

No. C3430

AGREEMENT OF MERGER

MERGING

SUMTER FARM AND STOCK COMPANY, INC.
(an Alabama corporation)

INTO

SUMTER FARM AND STOCK COMPANY, INC.
(a Delaware corporation)

AGREEMENT OF MERGER dated the 5th day of September, 1957, entered into by and between Sumter Farm and Stock Company, Inc., a corporation organized and existing under the laws of the State of Delaware (hereinafter sometimes called "Delaware"), and the directors thereof, parties of the first part, and Sumter Farm and Stock Company, Inc., a corporation organized and existing under the laws of the State of Alabama (hereinafter sometimes called "Alabama"), and the directors thereof, parties of the second part,

W I T N E S S E T H:

WHEREAS, the principal and registered office of Delaware in the State of Delaware is located at 100 West Tenth Street, City of Wilmington, County of New Castle, and The Corporation Trust Company is the agent therein, in charge thereof, and upon whom process against said corporation may be served within said State; and

WHEREAS, the principal and registered office of Alabama in the State of Alabama, is located in the Town of Geiger, County of Sumter, and Ted Besh is the agent therein, in charge thereof, and upon whom process against said corporation may be served within said State; and

WHEREAS, the authorized capital stock of Delaware consists of 15,000 shares of common stock of the par value of One Hundred Dollars (\$100.00) per share, of which ten (10) shares are issued and outstanding; and

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WHEREAS, the authorized capital stock of Alabama consists of fifteen thousand (15,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) per share, of which 6,000 shares are issued and outstanding and seven thousand two hundred (7,200) shares of noncumulative preferred stock of the par value of One Hundred Dollars (\$100.00) per share, of which there are no shares issued and outstanding; and

WHEREAS, Delaware and Alabama are organized for the purpose of carrying on business of the same or a similar nature, and

WHEREAS, the Boards of Directors of said corporations deem it to the benefit and advantage of said corporations and their stockholders to enter into this Agreement of Merger under and pursuant to the provisions of Subchapter IX of Chapter 1 of Title 8 of the Delaware Code of 1953, as amended, and Chapter 5 of Title 10 of the Code of Alabama of 1940, as amended,

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the parties hereto in accordance with said laws of Delaware and Alabama that Alabama shall be and the same hereby is merged into Delaware and that Delaware does hereby merge into itself Alabama.

And the parties hereto by these presents agree to and prescribe the terms and conditions of said merger, the mode of carrying the same into effect, and the manner of converting the shares of Alabama and Delaware into shares of Delaware, which terms and conditions, mode of carrying the same into effect and manner of conversion the said

parties hereto do mutually and severally covenant to observe, keep and perform, that is to say:

ARTICLE I

Delaware and Alabama shall be a single corporation, which shall be Delaware. Delaware shall be the corporation continuing after the merger; and the name of Delaware shall be and remain the same, viz.: "Sumter Farm and Stock Company, Inc." (hereinafter sometimes called the "Surviving Company").

ARTICLE II

The number of the first directors of the Surviving Company who shall hold office until their successors are chosen or appointed according to the bylaws of the Surviving Company is to be seven (7). Their names and post office addresses are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>
Mrs. Harriet B. Campbell	1023 Chattanooga Bank Bldg. Chattanooga, Tennessee
J. L. Hutcheson, Jr.	1023 Chattanooga Bank Bldg. Chattanooga, Tennessee
J. L. Hutcheson, III	1023 Chattanooga Bank Bldg. Chattanooga, Tennessee
R. C. Jones, Jr.	1023 Chattanooga Bank Bldg. Chattanooga, Tennessee
Katherine A. Hutcheson	1023 Chattanooga Bank Bldg. Chattanooga, Tennessee
W. Frank Hutcheson, II	1023 Chattanooga Bank Bldg. Chattanooga, Tennessee
S.L. Probasco, Jr.	1023 Chattanooga Bank Bldg. Chattanooga, Tennessee

The first officers of the Surviving Company shall be four (4) in number and shall be a President, two (2) Vice Presidents, and a Secretary and Treasurer, who shall hold office until their successors are chosen or appointed according

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to the bylaws of the Surviving Company. Their names are as follows:

<u>OFFICES</u>	<u>NAMES</u>
President	J. L. Hutcheson, Jr.
Vice President	Katherine A. Hutcheson
Vice President	W. Frank Hutcheson, II
Secretary and Treasurer	Mrs. Harriet B. Campbell

The post office address of each of the foregoing officers is 1023 Chattanooga Bank Building, Chattanooga, Tennessee.

