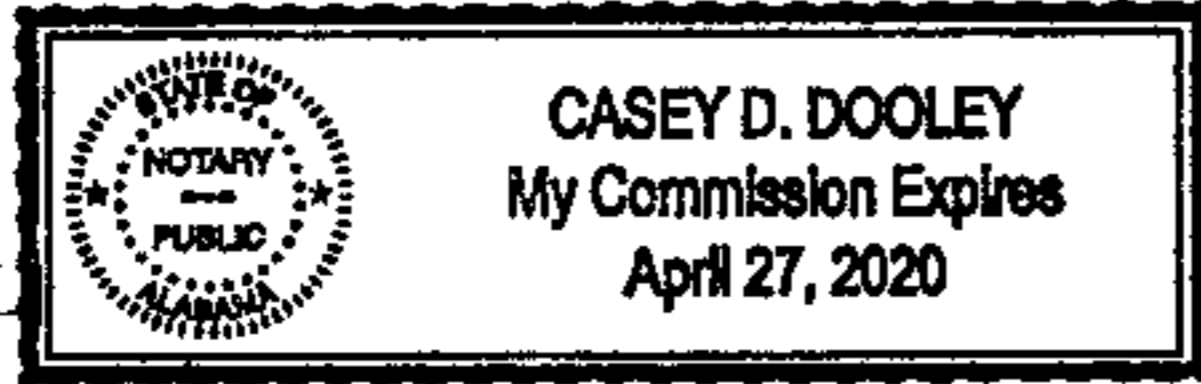

20180216000051250 49/59 \$159.00
Shelby Cnty Judge of Probate: AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stencil Handley, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6th day of February, 2018.

[NOTARIAL SEAL]



Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that J. Mark Frey, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 6th day of February, 2018.

[NOTARIAL SEAL]



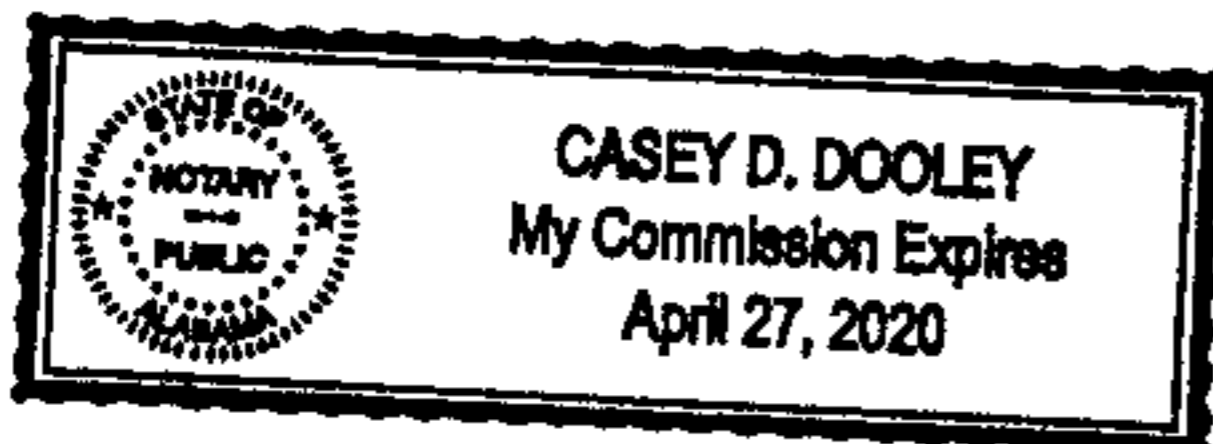
Casey D. Dooley
Notary Public
My commission expires: April 27, 2020

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Evan Major, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 5th day of February, 2018.

[NOTARIAL SEAL]



Casey D. Dooley
Notary Public
My commission expires: April 27, 2020



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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT A

**TO THE APPLICATION FOR AUTHORITY
TO FORM A COOPERATIVE DISTRICT**

See attached proposed form of certificate of incorporation for cooperative district.



