

Refin from  
Roll H. 8-0244

# F95000000962

January 27, 1995

CT Corporation System  
1201 Corporate Center  
Atlanta, GA 30309  
404 880 6500  
Fax 404 880 6500

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 27 1995 10:00AM  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ALABAMA COMMUNITY DEVELOPMENT CORPORATION  
Fictitious Name: ALACOM FINANCE  
Order #: 207000

Counsel: Engel Hairston and Johanson

Gentlemen:

W95-2162

As requested by counsel, we enclose for filing qualification and fictitious name forms on behalf of the above corporation, together with funds in payment of the required fees. This documents should be filed upon receipt.

Evidence of the filing should be returned to this office to the undersigned..

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-241-8922.

Very truly yours,

*Janet M. McKinney*

Janet M. McKinney  
Technical Specialist

/jmm

Enclosure(s)

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 31, 1995

JANET M. MCKINNEY  
CT CORPORATION SYSTEM  
1201 PEACHTREE ST., NE  
ATLANTA, GA 30361

SUBJECT: ALABAMA COMMUNITY DEVELOPMENT CORPORATION  
Ref. Number: W95000002162

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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We have received your document for ALABAMA COMMUNITY DEVELOPMENT CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The fictitious name applications will be held until the application for authorization is filed.

What you have submitted with the application is a photocopy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 395A00003993

*Advised that Alabama non-profits were not required to file with the state at the time they incorporated. File per HC.*

# NOT FOR PROFIT

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Alabama Community Development Corporation  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Alabama  
(State or country under the law of which it is incorporated)

3. April 15, 1981 4. Perpetual  
(Date of Incorporation) (Duration)

5. 63-0853890  
(Federal Employer Identification number, if applicable)

6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3 Office Park Circle Suite 300, Birmingham, Alabama 35223  
(Current mailing address)

8. Economic development  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

### A. Directors:

Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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**B. Officers:**

President: See attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324

Zip Code

**11. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: \_\_\_\_\_

C T Corporation System

(Officer)

Robert D. Fischer, Assistant Secretary

(Typed Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Diane D. Roehrig, President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Diane D. Roehrig, President

(Name and capacity of person signing application)

ALACOM FINANCE  
BOARD OF DIRECTORS

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DIVISION OF COMMERCE  
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Diane D. Rochrig-President  
ALACOM Finance  
3 Office Park Circle  
Suite 300  
Mountain Brook, Alabama 35223  
( 205 ) 870-3360

Ed Terrell-Vice President  
AmSouth Bank, N. A.  
1900 Fifth Avenue North  
Birmingham, Alabama 35203  
( 205 ) 581-7605

Orville E. Hill-1st Vice President  
Public Information Officer  
Jefferson County Courthouse  
721 North 21st St. , Room 205  
Birmingham, Alabama 35203  
( 205 ) 325-5017

William R. Ireland, Jr  
National Bank of Commerce  
1927 1st Avenue North  
Birmingham, Alabama 35203  
( 205 ) 583-3287

Paul Doran- Treasurer  
Jefferson State College  
2601 Carson Road  
George Wallace Hall , Room 211  
Birmingham, Alabama 35215-3098  
( 205 ) 856-7894

James Beaird  
First Alabama Bank  
417 North 20th Street  
Birmingham, Alabama 35203  
( 205 ) 326-7691

Doug Fisher  
Southern Finance  
1412 6th Avenue S. E.  
Decatur, Alabama 35601  
( 205 ) 350-2727  
( 205 ) 651-2629

Kim B. Wren, C. P. A.  
L. Kianoff & Associates  
529 Beacon Parkway West  
Suite 111  
Birmingham, Alabama 35209  
( 205 ) 941-0970

Timothy B. Clay  
Urban Development Group Inc.  
107 Candlelight Lane  
Irondale, Alabama 35210  
( 205 ) 951-3906

Oliver Robinson  
AmSouth Bank  
1900 Fifth Avenue North  
Birmingham, Alabama 35203  
( 205 ) 326-5120

Kevin Kilpatrick  
First Federal of Alabama, FSB  
701 Montgomery Highway  
Vestavia Hills, Alabama 35216  
( 205 ) 823-5204

Diane McDonald-Secretary  
ALACOM Fiancee  
3 Office Park Circle  
Suite 300  
Birmingham, Alabama 35223  
(205) 780-3360

Yolanda Devine  
Hoover Chamber of Commerce  
3659 Lorna Road  
Hoover, Alabama 35216  
( 205 ) 988-5672

