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**ARTICLES OF INCORPORATION
OF
WALKER SPRINGS IMPROVEMENT DISTRICT**

December 5, 2024

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, in order to form an improvement district to be known as "Walker Springs Improvement District" (the "District") as a public corporation under and pursuant to Chapter 99A of Title 11 of the Code of Alabama 1975 (the "Governing Law"), do hereby make, sign, execute, acknowledge and file these articles of incorporation:

Article One

The name of the District shall be Walker Springs Improvement District.

The District is organized pursuant to the provisions of Chapter 99A of Title 11 of the Code of Alabama 1975.

Article Two

The names and mailing addresses of the undersigned incorporators are:

Mr. Robin Trimm
121 Bishop Circle
Pelham, Alabama 35124

Mr. Glenn Siddle
121 Bishop Circle
Pelham, Alabama 35124

Mr. Brandon Todd
121 Bishop Circle
Pelham, Alabama 35124



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Article Three

The name of the appointing government is the City of Alabaster, Alabama.

On November 25, 2024 the governing body of the City of Alabaster, Alabama adopted a resolution approving and authorizing the incorporation of the District in accordance with the Governing Law, a certified copy of which resolution is attached hereto as Exhibit A and made a part hereof.

Article Four

The names and addresses of the members of the initial board of directors of the District and their initial terms of office are as follows:

| <u>Name</u> | <u>Term of Office</u> |
|--------------|-----------------------|
| Glenn Siddle | November 1, 2028 |
| Brandon Todd | November 1, 2029 |
| Robin Trimm | November 1, 2030 |



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Article Five

The duration of the District shall be perpetual, subject to the provisions of the Governing Law.

Article Six

The location of the principal office of the District (and its post office address) shall be:

c/o Newcastle Development, LLC
121 Bishop Circle
Pelham, Alabama 35124

Article Seven

The District shall have all powers conferred on corporations of like nature by the Governing 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 Governing Law, as heretofore or hereafter amended.

Article Eight

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.

Article Nine

Upon dissolution of the District as provided by the Governing Law, title to all funds and properties owned by the District shall be conveyed and distributed to, and shall vest in, The City of Alabaster, Alabama (or its successor).



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IN WITNESS WHEREOF, the undersigned have signed these articles of incorporation on and as of the date and year first above written.