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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

**CERTIFICATE OF INCORPORATION
OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in order to incorporate and organize a public corporation as a capital improvement cooperative district under the provisions of the statutes codified as Chapter 99B of Title 11 of the Code of Alabama 1975, as heretofore or hereafter amended or supplemented (the "Act"), and being all of the incorporators of said public corporation (the "District"), do make, sign, execute, acknowledge and file this certificate of incorporation as follows:

1. The names of the undersigned, the persons forming the District, are Stancil Handley, J. Mark Frey and Evan Major, and each of said persons is a duly qualified elector of Shelby County, Alabama.

2. The period for the duration of the District shall be perpetual, subject to the provisions of Section 11-99B-15 of the Act.

3. The City of Columbiana, Alabama (the "City") and the Public Park and Recreation Board of the City of Columbiana (the "Park Board") are the only authorizing subdivisions. The governing body of the City adopted its authorizing resolution in accordance with the Act on _____, 2018, a certified copy of which is attached hereto as *Exhibit A* and made a part hereof. The governing body of the Park Board adopted its authorizing resolution in accordance with the Act on _____, 2018, a certified copy of which is attached hereto as *Exhibit B* and made a part hereof.

4. The name of the District shall be the "Cultural Facilities Cooperative District of the City of Columbiana", and the location of the principal office of the District shall be Columbiana City Hall, 107 Mildred Street, Columbiana, Alabama 35051, which is within Shelby County, Alabama.

5. The District proposes to facilitate the financing, acquisition, and construction of certain capital improvement projects located within the City of Columbiana, Shelby County, Alabama (the "Projects") and described more particularly as follows: Any capital improvement, facility, structure, building, property, or appurtenances thereto of any nature, type, or description which any member of the District is authorized by any law of the State of Alabama to own, acquire, construct, or finance, including, but without limitation: facilities for public park or other recreational uses and all buildings, facilities, and improvements incident thereto or useful in connection therewith, including, but without limitation, auditoriums, meeting halls, pavilions, centers for cultural entertainment, music, drama, exhibitions and exhibits, amphitheaters, administrative or office buildings and public accommodation facilities (as defined in Section 11-60-1 of the Code of Alabama 1975). The general areas in which the District proposes to acquire or construct the Projects are located within the City of Columbiana, Shelby County, Alabama within a ½ mile radius of Old Mill Square, which is located in the City of Columbiana between Walton Street and Summer Classics Way.

6. The District shall be governed by a board of directors which shall be comprised of three (3) directors. Two (2) initial directors and their successors shall be duly qualified electors of the City and shall be elected by the governing body of the City and one (1) initial director and his/her successors shall be a duly qualified elector of the City and shall be elected by the governing body of the Park Board. Each of the directors of the District that is chosen by the governing body of the Park Board shall be a member of the governing body of the Park Board. Any director elected by the Park Board who resigns or for any reason ceases to be a member of the governing body of the Park Board, as the case may be, shall be deemed to have resigned and created a vacancy on the board of directors of the District.

7. The proposed name of the District shall be the "Cultural Facilities Cooperative District of the City of Columbiana". 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.

8. Upon (i) dissolution of the District as provided by the Act, or (ii) a resolution duly adopted by the board of directors of the District at any time when the District has no bonds or other obligations outstanding, title to all funds and properties then owned by the District shall automatically pass to and vest in the City (or its successor).