ARTICLE III

The number of shares of the capital stock of the Surviving Company issued is and shall be six thousand (6,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV

Upon the date upon which the merger becomes effective under the laws of the State of Delaware and the State of Alabama (hereinafter sometimes called "the effective date of the merger") the Certificate of Incorporation of Delaware shall be deemed to be amended so that after the cancellation of the ten (10) issued and outstanding shares of its common stock as hereinafter provided in Article VI (b), the amount of the total authorized capital stock of Delaware shall continue to be and remain \$1,500,000 divided into 15,000 shares of common stock of the par value of One Hundred Dollars (\$100.00) each, and so that the said Certificate of Incorporation shall read as set forth in Exhibit "A" hereto annexed and made a part hereof. Said Exhibit "A" shall constitute the Certificate of Incorporation of the Surviving

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Company from and after the effective date of the merger. From and after the effective date of the merger and until amended as provided by law said Exhibit "A" separate and apart from this Agreement of Merger shall be, and may be separately certified as, the Certificate of Incorporation of the Surviving Company.

ARTICLE V

The bylaws of the Surviving Company shall be the bylaws of Delaware as those shall exist on the effective date of the merger until altered, amended, or repealed as therein provided.

ARTICLE VI

The manner of converting the capital stock of Delaware and Alabama (hereinafter sometimes called the "Constituent Companies") into the capital stock of the Surviving Company shall be as follows:

(a) Each of the 6,000 issued and outstanding common shares of Alabama shall be converted into one (1) share of the common stock of One Hundred Dollars (\$100.00) par value of the Surviving Company; and

(b) The ten (10) issued and outstanding shares of the common stock of Delaware shall be cancelled and no shares of stock of the Surviving Company shall be issued to the holders thereof by reason of this merger; and

(c) After the effective date of the merger, each holder of an outstanding certificate or certificates of common stock of Alabama shall surrender the same to the Surviving Company and such holder shall be entitled, upon such surrender, to receive in exchange therefor a certificate or certificates

representing the same number of shares of common stock of the Surviving Company. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of common stock of Alabama shall be deemed, for all corporate purposes, to evidence the ownership of an equal number of shares of the common stock of the Surviving Company into which such shares have been converted. Unless and until any such outstanding certificates shall be so surrendered, no dividend or other distribution payable to the holders of record of common stock of the Surviving Company as of any date subsequent to the effective date of the merger shall be paid to the holders of such outstanding certificates, but upon such surrender of any such outstanding certificate or certificates there shall be paid to the record holder of the certificate or certificates for common stock of the Surviving Company issued in exchange therefor the amount of dividends or other distributions which theretofore became payable with respect to the number of shares of common stock of the Surviving Company represented by the certificate or certificates so issued in exchange.

ARTICLE VII

Upon the effective date of the merger all and singular the rights, privileges, powers, franchises, and all property, real, personal, or mixed, and all debts due on any account, as well for stock subscriptions as all other things in action or belonging to each of said Constituent Companies, and all and every other interest, shall be vested in the Surviving Company without further act or deed as effectually as they were vested in the Constituent Companies; title to any and all real estate, whether by deed or otherwise, vested in either of said Constituent Companies shall not revert or be in any way impaired by reason of the said

merger; and all rights of creditors and all liens upon the property of the Constituent Companies shall be preserved unimpaired; and all debts, liabilities, and duties of the Constituent Companies shall forthwith attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. If at any time the Surviving Company shall deem or be advised that any further assignments, assurances in the law, or things are necessary or desirable to vest in the Surviving Company the title to any property of the Constituent Companies, the Constituent Companies and their proper officers and directors shall and will execute all proper assignments and assurances in the law, and will do all things necessary or proper to vest title to such property in the Surviving Company and otherwise to carry out the purposes of this Agreement.

ARTICLE VIII

The Surviving Company hereby agrees that it may be served with process in the State of Alabama in any proceeding for the enforcement of any obligation of Alabama, as well as for the enforcement of any obligation of the Surviving Company arising from the merger, including any suit or other proceeding to enforce the rights of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 100 of Title 10 of the Code of Alabama of 1940, as amended, and does hereby irrevocably appoint the Secretary of State of Alabama as its agent to accept service of process in any such suit or proceeding and does hereby designate the address to which a copy of such process shall be mailed by said Secretary of State as "Sumter Farm and Stock Company, Inc., Geiger, Alabama."