Glenn Siddle

Brandon Todd

Robin Trimm

STATE OF ALABAMA

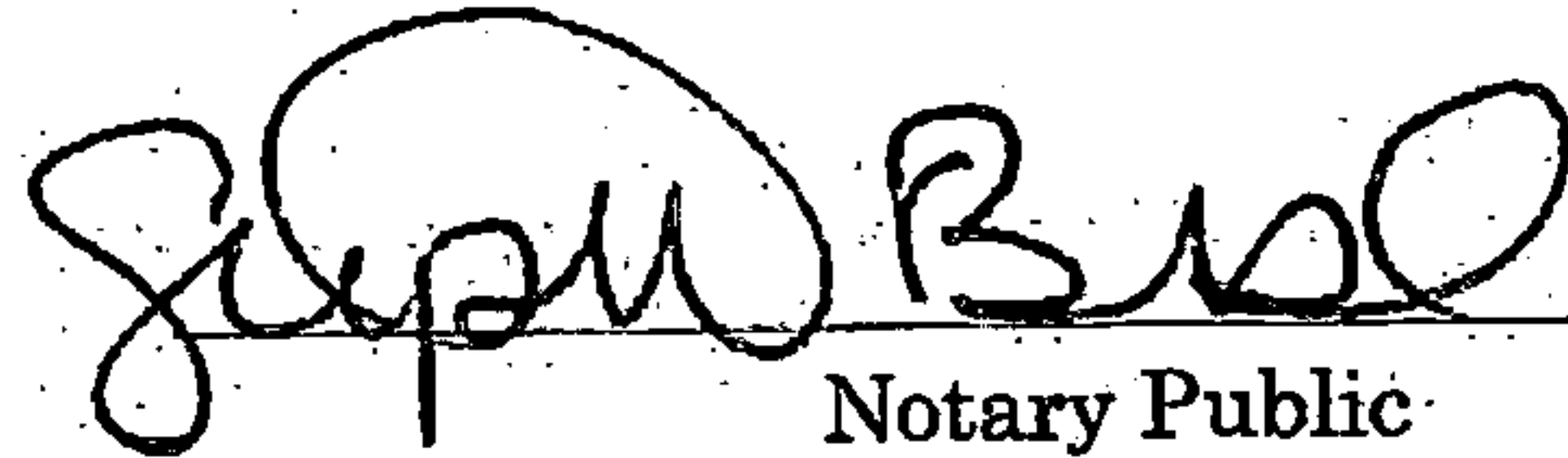
SHELBY COUNTY



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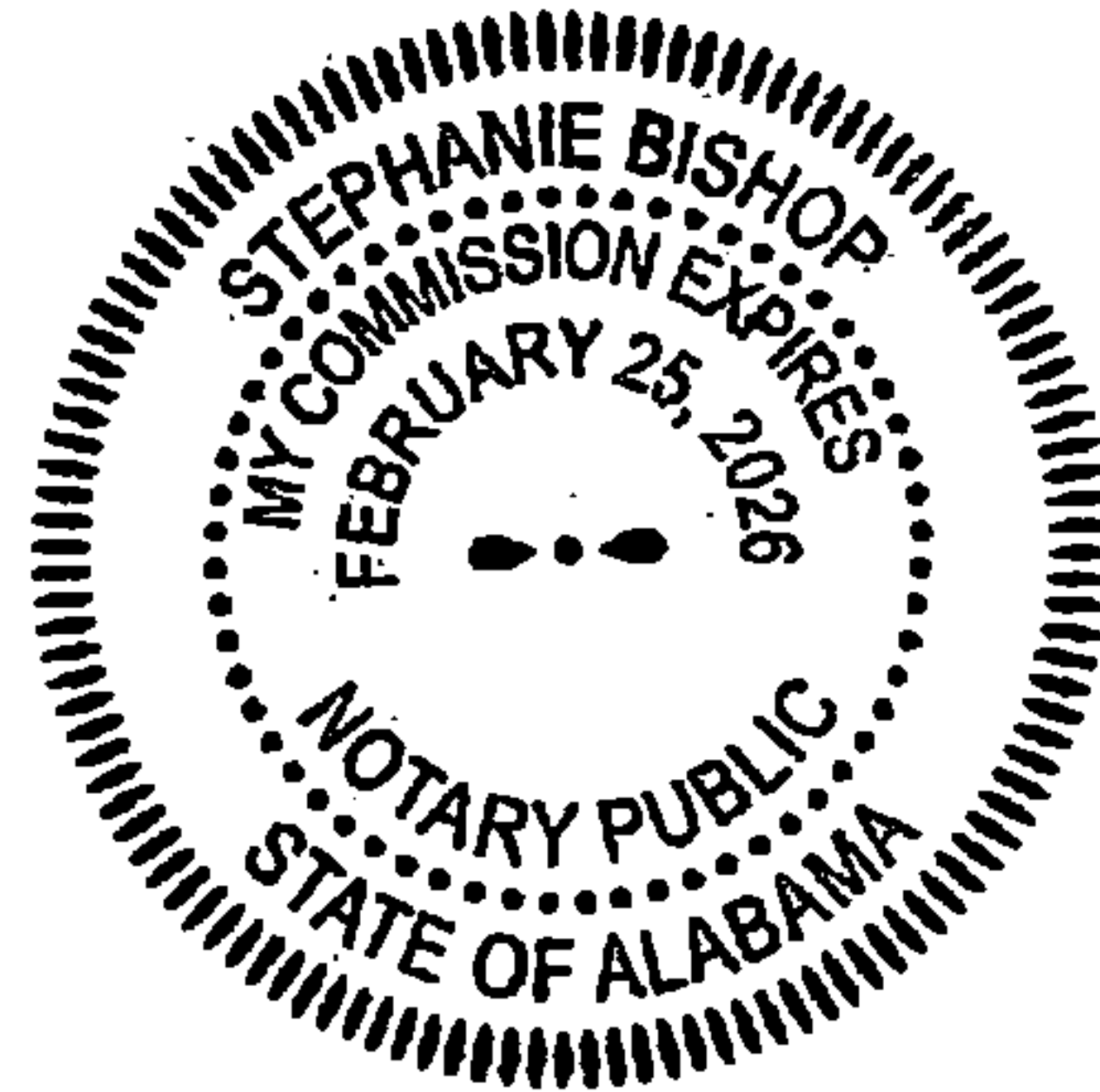
The undersigned, a notary public in and for said County in said State, do hereby certify that Glan Siddle, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Articles of Incorporation,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

