

2540

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
DEERWOOD FARMS, INC.

TO THE PROBATE JUDGE OF SHELBY COUNTY, ALABAMA

UNDER AND BY VIRTUE of the Alabama Business Corporation Act, the undersigned incorporator does hereby make and file these Articles of Incorporation, pursuant to the provisions of said laws, to become thereunder a body corporate, for the purposes of carrying on the business hereinafter named, and hereby declare and certify:

ARTICLE I

The name of the Corporation shall be Deerwood Farms, Inc..

ARTICLE II

The principal place of business of said Corporation is located at 170 Deerwood Lake Dr., Harpersville, Alabama 35078.

The duration of this Corporation shall be perpetual.

ARTICLE III

The objects and purposes for which this Corporation is formed are:

- (a) To engage in the business of breeding animals in connection therewith to do any and all acts or things as may be deemed necessary or required.
- (b) To promote, or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.
- (c) To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Alabama

The aggregate number of shares of stock which the Corporation shall have the authority to issue shall be One Hundred (100) Shares of Common Stock of the par value of One and 00/100 (\$1.00) Dollars per share.

ARTICLE V

The initial registered office of the Corporation shall be located at 170 Deerwood Lake Dr., Harpersville, Alabama 35078 and the initial registered agent at such address is Jerry Coss.

ARTICLE VI

The initial Board of Directors shall consist of two (2) people. The names and addresses of the people who shall serve as directors until the first annual meeting of shareholders of the Corporation or until thier successors are elected and qualified is:

Name	Address
Jerry Coss	170 Deerwood Lake Dr. Harpersville, Alabama 35078
Brenda Coss	170 Deerwood Lake Dr. Harpersville, Alabama 35078

ARTICLE VI

The names and addresses of the incorporators are:

Name	Address
Jerry Coss	170 Deerwood Lake Dr. Harpersville, Alabama 35078
Brenda Coss	170 Deerwood Lake Dr. Harpersville, Alabama 35078

ARTICLE VIII

The shareholders of this Corporation shall have the right to increase or decrease the capital stock to such sum or sums as they may desire.

This Corporation shall have all the rights, powers, privileges and immunities conferred by said laws and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as fully as though set out herein.

ARTICLE X

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation, or by By-Laws hereafter adopted, and any amendments to the foregoing.

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make and alter the By-Laws of this Corporation, but By-Laws so made by the Directors may be altered or repealed by the Directors or shareholders;
- (b) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends, the determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;
- (c) To make, from time to time (so far as may be permitted by law), temporary secured or unsecured loans when, in the judgement of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

The Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE XI

This Corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the Corporation by solvent), as may be fixed from time to time by

whole or in part, cash, labor done, or property actually received and applied to the Corporation's purposes. In the absence of actual fraud in the transaction, the judgement of the Board of Directors as to the value of such labor or property shall be conclusive. Any and all shares so issued for which the consideration is fixed shall have been paid of delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor.

ARTICLE XII

This Corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a shareholder, before notice of a transfer or levy on such shares.

ARTICLE XIII

This Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of earned surplus or capital surplus available therefore.

ARTICLE XIV

All persons who shall acquire shares of stock in this Corporation shall acquire such shares subject to the provisions of these Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XV

Every person (and the heirs, executors and administrators of such person) who is or was an officer, director or employee of

the Corporation, or of any other corporation which such person as such at the request of the Corporation, and of which the Corporation directly or indirectly is a shareholder or creditor, or indirectly is a shareholder or creditor, or of which it is in any way interested, may be indemnified by the Corporation against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any clear, action, suit or proceeding (whether brought by or in the right of the Corporation of such company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which such person may become involved, as a party or otherwise, by reason of such person being or having been an officer, director or employee of the Corporation or such other corporation, or by reason of any action taken or not taken by such person in such capacity, whether such person continues to be an officer, director or employee at the time of such liability or expense shall have been incurred provided such person acted in good faith in what such person reasonably believed to be the best interests of the Corporation or such other corporation, as the case may be, and, in addition in any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. As used herein, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees, disbursements and amounts of judgements, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgement, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the discretion of the Corporation, but only if the Board of Directors shall find that such person has met the standards of conduct set forth in the preceding paragraph.

Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification hereunder.

The rights of indemnification provided in this article shall be in addition to any rights to which any such person may otherwise be entitled under By-Law, agreement, vote of shareholders, or otherwise.