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DIVISION OF CORPORATIONS  
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Prepared by:

Stewart, Falkenherry and Whatley  
2017 Morris Avenue  
Birmingham, Alabama 35203

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION PURSUANT TO  
ALABAMA NONPROFIT CORPORATION ACT

TO: Honorable O. H. Florence  
Judge of Probate  
Jefferson County, Alabama

We, the undersigned Joseph S. Knight, Donald W. Stewart, Russell Jackson Drake, Loretta P. Spencer, Andrew Hayden and George W. Morris, being natural persons of the age of nineteen years or more and citizens of the United States, and State of Alabama, for the purpose of forming a corporation under the Alabama Nonprofit Corporation Act, Code of Alabama 1975 Section 10-3-1 et seq., adopt the following Articles of Incorporation:

1. The name of the corporation is: The First Alabama Development Corporation.

2. The period of duration of the corporation is: Perpetual.

3. The address of its initial registered office in the State of Alabama is: 2017 Morris Avenue, Birmingham, Alabama 35203 and the name of its initial Registered Agent and his address is: *Donald W. Stewart, 2017 Morris Avenue, Birmingham, Alabama 35203.*

4. The first Board of Directors shall be 9 in number, their names and addresses being as follows: William Mark Head, 110 North Englewood, Dothan, Alabama 36303; Joseph S. Knight, 4243 Clairmont Avenue, Birmingham, Alabama 35222; Donald W. Stewart, 325 East Sixth Street, Anniston, Alabama 36201; John Lawler, 103 Ryan Avenue, Mobile, Alabama 36606; Nimrod Prazier, 2820 Fairlane Drive, Montgomery, Alabama 36106; Russell Jackson Drake, 116 Riverdale, Tuscaloosa, Alabama 35406; Andrew Hayden, Green Street and Broadway, Uniontown, Alabama 36786; Loretta P. Spencer, 405 Echols Avenue, S.E., Huntsville, Alabama 35801; George W. Morris, 1750 Homarada Drive, Anniston, Alabama 36201.

These directors shall hold office until the first annual meeting of the members and until their successors have been elected and qualified.

5. The purpose or purposes for which the corporation is organized are:

a. To further the economic development of all counties within the State of Alabama except for Sumter, Choctaw and Washington Counties, to promote and assist the growth and development of business concerns, including small-business concerns in those counties. The principal objective of the corporation shall be to benefit the community by fostering increased employment opportunities and expansion of business and industry for the citizens of those counties. Any monetary profit or other benefits which flow to the members shall be incidental to the corporation and members.

b. To enter into, make and perform contracts of every kind and description.

c. To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments or evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

d. To lend any person, firm or corporation any of its funds, either with or without security.

e. To transfer memberships and issue new memberships.

f. To promote, advise and assist the growth and development of small business concerns and others.

g. To have one or more officers, to carry on all or any of its operations and business and without restriction or limit



as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real personal property of every class description.

6. To acquire, construct, convey, or expand plant or business facilities for lease or sale.

7. To have and exercise all powers incidental to the foregoing purposes, and to engage in any lawful activity permitted under the laws of Alabama.

8. Each member of the Corporation shall reside in one of the counties served by the Corporation. One may become a member of the Corporation by being approved by a majority of the members voting at a membership meeting where a quorum is present or by a majority of the directors voting at a directors' meeting where a quorum is present. There shall be at least one membership meeting each year held at a location designated by the directors. At each annual membership meeting, the members shall elect the directors of the Corporation, receive an annual report on the Corporation, and take other actions with respect to the Corporation as may be necessary. The membership may also take action at a special meeting called by the directors. The Corporation shall have at all times at least twenty-five (25) members. The membership of the Corporation shall be representative of the area in which it operates, and shall include participation by at least two of the following groups: (a) Local Governments; (b) Private Sector Lending Institutions; (c) Community Organizations; and (d) Business Organizations.

9. The Corporation shall not deny anyone membership or discriminate in any way against anyone based on his or her race, sex, color, religion, creed, or national origin.

10. The president shall have authority to execute all deeds, mortgage, bonds and other contracts requiring a seal, under the seal of incorporation and the secretary or any assistant secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

9. The corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by a statute or by this certificate of incorporation. In furtherance, but not in limitation of the powers conferred by statute, the Board of Directors is hereby expressly authorized to adopt, alter, amend and repeal the by-laws of the corporation, but the by-laws so made by the directors may be altered or repealed by the directors or members.

