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Bk: LR201416 Pg:10992  
Jefferson County, Alabama  
I certify this instrument filed on:  
09/08/2014 03:51:51 PM NPINC  
Judge of Probate- Alan L. King

**CERTIFICATE OF INCORPORATION  
OF  
BIRMINGHAM LAND BANK AUTHORITY**

September 8, 2014

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned, in order to incorporate the Birmingham Land Bank Authority (hereinafter referred to as the "Authority") a public corporation under and pursuant to the provisions of Chapter 9 of Title 24 of the Code of Alabama (1975) (hereinafter referred to as the "Enabling Act"), do hereby make, sign, execute, acknowledge and file this certificate of incorporation:

**ARTICLE ONE**

The name of the local unit of government forming the Authority is the City of Birmingham.

**ARTICLE TWO**

The Authority is established as a separate legal entity and public body corporate. The name of the Authority shall be "Birmingham Land Bank Authority". Attached hereto as **Exhibit "A"** is a Certificate by the Alabama Secretary of State, that the name proposed for the Authority is not identical with that of any other corporation in the state or so nearly similar thereto as to lead to confusion and uncertainty.

**ARTICLE THREE**

A Board of Directors (hereinafter referred to as the "Board") shall govern the Authority and the number of directors of the Authority shall be seven.

**ARTICLE FOUR**

The Board shall be selected as follows. The Council of the City of Birmingham shall recommend four directors for the Board. These shall be known as "Director 1," "Director 2," "Director 3," and "Director 4." For "Director 1," "Director 2," "Director 3," and "Director 4", the Council of the City of Birmingham shall strongly consider selecting directors with expertise and experiences in careers or activities involving real estate, property management, finance, real estate law, transit planning, residential contracting, banking, architecture or city planning.

The Office of the Mayor of the City of Birmingham shall recommend three directors for the Board. These shall be known as "Director 5," "Director 6," and "Director 7." The

Mayor will serve as Director 5, Director 6, or Director 7, unless he or she decides not to serve on the Board.

Director 5 shall be a professional in the Finance or Banking industry with experience in lending, finance and/or tax credits for residential and commercial properties. This member should also have experience with affordable and low-income housing.

Director 6 shall be a registered architect, Landscape Architect or City Planner with experience in long range planning and neighborhood/community master planning.

Director 7 shall be a specialist in housing-related activities with experience in developing affordable housing for low- and moderate-income families or a member of a non-profit involved in affordable housing for residents of the City of Birmingham.

The Council of the City of Birmingham shall appoint all directors other than the Mayor, if he/she chooses to serve on the Board. All directors of the board must be residents of the City of Birmingham. Directors shall receive no compensation for their service but may be reimbursed for expenses incurred in the performance of their duties. The Mayor shall be the only elected official eligible to serve on the Board, if he/she chooses to serve on the Board.

If he/she chooses to serve on the Board, the Mayor's term shall coincide with his/her term of office. All other directors shall serve four-year terms. The term of office for all appointed directors shall be staggered. The initial directors other than the Mayor, if applicable, shall serve the following terms. Directors 1, 4 and 7 shall serve two-year terms. Directors 2 and 5 shall serve three-year terms. Directors 3 and 6 shall serve four-year terms.

Each director appointed by the Council, including a director appointed to fill a vacancy, shall hold office until the expiration of the term for which he or she was appointed. With the exception of the Mayor, if a director is absent for more than half of the board's meetings in a twelve-month period, the director may be removed from the Board by a vote of the City Council in accordance with the by-laws of the authority. The Directors must complete an Alabama Ethics Law course during their first year on the Board.

#### **ARTICLE FIVE**

The Board shall adopt by-laws for the Authority within two months of its incorporation.

#### **ARTICLE SIX**

The duration of the Authority shall be perpetual, subject to the provisions of the Enabling Act.

#### **ARTICLE SEVEN**

The Authority may be dissolved by joint action of the Authority and the Council of the City of Birmingham. Upon dissolution of the Authority, after payment of all liabilities of the

Authority, title to all funds and properties owned by the Authority shall be conveyed and distributed to, and shall vest in, the City of Birmingham, Alabama.

**ARTICLE EIGHT**

The Authority shall be organized and operated as a local land bank authority under the provisions of Enabling Act. The Authority shall have all of the powers, duties, functions, rights, privileges, immunities, and responsibilities of a local land bank authority pursuant to the Enabling Act.

**ARTICLE NINE**

The Authority 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 TEN**

The Authority shall provide an annual public report of activities to the Council of the City of Birmingham at least one month prior to the end of each fiscal year of the City. Said report shall include parcels obtained, owned and conveyed, as well as operating expenditures and revenues.

**ARTICLE ELEVEN**

The Authority shall not obligate the City of Birmingham nor shall any obligation of the Land Bank constitute an obligation of the City of Birmingham.

**ARTICLE TWELVE**

At the time that the Authority sells or otherwise disposes of the tax delinquent property as part of its land bank program, the proceeds of the sale shall be distributed in accordance with the Enabling Act, as currently in effect or hereafter amended. According to current state law, the proceeds of the sale of tax delinquent property shall be distributed equally as follows:

- a. One-third to the operations of the Authority;
- b. One-third to the recovery of Authority expenses;
- c. One-third to the recipients of the ad-valorem taxes, within the jurisdiction of the tax delinquent property, including the appropriate schools districts, in proportion to and to the extent of their respective tax bills and costs.