ARTICLE XVI

The directors and/or shareholders may waive, in writing any requirement under the laws of the State of Alabama (where the

laws permit such waivers) for the holding of a formal meeting with respect to any business to be transacted by this Corporation, and may transact the business of the Corporation by resolution executed or consented to in writing by all of the directors and/or shareholders without the formality of a meeting, which resolution holders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on this Corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

ARTICLE XVII

The private property of the shareholders shall not be object to payment of corporate debts to any extent whatsoever.

ARTICLE XVIII

This Corporation reserves the right to amend, alter change or repeal any provisions contained in these Articles of Incorporation in the manner, now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

IN TESTIMONY WHEREOF, the Incorporator is hereunto signed and subscribed there name and file these articles for record in the office of the Probate Judge of Shelby County, Alabama, for the purpose of forming a corporation, in pursuance of said laws, this _____ day of _____, 1991.


Jerry Coss


Brenda Coss

BY-LAWS
OF
DEERWOOD FARMS, INC.

ARTICLE I
SHAREHOLDERS

Section 1 PLACE AND TIME FOR ANNUAL MEETING. The annual meeting of the shareholders shall be held at the registered office of the Corporation in Shelby, Alabama, unless otherwise agreed upon by the shareholders or specified in appropriate notice. The meeting shall be held during the month in which the Corporation's fiscal year ends or at such time as the shareholders shall provide by resolution. The annual meeting shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Failure to elect the Board of Directors at the annual meeting shall not cause a dissolution of the Corporation, but the directors thereof shall continue to hold office until his successor is elected and qualified. A special meeting for the purpose of holding such elections shall be called as soon thereafter as convenient.

Section 2 SPECIAL MEETINGS. Special meetings of the shareholders, for any purpose unless otherwise prescribed by statute, may be called by the President or by the Board of

Directors and shall be called by the President at the request of the shareholders of not less than one-tenth of all shares entitled to vote at the meeting.

Section 3 NOTICE OF MEETING. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes of the meeting, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. Notwithstanding the provisions of this section, the stock or bonded indebtedness of the Corporation shall have been given as may be required by Section 234 of the Constitution of Alabama as the same may be amended from time to time.

Section 4 CLOSING OF TRANSFER BOOKS AND FIXING RECORD DATE. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of the shareholders, or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a state period, but not to exceed, in any case, fifty (50) days. If the stock transfer books shall be closed for the purpose of

meeting of shareholders, such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance date as the record date for any such determination of shareholders, such date, in any case, to be not more than fifty (50) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders or receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in the section, such determination shall apply to any adjournment where the determination has been made through the closing of the stock transfer books and stated period of closing has expired.

Section 5 VOTING LIST. The office or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be

subject to inspection by any shareholder making written request thereof at any time during the usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

Section 6 QUORUM. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders, or a quorum may consist of such greater or lesser percentage as may be fixed by an amendment to these By-Laws, but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. No business may be transacted without quorum. Any business may be transacted at any meeting of the shareholders at which a quorum is present, except that no business at a special meeting of shareholders shall be transacted unless notice thereof is given as required by the provisions of Section 3 hereof. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, except, however, that pursuant to Section 237 of the Constitution of Alabama, the Corporation shall have no authority to issue any class

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of preferred shares without the consent of the owners of two-thirds of all of the shares of the Corporation. Section 7 PROXIES. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. The proxy shall be voted only for the meeting specified in said proxy and in no event shall a proxy be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the shareholder executing it and is revocable by the transfer of shares by the shareholder executing it.

Section 8 VOTING OF SHARES. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares are limited or denied by statute, by the Article of Incorporation of the Corporation or any amendments thereto, or by the certificate representing such shares.

Section 9 UNANIMOUS CONSENT. Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all the shareholders entitled to vote thereon, and if such written consent is filed with the minutes of proceeds of the shareholders.

ARTICLE II

BOARD OF DIRECTORS

Section 1 GENERAL POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2 NUMBER, TENURE AND QUALIFICATIONS. The number of directors constituting the Board of Directors shall be fixed by the shareholders at their annual meeting, or at any special meeting called for that purpose, and such number so fixed shall continue to be the number of directors until changed by the shareholders, pursuant to this Section. The Board of Directors shall be elected annually by the shareholders at their annual meeting, or at meeting of the shareholders held pursuant to the laws of Alabama, and shall hold office at the pleasure of the shareholders and until respective successors are elected, directors need not be residents of the State of Alabama or shareholders of the Corporation.