Given under my hand and official seal, this 5th day of December 2024.


Notary Public

NOTARIAL SEAL

My commission expires: 2/25/24



STATE OF ALABAMA

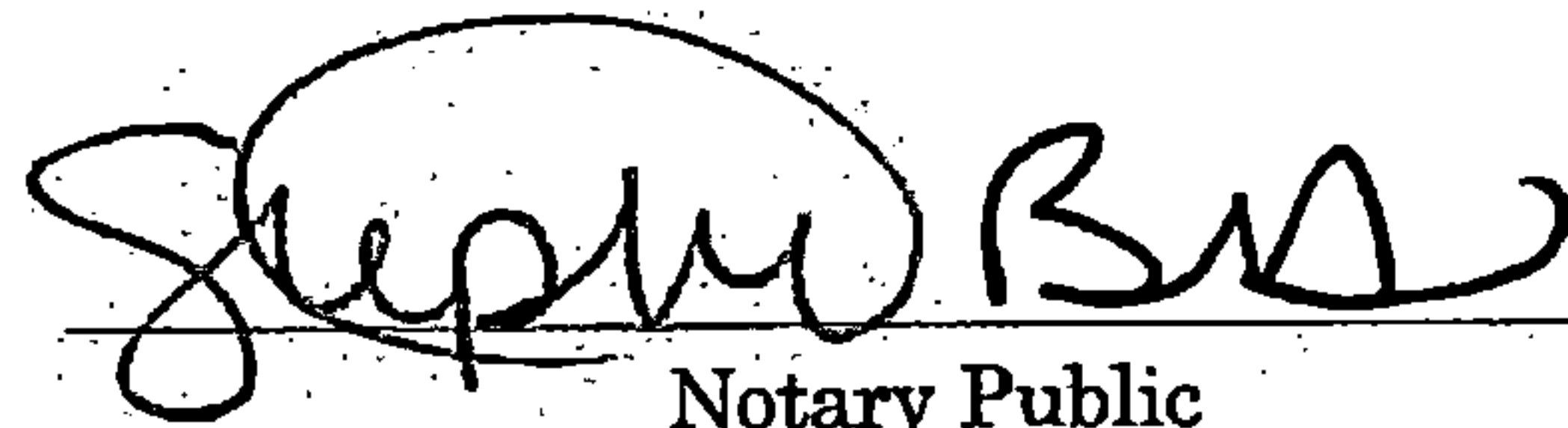
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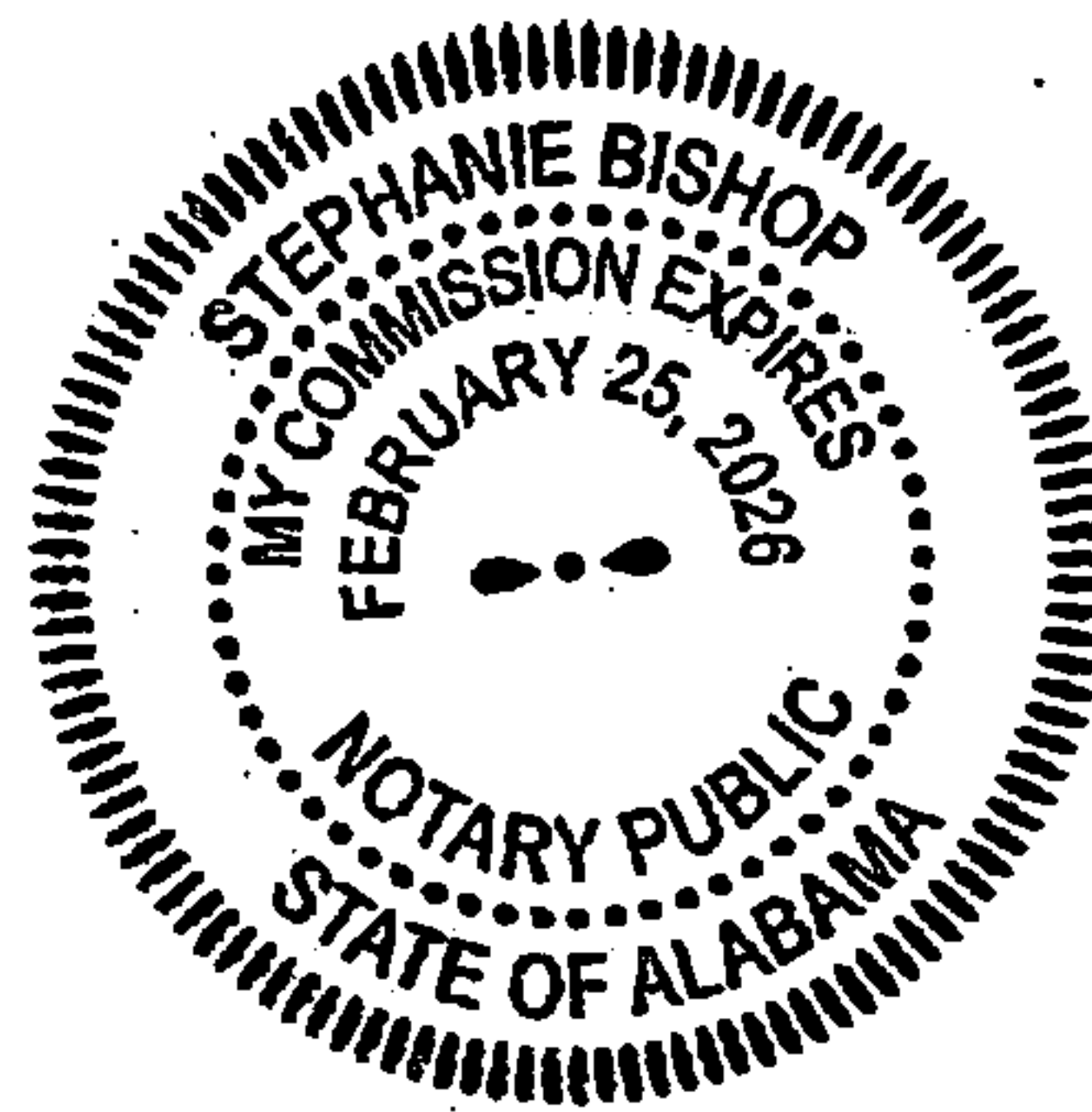
The undersigned, a notary public in and for said County in said State, do hereby certify that Brandon Todd, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the foregoing Articles of Incorporation,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

