

AMENDMENT TO THE CERTIFICATE * IN THE PROBATE COURT
OF INCORPORATION OF THE * OF MOBILE COUNTY,
KUSHLA WATER AND FIRE * ALABAMA
PROTECTION DISTRICT. *
A PUBLIC CORPORATION. *

TO THE HONORABLE L. W. NOONAN, JUDGE OF SAID PROBATE COURT:

Comes now the Kushla Water and Fire Protection District, a public corporation, by and through its Chairman of the Board and Secretary, and pursuant to the provisions of Title 11, Section 11-89-5 of the Code of Alabama of 1975, as last amended, and files this certificate and shows unto the Court as follows:

ONE:

The Kushla Water and Fire Protection District, a public corporation, was incorporated in Mobile County, Alabama, on the 27th day of March, 1974.

TWO:

That the Board of Directors of the said Kushla Water and Fire Protection District at the regular monthly meeting held on the 30th day of May, 1989, passed and approved a resolution proposing that Paragraph SEVEN of the Certificate of Incorporation be amended. A copy of said resolution, duly certified, is attached hereto as "Exhibit A".

THREE:

That the Board of Commissioners of Mobile County, Alabama, at the regular meeting held on the 23rd day of October, 1989, passed and adopted a resolution approving the proposed amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection District. A copy of the resolution adopted by the Board of Commissioners is attached hereto as "Exhibit B".

FOUR:

That the City Council of the City of Saraland, Alabama, the governing body of said municipality, at the regular meeting held on the 13th day of July, 1989, passed and adopted a resolution approving the proposed amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire

Protection District. A copy of the resolution adopted by the Saraland City Council is attached hereto as "Exhibit C".

FIVE:

That the City Council of the City of Prichard, Alabama, the governing body of said municipality, at the regular meeting held on the 11th day of July, 1989, passed and adopted a resolution approving the proposed amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection District. A copy of the resolution adopted by the Prichard City Council is attached hereto as "Exhibit D".

SIX:

The Certificate of Incorporation of the Kushla Water and Fire Protection District shall be and hereby is amended in the following manner:

Paragraph SEVEN of the Certificate of Incorporation shall be deleted, and in lieu thereof, the following paragraph shall be substituted:

" SEVEN:

The Board of Directors of the KUSHLA WATER AND FIRE PROTECTION DISTRICT shall consist of EIGHT Directors. The places of each Director shall be numbered. The Directors for places One, Two, Three, Four, Five and Six shall be selected by the Honorable Board of Commissioners of Mobile County, Alabama. The Director for place Seven shall be selected by the governing body of the City of Saraland. The Director for place Eight shall be selected by the governing body of the City of Prichard. It is hereby stipulated that the places of the present Directors shall henceforth be places One through Five, and that the three new places shall be places Six, Seven and Eight. Each Director shall be a bona fide resident of the Kushla Water and Fire Protection District's service area and shall own real property within the service area. Each Director shall also be a qualified elector of Mobile County, Alabama, and in the event that the nominating authority for that Director is a municipality, that Director shall also be a qualified elector of such

municipality. "

IN WITNESS WHEREOF, the KUSHLA WATER AND FIRE PROTECTION DISTRICT, a public corporation, has caused this certificate to be executed by and through its Chairman of the Board and Secretary on this the 1st day of NOVEMBER, 1989.

RP 3509 PC 902

KUSHLA WATER AND FIRE PROTECTION DISTRICT,
A public corporation,

BY: John Sherrod, Jr.
CHAIRMAN OF THE BOARD

ATTEST:

Mitchell Howell
SECRETARY

THIS INSTRUMENT PREPARED BY:
MICHAEL D. LANGAN, ATTORNEY
267 HOUSTON STREET
MOBILE, ALABAMA 36606

KUSHLA WATER AND FIRE PROTECTION DISTRICT

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS, this public corporation was incorporated under the provisions of Title 11, Sections 11-89-1, et seq., of the Code of Alabama of 1975, (formerly Title 50, Chapter 6, Section 99, et seq., of the Code of Alabama of 1940), and

WHEREAS, at the time of incorporation, the service area of the District was located primarily within the Kushla community of Mobile County, Alabama, and

WHEREAS, the service area of the District and the certificate of incorporation have twice been amended to add substantial new areas to the service area, and

WHEREAS, the five communities of Kushla, Smithtown-Oak Grove, Mauvilla, Chunchula and Kali-Oka are now included within the service area of the District, and