Section 3 REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the shareholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 4 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors.

Section 5 NOTICE. Notice of meetings, both regular and special, shall be given not less than two (2) days in advance of said meeting. Such notice may be by mail, telegram, telephone or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed,

postage thereon paid. IF NOTICE IS GIVEN BY TELEGRAM, SUCH NOTICE SHALL BE DEEMED TO BE DELIVERED WHEN THE TELEGRAM IS DELIVERED TO THE TELEGRAM COMPANY. ANY DIRECTOR MAY WAIVE NOTICE OF ANY MEETING. THE ATTENDANCE OF A DIRECTOR AT A MEETING SHALL CONSTITUTE A WAIVER OF NOTICE OF SUCH MEETING, EXCEPT WHERE A DIRECTOR ATTENDS A MEETING FOR THE EXPRESS PURPOSE OF OBJECTING TO THE TRANSACTION OF ANY BUSINESS BECAUSE THE MEETING IS NOT LAWFULLY CALLED OR CONVENED. THE BUSINESS TO BE TRANSACTED, OR THE PURPOSE OF, ANY REGULAR OR SPECIAL MEETING OF THE BOARD OF DIRECTORS NEED NOT BE SPECIFIED IN THE NOTICE OR WAIVER OF NOTICE OF SUCH MEETING.

Section 6 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is present when a meeting is convened, the directors present may continue to do business, taking action by a vote of the quorum, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum, or the refusal of any director present to vote.

Section 7 VACANCIES AND REMOVAL. Any vacancy occurring in the Board of Directors may be filled for the unexpired term by the remaining directors or by the shareholders at any meeting of the Board of Directors or the shareholders. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual or special meeting of the

shareholders called for that purpose. The shareholders may remove any director or the entire Board of Directors, with or without cause, at a meeting of the shareholders expressly called for that purpose, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

Section 8 COMPENSATION. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as a director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation of the officers of the Corporation.

Section 9 COMMITTEES. The Board of Directors shall have power, by resolution or resolutions passed by a majority of the board, to designate one or more committees, each committee to consist of two or more directors of the Corporation, which to the extent provided in the resolutions shall have and may, during the intervals between the meetings of the board, exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution of the Board of Directors.

Section 10 UNANIMOUS CONSENT. Any action required or permitted to

be taken at any meeting of the Board of Directors may be taken without a meeting, if prior such action a written consent thereto is signed by all members of the board, and if such written consent is filed with the minutes of proceedings of the Board of Directors.

ARTICLE III

OFFICERS

Section 1 NUMBER. The officers of the Corporation shall be a President and Secretary, both of whom shall be elected by the Board of Directors. One or more Vice-Presidents, a Treasurer and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any number of officers may be held by the same person.

Section 2 ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board held pursuant to Article II, Section 3, of these By-Laws. Such officers shall hold office at the pleasure of the Board of Directors and until their successors are elected and qualified. In its discretion, the Board of Directors by a vote of a majority thereof may leave unfilled for such period as it may fix by resolution any offices except those of President and Secretary.

Section 3 VACANCIES AND REMOVAL. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting. The Board of Directors may remove any

officers, with or without cause, at any time by an affirmative vote of a majority of the board.

Section 4 PRESIDENT. The President shall be the principal executive officer of the Corporation and shall have in his charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the business of the Corporation. He shall preside over all official meetings of the Corporation provided no one has been specifically elected to the office of Chairman of the Board, and shall also perform those duties which usually devolve upon a President of a corporation under the laws of the State of Alabama. The President may, during the absence of any officer, delegate said officers duties to any other officer or director.

BOOK 045 PAGE 816 Section 5 VICE-PRESIDENT. The Vice-president elect in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him from time to time by the Board of Directors or by the President.

Section 6 SECRETARY. The Secretary shall issue notice of all meetings of shareholders and all meetings of the Board of Directors, shall keep the minutes of all such meeting, shall have charge of the seal of the Corporation, shall serve as custodian for all corporate records, and shall make such reports and perform such duties as are incident to his office or which may be delegated to him by the President or Board of Directors.

Section 7 TREASURER. The treasurer shall render to the President and Board of Directors at such times as may be requested an account of a transaction as Treasurer and of the financial condition of the Corporation. The treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

Section 8 SALARIES. The salaries of the officers may be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director or shareholder of the Corporation.