Given under my hand and official seal, this 5th day of December 2024.


Notary Public

NOTARIAL SEAL

My commission expires: 2/25/26





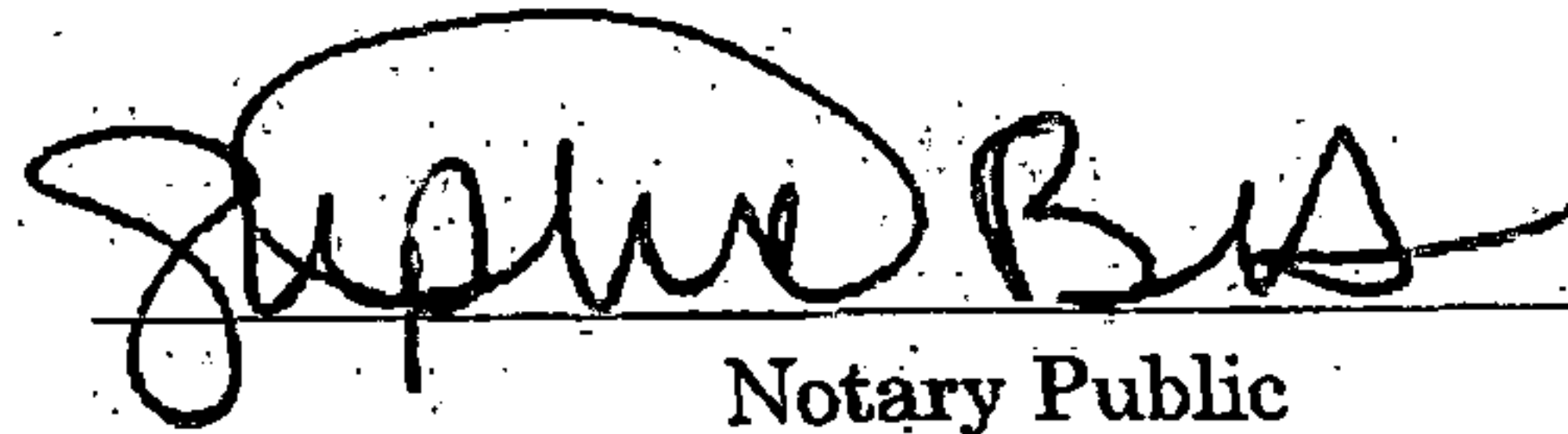
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STATE OF ALABAMA

SHELBY COUNTY

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

Given under my hand and official seal, this 5th day of December 2024.


Notary Public

NOTARIAL SEAL

My commission expires: 2/25/24





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EXHIBIT A

Resolution of Appointing Government

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

Walker Springs Improvement District

The City Council of the City of Alabaster, Alabama, met in regular public session at City Hall in the City of Alabaster, Alabama, at 6:30 p.m. on November 25, 2024.

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

Present: Sophie Martin
Rick Ellis
Jamie Cole
Greg Farrell
Stacy Rakestraw
Zach Zaharidis

Absent: Kerri Pate

The Mayor, the Honorable Scott Brakefield, was also present.

* * *

The President 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 and considered by the Council:

Council Member Zahariadis moved adoption which was
Seconded by Council Member Farrell.



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RESOLUTION 112524-J

**A RESOLUTION APPROVING A PETITION TO FORM AND INCORPORATE AN
IMPROVEMENT DISTRICT OF THE CITY OF ALABASTER, ALABAMA, AND AUTHORIZING
THE INCORPORATION THEREOF**

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

Section 1. The Council, upon evidence duly submitted to and considered by it, finds and determines and confirms that the petition attached hereto as Appendix A has been duly filed with the Council for approval of the formation of an improvement district under Chapter 99A of Title 11 of the Code of Alabama 1975 ("Governing Law") and that the persons executing the petition are the owners of all land described in the petition by attachment thereto and proposed to be included within the improvement district.

Section 2. The Council has reviewed and considered the petition and considers the formation of the improvement district expedient.

Section 3. The Council approves (i) the formation of the improvement district and (ii) the articles of incorporation of the improvement district attached to the petition.

Section 4. The Council (i) grants permission to form and incorporate the improvement district and (ii) authorizes the persons making such petition to proceed to form such improvement district.

Section 5. The Council appoints the following persons as the initial board of directors of the improvement district for terms ending on the date and year set opposite the respective names thereof:

| Name | Term: Anniversary of Date of Incorporation in: |
|--------------|--|
| Glenn Siddle | 2028 |
| Brandon Todd | 2029 |
| Robin Trimm | 2030 |



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Section 6. Pursuant to Section 11-99A-20(a) and (b) of the Governing Law, the improvement district, the bonds and interest and income on the bonds of the improvement district, the recordation of any document or instrument to which the improvement district is a party, and any improvements owned by the improvement district as defined in Section 11-99A-2(6)(a) through (e), inclusive, and (h), of the Governing Law, shall be exempt from all taxation as set forth therein. The interest of the improvement district in any improvement, which is not described in Section 11-99A-2(6) shall be subject to taxation by the State of Alabama and all counties and municipalities therein.