WHEREAS, as of the date of this resolution there are approximately 360 subscribers in the Kushla community, 125 subscribers in the Smithtown-Oak Grove community, 118 subscribers in the Mauvilla community, 195 subscribers in the Chunchula community, and 412 subscribers in the Kali-Oka community, and

WHEREAS, the Board of Directors of the Kushla Water and Fire Protection District is of the opinion that it would be in the best interest of the District that the membership of the Board of Directors more accurately represent the active subscriber usage per each community, and

WHEREAS, at the time of the incorporation of the District, no municipalities were located within the service area of the District, but now the municipalities of Prichard and Saraland are located within the service area of the District, and

WHEREAS, under the provisions of Title 11, Section 11-89-1, et. seq. of the Code of Alabama of 1975, the municipalities of Prichard and Saraland are entitled to appoint one Director to the Board of Directors, and

WHEREAS, the requirement that Directors reside within the service area of the District will by necessity under the existing

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municipal boundaries and the existing District service area dictate that the Director selected by Saraland will be a resident of the Kali-Oka community and that the Director selected by Prichard will be a resident of the Kushla community, and

WHEREAS, the Board of Directors of the Kushla Water and Fire Protection District is of the opinion that it would be in the District's best interest if the Certificate of Incorporation and and By-Laws were amended to provide that the number of Directors that serve on the Board of Directors be increased from five to eight members to provide for better representation of all the communities located within the District's service area, and

WHEREAS, the Board of Directors is also of the opinion that the places of the Directors be numbered with the goal and intent of designating a place for each community located with the service area, and

WHEREAS, the Board of Directors is also of the opinion that the places, nominating authority and area to be represented by the respective Director should be established as follows:

- Place One --- Mobile County Commission --- District-at-Large
- Place Two --- Mobile County Commission --- Mauvilla
- Place Three - Mobile County Commission --- Smithtown-Oak Grove
- Place Four -- Mobile County Commission --- Chunchula
- Place Five -- Mobile County Commission --- Kali-Oka
- Place Six --- Mobile County Commission --- Kushla
- Place Seven - City of Saraland ----- Kali-Oka
- Place Eight - City of Prichard ----- Kushla

NOW THEREFORE, the Board of Directors of the Kushla Water and Fire Protection District, at this regular meeting of said Board held on this the 30th day of May, 1989, does hereby adopt the following resolution proposing that Paragraph SEVEN of the Certificate of Incorporation be amended so as to provide for the increase of the number of Directors from five to eight, the numbering of each place to be served by the Directors, and the appointment of at least one Director by the governing bodies of the City of Prichard and the City of Saraland, to-wit:

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"BE IT HEREBY RESOLVED, that the Board of Directors of the Kushla Water and Fire Protection District, at the regular meeting held on the 30th day of May, 1989, does propose to amend the Certificate of Incorporation of the Kushla Water and Fire Protection District in the following manner:

First, Paragraph SEVEN of the Certificate of Incorporation, as last amended, shall be deleted, and in lieu thereof, the following paragraph shall be substituted:

" SEVEN:

The Board of Directors of the KUSHLA WATER AND FIRE PROTECTION DISTRICT shall consist of EIGHT Directors. The places of each Director shall be numbered. The Directors for places One, Two, Three, Four, Five and Six shall be selected by the Honorable Board of Commissioners of Mobile County, Alabama. The Director for place Seven shall be selected by the governing body of the City of Saraland. The Director for place Eight shall be selected by the governing body of the City of Prichard. It is hereby stipulated that the places of the present Directors shall henceforth be places One through Five, and that the three new places shall be places Six, Seven and Eight. Each Director shall be a bona fide resident of the Kushla Water and Fire Protection District's service area and shall own real property within the service area. Each Director shall also be a qualified elector of Mobile County, Alabama, and in the event that the nominating authority for that Director is a municipality, that Director shall also be a qualified elector of such municipality."

The foregoing resolution was adopted by the Board of Directors of the Kushla Water and Fire Protection District at its regular meeting held on the 30th day of MAY, 1989.



Mittie Howell
Secretary

John L. Howell, Sr.
Chairman

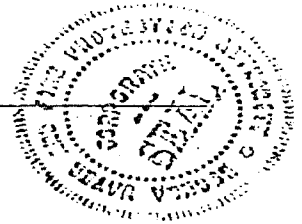
RP 3509 PG 908

CERTIFICATION

I, Mittie D. Howell, Secretary of the Kushla Water and Fire Protection District, do hereby certify that the foregoing document is a true and correct copy of the resolution approved by the Board of Directors of said District at the regular meeting held on the 30th day of May, 1989, at which meeting a quorum of directors were present and voting throughout.