ARTICLE IV

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such

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officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE V

CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1 CERTIFICATES. Ownership of the capital shares of the Corporation shall be represented by certificates in such form as shall be determined by the Board of Directors. Each certificate shall be signed by two of the officers of the Corporation or a facsimile thereof. A record of such certificates shall be kept.

Section 2 CANCELLATION. All certificates transferred on the books of the Corporation shall be surrendered and cancelled. No new certificates shall be issued until the former certificate, or certificates, for the same number of shares have been surrendered and cancelled except in case of lost or destroyed certificates when new certificates thereof may be issued under such conditions as the Board of Directors may prescribe.

Section 3 TRANSFER OF SHARES. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal

representatives, who shall furnish proper evidence of their authority in writing, upon the surrender for cancellation of the certificate for such shares.

ARTICLE VI

DIVIDENDS

The Board of Directors may from time to time declare, and the Corporation may pay, dividends on the outstanding shares of the Corporation in the manner and upon the terms and conditions provided by law and by the Articles of Incorporation of the Corporation or any amendments thereto.

ARTICLE VII

AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors or by the shareholders at any regular or special meeting of the Board of Directors of shareholders, provided, however, the Board of Directors may not alter, amend or repeal Section 6 or Article I, establishing what constitutes a quorum at shareholders meetings.

ARTICLE VIII

EMERGENCY BY-LAWS

The Emergency By-laws provided in this Article shall be operative during any emergency in the conduct of the business of

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the Corporation resulting from an attack on the United States or any nuclear or atomic disaster or during the existence of any catastrophe or other similar emergency condition, as a result of which a quorum of the Board of Directors or a standing committee thereof cannot readily be convened for action, notwithstanding any different provisions in these By-Laws or in the Article of Incorporation of the Corporation or any amendments thereto or in the Alabama Business Corporation Act. To the extent not inconsistent with the provisions of this article, the By-laws provided in all other articles shall remain in effect during such emergency and upon its termination the Emergency By-laws shall cease to be operative.

During any such emergency:

(a) A meeting of the Board of Directors may be called by any officer or director of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgement of the person calling the meeting.

(b) At any such meeting of the Board of Directors, a quorum shall consist of such number of directors as are present at such meeting.

(c) The board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all

officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.

(d) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the head office or designate several alternative head offices or regional offices, or authorize the officers to do so.

No officer, director or employee acting in accordance with these Emergency By-laws shall be liable except for willful misconduct.

These emergency by-laws shall be subject to repeal or change by further action of the Board of Directors or by action of the shareholders, but no such repeal or change shall modify the provisions of the next preceding paragraphs with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency By-laws may make further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE IX

MISCELLANEOUS

The Alabama Business Corporation Act effective January 1, 1981, provides that the number of directors to be elected by the shareholders of the Corporation may be one or more. In the event the Board of Directors shall consist of only one director, or in the event there shall be only one shareholder of the Corporation, then all references to more than one director or shareholder or a majority of directors or shareholders shall be inapplicable, such

references in such events being deemed to refer to the sole director or sole shareholder. In the event there shall be only one shareholder who shall be the sole director of the Corporation, then upon the death of such shareholder, the personal representatives of the estate of such deceased shareholder shall elect a successor director.

In the event the Board of Directors shall consist of only two directors, then all references in these By-Laws to majority of the directors shall be inapplicable.

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ORGANIZATION MEETING OF THE
BOARD OF DIRECTORS
OF
DEERWOOD FARMS, INC.

The Organization Meeting of the Board of Directors of Deerwood Farms, Inc., as Alabama Corporation, was held at the offices of the Corporation in Shelby County in Harpersville, Alabama, on _____, 1991 pursuant of waiver of notice signed by all of the directors, a copy of which is attached to these minutes.

All of the Directors were present.

Jerry Coss acted as President of the meeting.

ORGANIZATION OF CORPORATION

The President stated that the Corporation had been incorporated on the State of Alabama and that it was appropriate that the Directors adopt a number of resolutions necessary for the commencement of its business. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the Articles of Incorporation of this Corporation filed in the office of the Judge of Probate of Shelby County on ____/____/____ the provisions of which have been presented to the Board of Directors, is hereby accepted and approved in all respects, and that this Corporation proceeds to business thereunder, the Secretary of the Corporation is hereby directed to cause a copy of such Articles of Incorporation to be inserted in the Minute Book of the Corporation.