Section 7. All ordinances, resolutions, orders, or parts of any thereof, of the Council in conflict, or inconsistent, with any provision of this resolution hereby are, to the extent of such conflict or inconsistency, repealed.

Section 8. This resolution shall take effect immediately without publication hereof as provided in Section 11-99A-29 of the Code of Alabama 1975.

Duly passed and adopted this 25th day of November 2024.

President of the City Council of the City of
Alabaster, Alabama

SEAL

City Clerk

Transmitted to and approved by the Mayor of the City of Alabaster, Alabama, on this 25th day of November 2024.

Mayor of the City of Alabaster, Alabama



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After said Resolution had been discussed and considered in full by the Alabaster City Council, it was moved by Councilor Zaharidis that the Resolution be now placed upon its final passage and adopted. The motion was seconded by Councilor Farrell. The question being put as to the adoption of said motion and the final passage and adoption of the Resolution, the roll was called with the following results:

Ayes: Sophie Martin
 Rick Ellis
 Jamie Cole
 Greg Farrell
 Stacy Rakestraw
 Zach Zaharidis

Nays: None

The President thereupon declared said motion carried and the Resolution passed and adopted as introduced and read.




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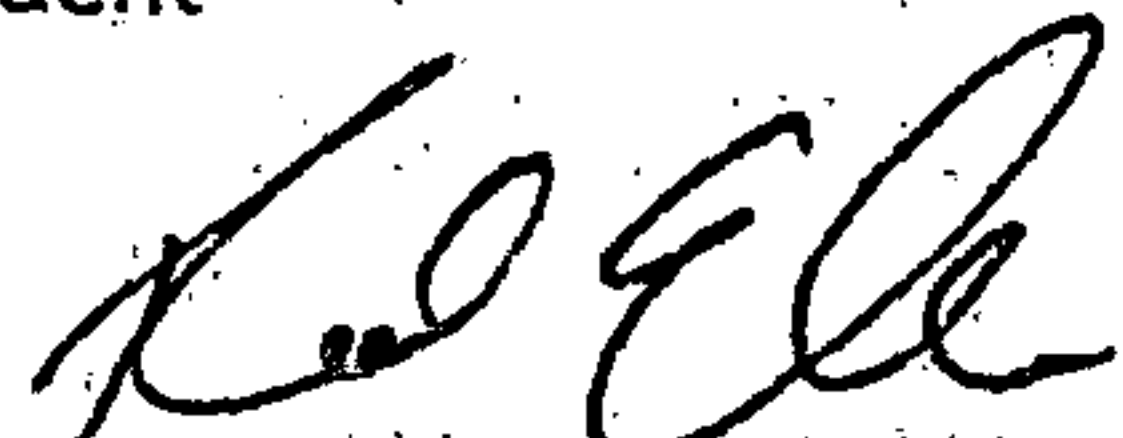
There being no further business to come before the meeting, it was moved and seconded that the meeting be adjourned. Motion carried.

