

CountryGardens, Inc.

A CLOSE CORPORATION UNDER THE ALABAMA CLOSE CORPORATION STATUTE

The undersigned, acting as incorporators of a corporation pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation for such corporation:

NAME: The name of the corporation is: CountryGardens, Inc.

CLOSE CORPORATION STATUS: This corporation shall be a close corporation as authorized by the Alabama Business Corporation Act, sections 10-2A-300 through 10-2A-313, Code of Ala. 1975 and shall be governed by all laws governing or applicable to such close corporations.

PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.

PURPOSES: The purpose for which the corporation is organized shall be for the following:

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act including but not limited to:

The business of a retail nursery, including but not limited to the sale of plants, fertilizer, tools and any other products commonly sold and distributed in connection with the retail nursery business.

AUTHORIZED SHARES: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be 100 of common stock of the par value of \$1.00 per share.

RESTRICTIONS ON TRANSFER OF STOCK: All issued shares of stock of this corporation of all classes shall be subject to the following restriction on transfer:

For purposes of the following paragraphs under this heading which restricts the transfer of stock:

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1. A shareholder desiring to sell or otherwise transfer, give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offeror;"
2. A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree;" and
3. The shareholders, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the "optionee."

Any shareholder in this corporation may, sell or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this corporation with the limitations and restrictions as set forth below in paragraphs A. and B. shall apply.

In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree the limitations and restrictions as set forth below in paragraphs A. and B. shall apply.

A. The offeror shall furnish and deliver to the corporation and to the optionee, at each of their last known business addresses, a letter of intent, containing the name and address of the offeree and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated.

B. The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph A. herein above.

The corporation shall be considered as the primary optionee and shall have thirty days from the date of receipt of the letter of intent within which to exercise such option, by written document, addressed to the offeror, and copies thereof to each of the other optionees, at each of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all of the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interests in the corporation bears to the total percentage of all stock interests in the corporation held by all of the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the optionees to purchase proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.

If the corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided however that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph.

If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all of the terms, conditions, and restrictions of this Paragraph shall be reinstated and the right of the selling shareholder to sell his stock to such purchaser pursuant to said original offer shall terminate.

REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address is:

<u>Name</u>	<u>Address</u>
Judy Cain Barratt	38 Cain Road Chelsea, Alabama 35043

SHAREHOLDERS: The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors and:

1. No meeting of the shareholders need be called to elect directors; and
2. The shareholders of the corporation shall be deemed to be directors for purposes of this provision; and
3. The shareholders of this corporation shall be subject to all liabilities of directors.

The shareholders of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Shares to Issue</u>
Judy Cain Barratt	38 Cain Road Chelsea, Alabama 35043	20
Sharon Johnson	38 Cain Road Chelsea, Alabama 35043	20

Jeffrey Brent Young 263 Brent Road 20
Chelsea, Alabama 35043

Janette Young 30 Cain Road 40
Chelsea, Alabama 35043

INCORPORATOR: The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Judy Cain Barratt	38 Cain Road Chelsea, Alabama 35043
Sharon Johnson	38 Cain Road Chelsea, Alabama 35043
Jeffrey Brent Young	263 Brent Road Chelsea, Alabama 35043
Janette Young	30 Cain Road Chelsea, Alabama 35043

LIMITATION ON NUMBER OF SHAREHOLDERS: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than twenty persons. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

EXECUTED ON THIS the 14th day of June, 1996.


Judy Cain Barratt


Sharon Johnson


Jeffrey Brent Young


Janette Young

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 Section 10-2B-4.02, 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:

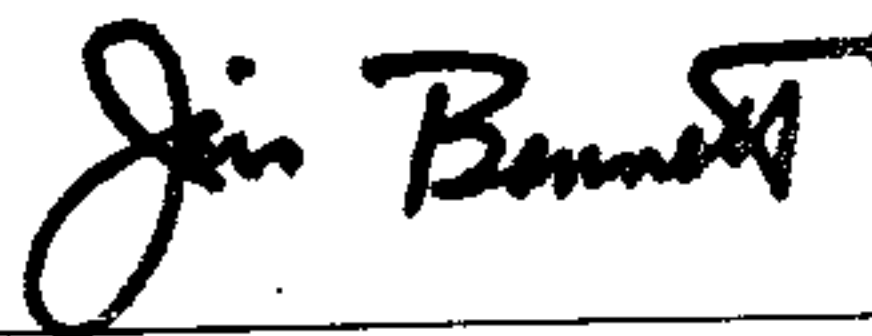
CountryGardens, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Lisa S Robinson, PO Box 1447, Columbiana, AL 35051 for a period of one hundred twenty days beginning May 1, 1996 and expiring August 30, 1996.

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.

May 1, 1996

Date



Jim Bennett

Secretary of State



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