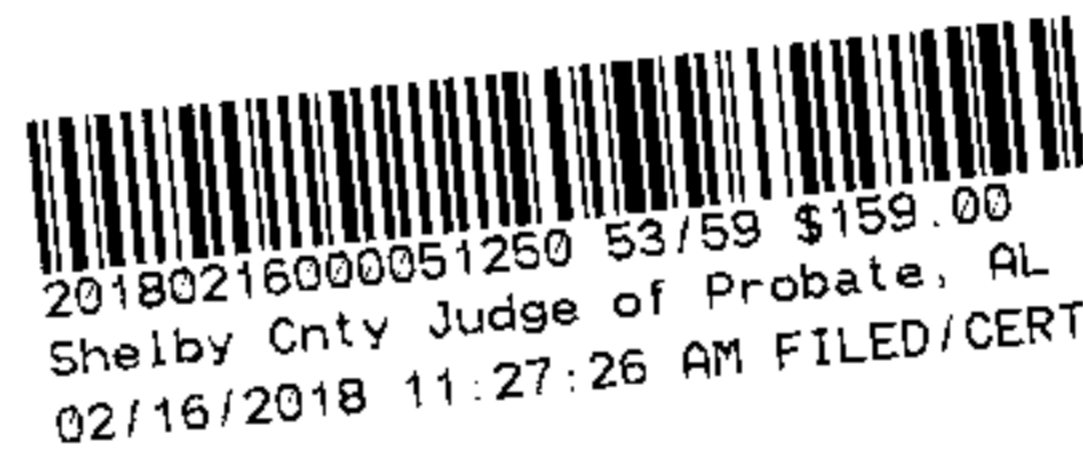
9. The application filed with the governing body of each authorizing subdivision in accordance with Section 11-99B-3 of the Act is identical to the copy thereof attached hereto as *Exhibit D*.

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

11. Pursuant to Section 11-99B-5 of the Act, this certificate of incorporation may only be amended after obtaining the written consent of the governing body of each authorizing subdivision of the District.

12. This instrument may be executed in any number of counterparts, each of which so executed shall be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

[Signatures Appear on the Following Page.]




IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures, this
____ day of February, 2018.

Stancil Handley

J. Mark Frey

Evan Major


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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stancil Handley, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires: _____

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that J. Mark Frey, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires: _____

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Evan Major, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the _____ day of February, 2018.

[NOTARIAL SEAL]

Notary Public
My commission expires: _____



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Shelby Cnty Judge of Probate: AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT A

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached certified copy of resolution of the governing body of the City of Columbiana approving and authorizing incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.



20180216000051250 56/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT B

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached certified copy of resolution of the governing body of the Public Park and Recreation Board of the City of Columbiana approving and authorizing incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.

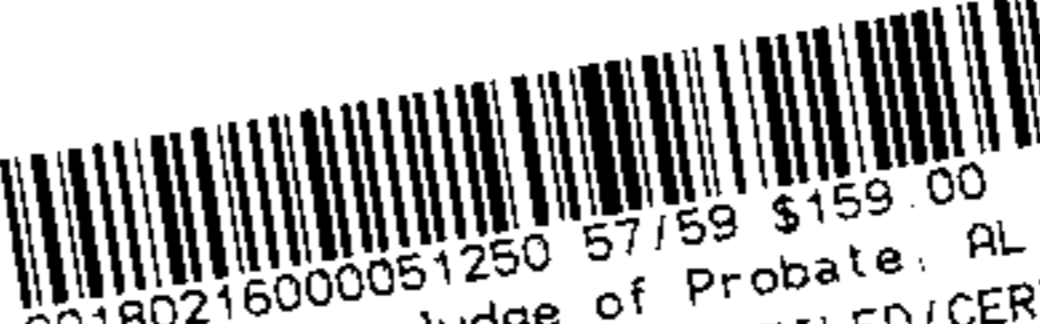

20180216000051250 57/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT C

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached copy of Certificate of Alabama Secretary of State.




20180216000051250 58/59 \$159.00
Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT

EXHIBIT D

**TO THE CERTIFICATE OF INCORPORATION OF THE
CULTURAL FACILITIES COOPERATIVE DISTRICT OF THE CITY OF COLUMBIANA**

See attached copy of application for incorporation of the Cultural Facilities Cooperative District of the City of Columbiana.


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Shelby Cnty Judge of Probate, AL
02/16/2018 11:27:26 AM FILED/CERT