Approval of Minutes and Waiver of Notice

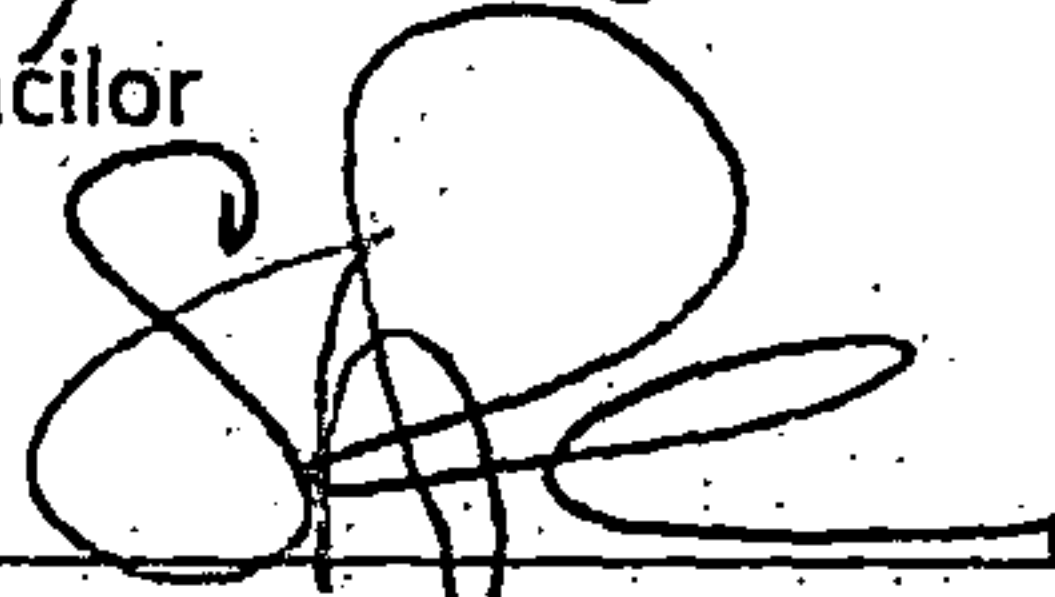
Each of the undersigned does hereby approve, and waive notice of, the date, time, place and purposes of the meeting of the City Council of the City of Alabaster, Alabama, recorded in, the above and foregoing minutes thereof and does hereby approve the form and content of the above and foregoing minutes and Resolution 112524-J therein.