MAY 30, 1989
DATE

Mittie Howell
SECRETARY



STATE OF ALABAMA)
)
COUNTY OF MOBILE)

RESOLUTION

WHEREAS, an application to amend the certificate of incorporation of the Kushla Water and Fire Protection District, a public corporation organized under the provisions of Title 11, Sections 11-89-1, et seq., as last amended, of the Code of Alabama of 1975, (formerly Title 50, Chapter 6, Section 99, et seq., of the Code of Alabama of 1940), was received by this Board of Commissioners of Mobile County, Alabama, from the said Kushla Water and Fire Protection District, by and through its Chairman of the Board and Secretary; and

WHEREAS, the application appears to be in full compliance with the laws of the State of Alabama, more specifically, Title 11, Section 11-89-5, of the Code of Alabama of 1975, as last amended; and

WHEREAS, the Board of Commissioners of Mobile County, Alabama are convinced that the proposed amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection District is in the best interest of the District in that it will allow the District to have a representative of each community located within the service area serve on the Board of Directors; and

WHEREAS, the Board of Commissioners of Mobile County, Alabama are also convinced that the amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection is also necessary to provide for the appointment of at least one Director by each of the municipalities now located at least in part within the service area of the District,

IT IS THEREFORE RESOLVED and DECLARED by the Board of Commissioners of Mobile County, Alabama, that it is wise, expedient and necessary that Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection District be amended to provide that the number of Directors be increased to eight, with each municipality wholly or partially located

RP 3509P 907

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within the service area of the District having the right to appoint one of the Directors to serve on the Board of Directors, and in accordance with this Resolution, the Board of Commissioners of Mobile County, Alabama, does hereby authorize the said Kushla Water and Fire Protection District to amend its Certificate of Incorporation by amending Paragraph SEVEN to provide as follows:

"SEVEN:

The Board of Directors of the KUSHLA WATER AND FIRE PROTECTION DISTRICT shall consist of EIGHT Directors. The places of each Director shall be numbered. The Directors for places One, Two, Three, Four, Five and Six shall be selected by the Honorable Board of Commissioners of Mobile County, Alabama. The Director for place Seven shall be selected by the governing body of the City of Saraland. The Director for place Eight shall be selected by the governing body of the City of Prichard. It is hereby stipulated that the places of the present Directors shall henceforth be places One through Five, and that the three new places shall be places Six, Seven and Eight. Each Director shall be a bona fide resident of the Kushla Water and Fire Protection District's service area and shall own real property within the service area. Each Director shall also be a qualified elector of Mobile County, Alabama, and in the event that the nominating authority for that Director is a municipality, that Director shall also be a qualified elector of such municipality."

Adopted October 23, , 1939.


W. C. HELVESTON, Administrator

STATE OF ALABAMA)
)
COUNTY OF MOBILE)

RESOLUTION

WHEREAS, an application to amend the certificate of incorporation of the Kushla Water and Fire Protection District, a public corporation organized under the provisions of Title 11, Sections 11-89-1, et seq., as last amended, of the Code of Alabama of 1975, (formerly Title 50, Chapter 6, Section 99, et seq., of the Code of Alabama of 1940), was received by the City Council of Saraland, Alabama, from the said Kushla Water and Fire Protection District, by and through its Chairman of the Board and Secretary; and

WHEREAS, the application appears to be in full compliance with the laws of the State of Alabama, more specifically, Title 11, Section 11-89-5, of the Code of Alabama of 1975, as last amended; and

WHEREAS, the City Council of the City of Saraland, Alabama is convinced that the proposed amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection District is in the best interest of the District in that it will allow the District to have a representative of each community located within the service area serve on the Board of Directors; and

WHEREAS, the City Council of the City of Saraland, Alabama is also convinced that the amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection is necessary to provide for the appointment of at least one Director by each of the municipalities now located within the service area of the District,

IT IS THEREFORE RESOLVED and DECLARED by the City Council of the City of Saraland, Alabama, that it is wise, expedient and necessary that Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection District be amended to provide that the number of Directors be increased to eight, with each municipality wholly or partially located

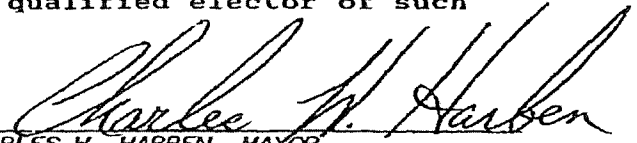
MP 3509 PC 909

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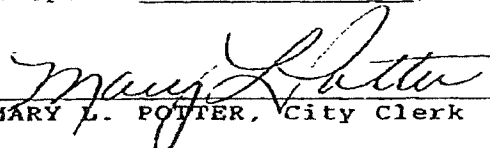
within the service area of the District having the right to appoint one of the Directors to serve on the Board of Directors, and in accordance with this Resolution, the City Council of the City of Saraland, Alabama, does hereby authorize the said Kushla Water and Fire Protection District to amend its Certificate of Incorporation by amending Paragraph SEVEN to provide as follows:

"SEVEN:

The Board of Directors of the KUSHLA WATER AND FIRE PROTECTION DISTRICT shall consist of EIGHT Directors. The places of each Director shall be numbered. The Directors for places One, Two, Three, Four, Five and Six shall be selected by the Honorable Board of Commissioners of Mobile County, Alabama. The Director for place Seven shall be selected by the governing body of the City of Saraland. The Director for place Eight shall be selected by the governing body of the City of Prichard. It is hereby stipulated that the places of the present Directors shall henceforth be places One through Five, and that the three new places shall be places Six, Seven and Eight. Each Director shall be a bona fide resident of the Kushla Water and Fire Protection District's service area and shall own real property within the service area. Each Director shall also be a qualified elector of Mobile County, Alabama, and in the event that the nominating authority for that Director is a municipality, that Director shall also be a qualified elector of such municipality."


CHARLES W. HARBEN, MAYOR

Adopted July 13, 1989.


MARY L. POTTER, City Clerk

RECORD FEE XXX
STATE OF ALA. MOBILE CO.
CERTIFY THIS INSTRUMENT
WAS FILED & RECORDED
DEC 12 4 47 PM '89
CLERK OF DISTRICT COURT
MOBILE ALABAMA

RESOLUTION NO. 461-89

WHEREAS, an application to amend the certificate of incorporation of the Kushla Water and Fire Protection District, a public corporation organized under the provisions of Title 11, Sections 11-89-1 et seq., as last amended of the Code of Alabama of 1975, (formerly Title 50, Chapter 6, Section 99 et seq., of the Code of Alabama of 1940), was received by the City Council of Prichard, Alabama, from the said Kushla Water and Fire Protection District, by and through its Chairman of the Board and Secretary; and

WHEREAS, the application appears to be in full compliance with the laws of the State of Alabama, more specifically, Title 11, Section 11-89-5, of the Code of Alabama of 1975, as last amended; and

WHEREAS, the City Council of the City of Prichard, Alabama is convinced that the proposed amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection District is in the best interest of the District in that it will allow the District to have a representative of each community located within the service serve on the Board of Directors; and

WHEREAS, the City Council of the City of Prichard, Alabama is also convinced that the amendment of Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection is necessary to provide for the appointment of at least one Director by each of the municipalities now located within the service area of the District,

IT IS THEREFORE RESOLVED and DECLARED by the City Council of the City of Prichard, Alabama, that it is wise, expedient and necessary that Paragraph SEVEN of the Certificate of Incorporation of the Kushla Water and Fire Protection District be amended to provide that the number of Directors be increased to eight, with each municipality wholly or partially located within the service area of the District having the right to appoint one of the Directors to serve on the Board of Directors, and in accordance with this Resolution, the City Council of the City of Prichard, Alabama, does hereby authorize the said Kushla Water and Fire Protection District to amend its Certificate of Incorporation by amending Paragraph SEVEN to provide as follows:


"SEVEN:

The Board of Directors of the KUSHLA WATER AND FIRE PROTECTION DISTRICT shall consist of EIGHT Directors. The places of each Director shall be numbered. The Directors for places One, Two, Three, Four Five and Six shall be selected by the Honorable Board of Commissioners of Mobile County, Alabama. The Director for place Seven shall be selected by the governing body of the City of Saraland. The Director for place Eight shall be selected by the governing body of the City of Prichard. It is hereby stipulated that the places of the present Directors shall henceforth be places One through Five, and that the three new places shall be places Six, Seven and Eight. Each Director shall be a bona fide resident of the Kushla Water and Fire Protection District's service area and shall own real property within the service area. Each Director shall also be qualified elector of Mobile County, Alabama, and in

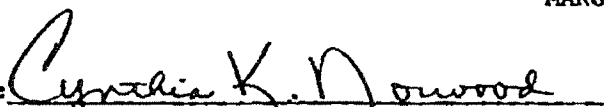
the event that the nominating authority for that Director is a municipality, that Director shall also be qualified elector of such municipality."

Adopted this 11th day of July, 1989.

APPROVED:


MARGIE MOBERG WILSON, MAYOR

ATTEST:


CYNTHIA K. NORWOOD, CITY CLERK-TREASURER