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RESOLVED, that the By-Laws of this Corporation in the form adopted by the Incorporators, the provisions and a copy of which are attached to these Minutes as Exhibit A, are hereby approved and adopted in all respects as and for the By-Laws of this Corporation.

RESOLVED, that in accordance with the provisions of Section 3.2 of the Corporation By-Laws, the number of directors which shall constitute the whole Board of Directors of this Corporation shall be two (2).

RESOLVED, that the action of the Incorporation of this Corporation in electing the following people as the initial Board of Directors of this Corporation is hereby ratified and confirmed.

Jerry Coss
Brenda Coss

RESOLVED, that the forms of certificates of shares of Common Stock, per value one dollar (\$1.00) per share, of this Corporation, a specimen of which is attached to these Minutes as Exhibit B, is hereby approved and adopted as the certificate of representing shares of Common Stock of this Corporation.

RESOLVED, that the form of corporate seal of this Corporation, an impression of which is affixed in the margin hereof, is hereby adopted as and for the official corporate seal of this Corporation.

RESOLVED, that the following named person is hereby elected to the offices of this Corporation set forth opposite their names below to serve until the next annual meeting of the Board of Directors of the Corporation and until his successor have been duly elected and qualified.

Name	Office
Jerry Coss	President
Brenda Coss	Vice-President
Jerry Coss	Secretary
Brenda Coss	Treasurer

RESOLVED, that the fiscal year of this Corporation begins on ____/____/ of each year and ends on ____/____. of each year.

RESOLVED, that the Secretary of this Corporation is hereby authorized and directed to procure all corporate books, books of account, ledgers and stock books which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED, that the proper offices of this Corporation are hereby authorized and directed to qualify this Corporation to do business as a foreign corporation in any states where counsel for the Corporation advises that such qualification is required, and the officers of this Corporation are hereby authorized and directed to take such action and execute and deliver such documents as they deem necessary or appropriate in connection therewith, including, without limitation, any authority to execute and deliver such documents and to take such action to be conclusively evidenced by such execution and delivery.

RESOLVED, that this Corporation maintain bank accounts and the proper offices of this Corporation are hereby authorized to take such action and to execute and deliver any and all banking resolutions required by such bank and any resolution shall have the same force and effect as if such resolutions were set forth in full in these Minutes.

RESOLVED, that the Treasurer is hereby authorized to pay all fees and expenses incident to and necessary for the organization of this Corporation.

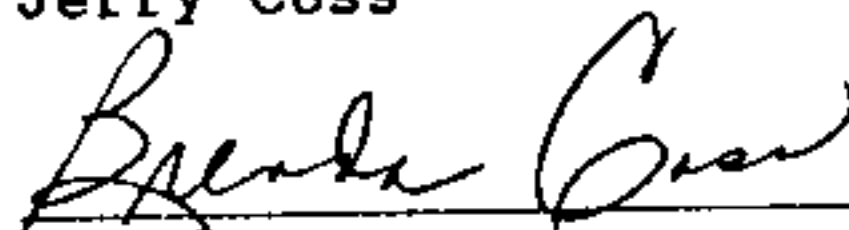
ISSUANCE OF CAPITAL STOCK

RESOLVED, that the subscription for 100 shares of the Common Stock (\$1.00 per value) of the Corporation at a cash price of \$1.00 per share submitted by the following individuals be accepted, and that the officers of the Corporation be authorized and directed, to issue to said subscribers, for the consideration set forth above, certificated representing fully-paid and nonassessable shares of the Corporation's Common Stock to the extent of said subscription.

Name of Subscriber	No. of Shares
Jerry Coss	50
Brenda Coss	50

There being no further business to come before the meeting, upon motion duly made and unanimously carried, the meeting was adjourned.


Jerry Coss


Brenda Coss

STATE OF ALABAMA

I, Billy Joe Camp, 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 Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Deerwood Farms, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jerry Coss, 170 Deerwood Lake Dr., Harpersville, AL 35078 for a period of one hundred twenty days beginning December 17, 1991 and expiring April 16, 1992.

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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.

December 17, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION

OF

Deerwood Farms, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Deerwood Farms, Inc., duly signed pursuant to the provisions of the Alabama Business 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 Deerwood Farms, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of December, 19 91

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

91 DEC 23 AM 11:26

JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Rec 35.00
Jud 3.00
38.00