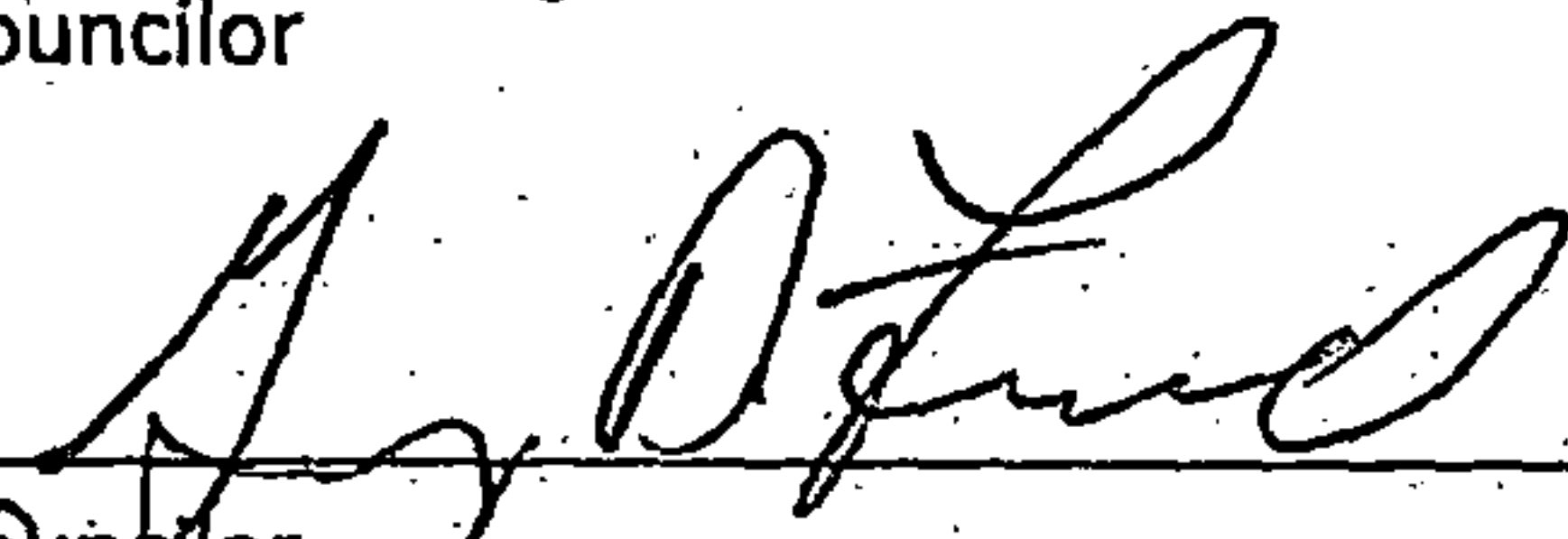
President



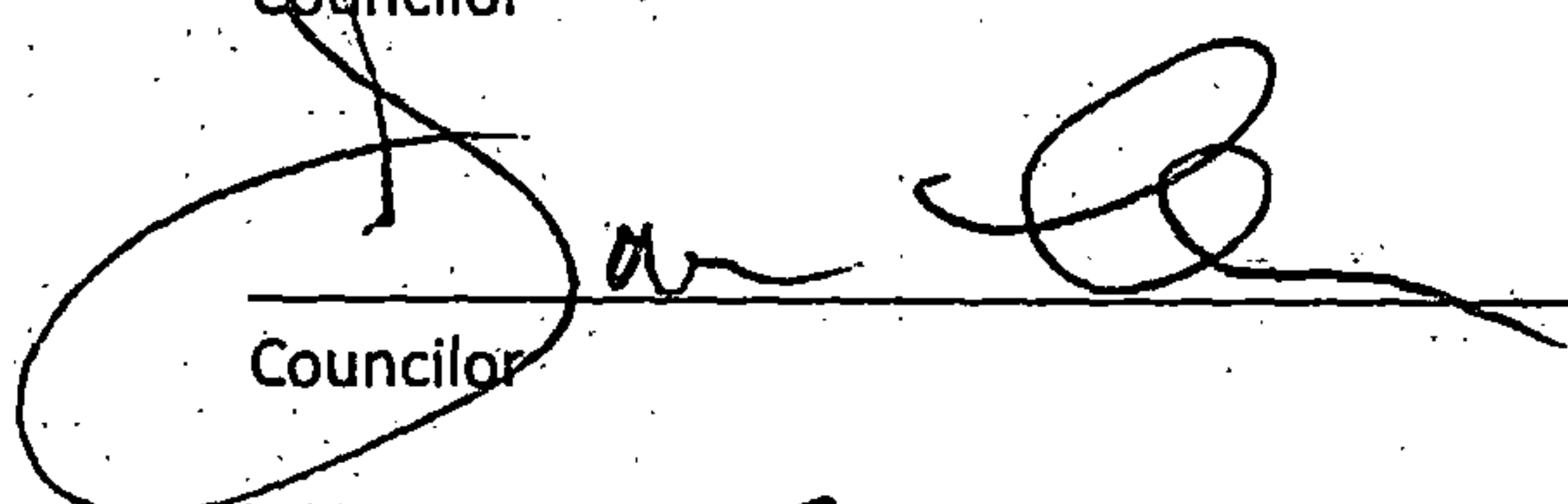
Councilor



