

STATE OF ALABAMA)

COUNTY OF BALDWIN)

**CERTIFICATE OF INCORPORATION OF THE SOLID WASTE DISPOSAL
AUTHORITY OF BALDWIN COUNTY, ALABAMA, INC.**

KNOW ALL MEN BY THESE PRESENTS, That the undersigned incorporators, James E. Ball, Matthew P. McKenzie, Billie Jo Underwood, and Charles F. Gruber, in order to form a public corporation under and pursuant to the provisions of §§ 11-89A-1, et seq., *Code of Alabama* (1975), as amended, for the purposes hereinafter set out, do hereby make and file this Certificate of Incorporation.

ONE

The names of the persons forming this public corporation are James E. Ball, Matthew P. McKenzie, Billie Jo Underwood, and Charles F. Gruber. Applicants James E. Ball, Matthew P. McKenzie, Billie Jo Underwood, and Charles F. Gruber are duly qualified electors of Baldwin County, Alabama.

TWO

The name of this public corporation is the SOLID WASTE DISPOSAL AUTHORITY OF BALDWIN COUNTY, ALABAMA, INC. (hereinafter the “Authority”).

THREE

The duration of this public corporation shall be perpetual, subject to the provisions of § 11-89A-21, *Code of Alabama* (1975), as amended.

FOUR

The determining subdivision is Baldwin County, State of Alabama (the “County”). The governing body of the County, the Baldwin County Commission (the “Commission”), adopted a Resolution on the ____ day of _____, 2023, declaring: that the Commission had reviewed the contents of the application filed by the applicants named therein and found that as a matter of fact the statements contained therein are true; that it is wise, expedient, and necessary that the proposed

authority be formed; that the form of the Certificate of Incorporation was approved; and that the applicants were authorized to proceed to form the proposed authority by the filing for record of such a certificate of incorporation in accordance with the provisions of § 11-89A-4, *Code of Alabama* (1975).

FIVE

The location of the Authority's principal office shall be the Solid Waste Department Offices at the Magnolia Landfill in Baldwin County, Alabama. The mailing address shall be:

The Solid Waste Disposal Authority of
Baldwin County, Alabama, Inc.
15093 Landfill Drive
Summerdale, Alabama 36580

SIX

The Authority is organized pursuant to the provisions of §§ 11-89A-1 et seq., *Code of Alabama* (1975), as amended, and the Authority shall have and exercise all of the powers and authority set forth therein, and such additional powers and authority as may hereafter be provided by law.

SEVEN

The following individuals are hereby appointed as directors of the initial Board of Directors ("Board") of the Authority, their terms to begin on the date on which the process of incorporation as provided by §§ 11-89A-1, et seq., *Code of Alabama* (1975) shall be completed and the Authority has come into existence. The initial terms of office for the directors shall be as hereinafter set forth:

Seat	Name	Initial Term
1	Jennifer Foutch	Four years
2	Jason Padgett	Four years
3	Rhonda Younce Butler	Six years
4	Paige Felts	Six years
5	James E. Ball, current Industrial and Civic Division Chair of the Baldwin County Commission	n/a

Following the initial term, all subsequent terms for directors shall be for six (6) years, with the exception of Seat 5, the term for which shall coincide with that director's term as Industrial and Civic Division Chair of the Baldwin County Commission. At some time not more than thirty (30) days prior to the expiration of a director's term for Seats 1-4, the Commission shall elect or appoint a successor director in accordance with § 11-89A-6, *Code of Alabama* (1975), which director's term shall commence upon the expiration of the preceding director's term for that respective seat.

If, at the expiration of any term of office of any director, a successor thereto shall not have been elected or appointed, then the director whose term of office shall have expired shall continue to hold office until his or her successor shall be so elected or appointed. If at any time there should be a vacancy on the Board, whether by death, resignation, incapacity, disqualification or otherwise, a successor director to serve for the unexpired term applicable to such vacancy shall be elected or appointed by the Commission, for Seats 1-4, or shall be filled by the successor Industrial and Civic Division Chair of the Baldwin County Commission, for Seat 5.

EIGHT

In the event the Authority dissolves, title to all its properties shall, subject to any constitutional prohibition or inhibitions to the contrary, thereupon vest solely in Baldwin County, Alabama. This provision is made pursuant to § 11-89A-21, *Code of Alabama* (1975).

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this the ____ day of _____, 2023.

JAMES E. BALL

MATTHEW P. MCKENZIE

BILLIE JO UNDERWOOD

CHARLES F. GRUBER

STATE OF ALABAMA)
COUNTY OF BALDWIN)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that James E. Ball, Matthew P. McKenzie, Billie Jo Underwood, and Charles F. Gruber, whose names are signed to the foregoing application, and who are known to me, acknowledged before me on this day that being informed of the contents of the said application, they executed the same voluntarily on the day the same bears date.

Given under my hand and seal hereto affixed by me on this the _____ day of _____, 2023.

Notary Public

My Commission Expires:_____