**ARTICLE THIRTEEN**

Initially, the location of the principal office of the Authority shall be City Hall, 710 20th Street North, Birmingham, Alabama 35203 and the registered agent shall be the City Clerk of the

City of Birmingham, Office of the City Clerk, Third Floor City Hall, 710 20th Street North, Birmingham, Alabama 35203.

**ARTICLE FOURTEEN**

The names and address of the incorporators are:

William A. Bell, Sr., Mayor of the City of Birmingham  
Johnathan F. Austin, Council President  
James “Jay” Roberson, Council President Pro-Team  
Valerie A. Abbott, City Councilor  
Steven W. Hoyt, City Councilor  
Marcus Lundy, City Councilor  
William Parker, City Councilor  
Kim Rafferty, City Councilor  
Lashunda Scales, City Councilor  
Sheila Tyson, City Councilor

Third Floor City Hall  
710 20th Street North,  
Birmingham, Alabama 35203

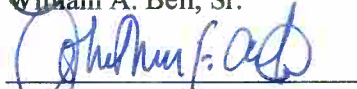
**ARTICLE FIFTEEN**

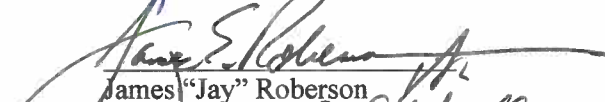
On the 6<sup>th</sup> day of May, 2014, the Council of the City of Birmingham, Alabama, adopted a resolution in which permission to organize the Authority was granted and which approved and authorized the incorporation of the Authority in accordance with the Enabling Act, a certified copy of which resolution is attached hereto as **Exhibit “B”** and made a part hereof.

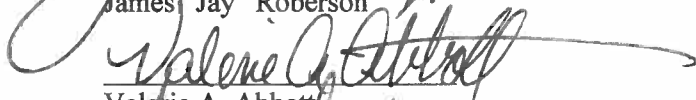
**[SIGNATURES APPEAR ON THE FOLLOWING PAGE]**

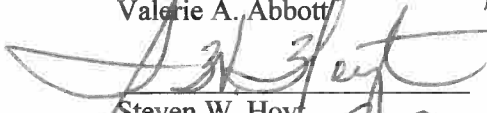
IN WITNESS WHEREOF, the undersigned have signed this Certificate of Incorporation on and as of the date and year first above written.

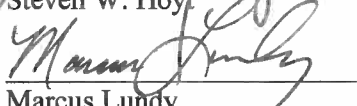
  
William A. Bell, Sr.

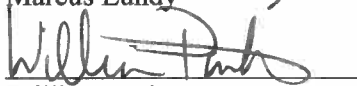
  
Johnathan F. Austin


  
James "Jay" Roberson

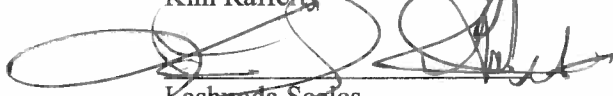
  
Valerie A. Abbott

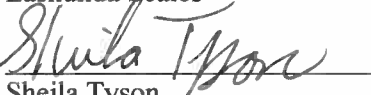
  
Steven W. Hoyt

  
Marcus Lundy

  
William Parker

  
Kim Rafferty

  
Eashonda Seales

  
Sheila Tyson

JIM BENNETT  
SECRETARY OF STATE

ALABAMA STATE CAPITOL  
MONTGOMERY, AL 36130

# STATE OF ALABAMA

I, Jim Bennett, 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 an examination of the entity records on file in this office, the following entity name is reserved as available:

## Birmingham Land Bank Authority

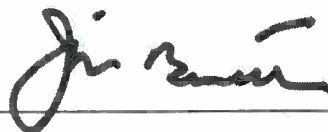
This name reservation is for the exclusive use of CITY OF BIRMINGHAM, 710 20TH STREET NORTH, BIRMINGHAM, AL 35203 for a period of one year beginning July 25, 2014 and expiring July 25, 2015.

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.

July 25, 2014

Date

Jim Bennett



20140908000802690 6/6  
Bk: LR201416 Pg:10992  
Jefferson County, Alabama  
09/08/2014 03:51:51 PM NPINC  
Fee - \$63.00

Total of Fees and Taxes-\$63.00  
LYNN

Secretary of State



RES149273

**State of Alabama**  
**Jefferson County**

CERTIFICATE OF \_\_\_\_\_ **INCORPORATION** \_\_\_\_\_

OF

**BIRMINGHAM LAND BANK AUTHORITY**

The undersigned, as Judge of Probate of Jefferson County, State of Alabama, hereby certifies that \_\_\_\_\_ Articles of

**INCORPORATION**

\_\_\_\_\_ duly signed and verified pursuant to the provisions of Alabama \_\_\_\_\_ **NONPROFIT** Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby, issues this Certificate of \_\_\_\_\_ **INCORPORATION** \_\_\_\_\_

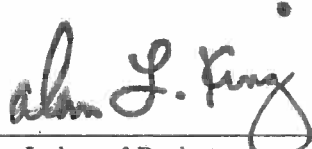
of \_\_\_\_\_ **BIRMINGHAM LAND BANK AUTHORITY** \_\_\_\_\_

and attaches hereto a copy of the \_\_\_\_\_ Articles of

**INCORPORATION**

Given Under My Hand and Official Seal on this the \_\_\_\_\_ **8TH** \_\_\_\_\_ day of \_\_\_\_\_ **SEPTEMBER** \_\_\_\_\_, \_\_\_\_\_ **2014**



  
\_\_\_\_\_

Judge of Probate