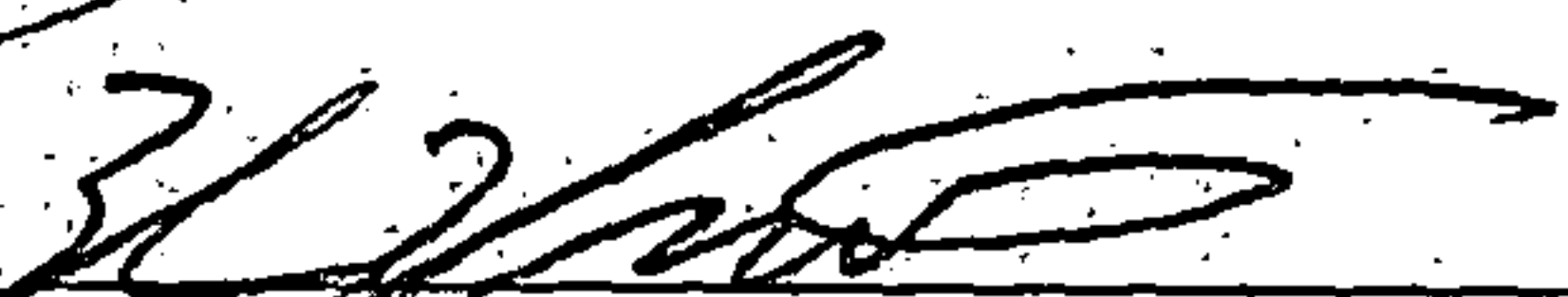
Councilor



Councilor



Councilor



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