10. No contract or other transaction between the corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either

(a) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

11. Neither the Directors nor the members of the Corporation shall be personally liable or responsible for any action or failure to act by the Corporation.

SIGNATURES: 2055 574

42435/GIRMONT  
Address Birmingham 35222

Joseph A. Knight  
Incorporator

1110 Amanda  
Address

Moni  
Incorporator

Address

Address  
Incorporator

1110 Amanda  
Address

Robert P. Spencer  
Incorporator

1110 Amanda  
Address

Donald W. Hermit  
Incorporator

1110 Amanda  
Address

Reginald J. H. H.  
Incorporator

Address

Address  
Incorporator

VERIFICATION

2055 575

STATE OF ALABAMA)  
JEFFERSON COUNTY)

I, Joe B. Watley Jr., a Notary Public  
do hereby certify that on the 15th day of April, 1981,  
William Mark Head, Joseph S. Knight, Donald W. Stewart, Russell  
Jackson Drake, George B. Morris, Loretta Lee Spencer and  
Andrew Hayden persons appeared before me and being first  
duly sworn by me severally acknowledge that they signed on  
their free act and deed the foregoing document in the respective  
capacities therein set forth and declared that the statements  
therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
the day and year above written.

Joe B. Watley Jr.  
NOTARY PUBLIC

RECORDED & INDEXED  
FILED IN 2055 PAGE 570  
MAY 7 10-20 AM '81  
1100

2394 775

STATE OF ALABAMA )  
JEFFERSON COUNTY )

AMENDMENT TO ARTICLES  
OF INCORPORATION  
OF

FIRST ALABAMA DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned,  
as President and Secretary of First Alabama Development Corporation,  
a corporation organized and existing under the laws of the State  
of Alabama, hereby certify that, in accordance with Code of Alabama  
1975, Section 10-3-42, the Articles of Incorporation were amended  
by the members on the 31st day of August, 1983, as follows:

The name of the corporation shall be Alabama Community  
Development Corporation, and any and all references to First  
Alabama Development Corporation shall hereafter be deemed to refer  
to Alabama Community Development Corporation.


We further certify that the within Articles of Amendment  
are being filed in the Office of the Judge of Probate of Jefferson  
County, Alabama for the purpose of effecting such amendment in  
accordance with the requirements of Code of Alabama 1975, Section  
10-3-42.

2384 776

-2-

IN WITNESS WHEREOF, we have hereunto set our hands and  
seals this 31st day of August, 1983.

  
\_\_\_\_\_  
RUSSELL JACKSON DRAKE  
President

  
\_\_\_\_\_  
LORETTA SPENCER  
Secretary

(SEAL)

2384 page 777

VERIFICATION

I, the undersigned, as President of First Alabama Development Corporation, do hereby verify that the above and foregoing instrument represents Articles of Amendment to the Articles of Incorporation of First Alabama Development Corporation, an Alabama corporation, duly approved and adopted by the unanimous consent of the Directors and the Shareholders of the corporation and that the statements contained therein are true and correct.

This 31st day of August, 1983.

Russell Jackson Drake  
RUSSELL JACKSON DRAKE  
President

Sworn to and subscribed before me on this 31st day of August, 1983.

Edward Roush  
Notary Public  
My commission expires 7/1/84

STATE OF ALABAMA  
COUNTY OF MONROE  
JULY 1983  
2384 page 775  
SEP 6 4 30 PM '83  
RECORDED & INDEXED  
A. S. - DEPT. OF REVENUE  
PD. ON THIS INSTRUMENT  
JUDGE OF PROBATE  
*for*  
*12/2*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 27 PM 4:27

## CERTIFIED COPY

STATE OF ALABAMA  
JEFFERSON COUNTY

I, THE UNDERSIGNED, AS JUDGE OF THE  
COURT OF PROBATE, IN AND FOR SAID  
COUNTY, IN SAID STATE, HEREBY CERTIFY  
THAT THE FOREGOING IS A FULL, TRUE  
AND CORRECT COPY OF THE INSTRUMENT  
WITH THE FILING OF SAME AS  
APPEARS OF RECORD IN THIS OFFICE  
IN VOL. 2384 RECORD OF — ON  
PAGE 0225 GIVEN UNDER MY HAND  
AND OFFICIAL SEAL THIS THE 26<sup>th</sup> DAY

OF January 19 1925  
George C. Payne

JUDGE OF PROBATE