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ARTICLE IX

The Surviving Company shall pay all expenses of this merger.

ARTICLE X

The Surviving Company reserves the right to amend, alter, change or repeal any provision contained in its Certificate of Incorporation (Exhibit "A") or in this Agreement, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders of the Surviving Company are granted subject to this reservation.

ARTICLE XI

When this Agreement of Merger shall have been finally adopted by the stockholders of each of the Constituent Companies, the same, together with the certificate of the Secretary of each of the Constituent Companies under their respective corporate seals, stating the fact of such adoption and the manner thereof, shall be filed in the office of the Secretary of State of Delaware, with a copy thereof being recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and in the office of the Secretary of State of Alabama, all as required by Subchapter IX of Chapter 1 of Title 8 of the Delaware Code of 1953, as amended, and by Chapter 5 of Title 10 of the Code of Alabama of 1940, as amended. When so filed and recorded, this Agreement of Merger shall thenceforth be taken and deemed to be the agreement and act of merger of the Constituent Companies for all purposes, and the Constituent Companies shall be one corporation, which shall be Delaware; the separate existence of Alabama thereupon shall cease.

IN WITNESS WHEREOF, the Constituent Companies have caused this Agreement of Merger to be signed in their

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respective corporate names by their respective Presidents and their respective corporate seals to be hereunto affixed and to be attested by their respective Secretaries, and the directors of the Constituent Companies have hereunto set their hands and seals, all as of the day and year first above written.

SUMTER FARM AND STOCK COMPANY, INC.,
a Delaware corporation

By J. L. Hutcheson, Jr.
President

ATTEST:

Harriet B. Campbell
Secretary



Mrs. Harriet B. Campbell (L.S.)
Mrs. Harriet B. Campbell

J. L. Hutcheson, Jr. (L.S.)
J. L. Hutcheson, Jr.

J. L. Hutcheson, III (L.S.)
J. L. Hutcheson, III

R. C. Jones, Jr. (L.S.)
R. C. Jones, Jr.

Katherine A. Hutcheson (L.S.)
Katherine A. Hutcheson

W. Frank Hutcheson, II (L.S.)
W. Frank Hutcheson, II

S. L. Probasco, Jr. (L.S.)
S. L. Probasco, Jr.

Directors of Sumter Farm and Stock Company, Inc., a Delaware corporation

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SUMTER FARM AND STOCK COMPANY, INC.,
an Alabama corporation

By J. L. Hutcheson, Jr.
President

ATTEST:

Harriet B. Campbell
Secretary



Harriet B. Campbell (L.S.)
Mrs. Harriet B. Campbell

J. L. Hutcheson, Jr. (L.S.)
J. L. Hutcheson, Jr.

J. L. Hutcheson, III (L.S.)
J. L. Hutcheson, III

R. C. Jones, Jr. (L.S.)
R. C. Jones, Jr.

Katherine A. Hutcheson (L.S.)
Katherine A. Hutcheson

W. Frank Hutcheson, II (L.S.)
W. Frank Hutcheson, II

S. L. Probasco, Jr. (L.S.)
S. L. Probasco, Jr.

Directors of Sumter Farm and Stock Com-
pany, Inc., an Alabama corporation

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STATE OF TENNESSEE }
COUNTY OF HAMILTON }

BE IT REMEMBERED That on this 5th day of Sep-
tember, 1957, A.D., personally came before me, J. L. Hutcheson,
Jr., and Mrs. Harriet B. Campbell, the President and the
Secretary, respectively, of Sumter Farm and Stock Company,
Inc., a corporation of the State of Delaware, and known to
me to be such, and acknowledge that the foregoing Agreement
of Merger was signed as the free act and deed of the said
corporation, that the signature of the President is his own
proper handwriting; that the seal affixed is the common or
corporate seal of the said corporation; that it has been
attested by the said Secretary; and that the said act of
executing and sealing the said Agreement of Merger was duly
authorized by resolution of the directors of the said cor-
poration; and came also J. L. Hutcheson, Jr., Mrs. Harriet
B. Campbell, J. L. Hutcheson, III, R. C. Jones, Jr., Katherine
A. Hutcheson, W. Frank Hutcheson, II, and S. L. Probasco, Jr.,
who are all the directors of the said corporation and who
are personally known to me to be such, and severally ac-
knowledge the said Agreement of Merger to be their free act
and deed, and that they signed the said Agreement of Merger
as their free act and deed and the free act and deed of the
said corporation.

Edith M. ...
Notary Public



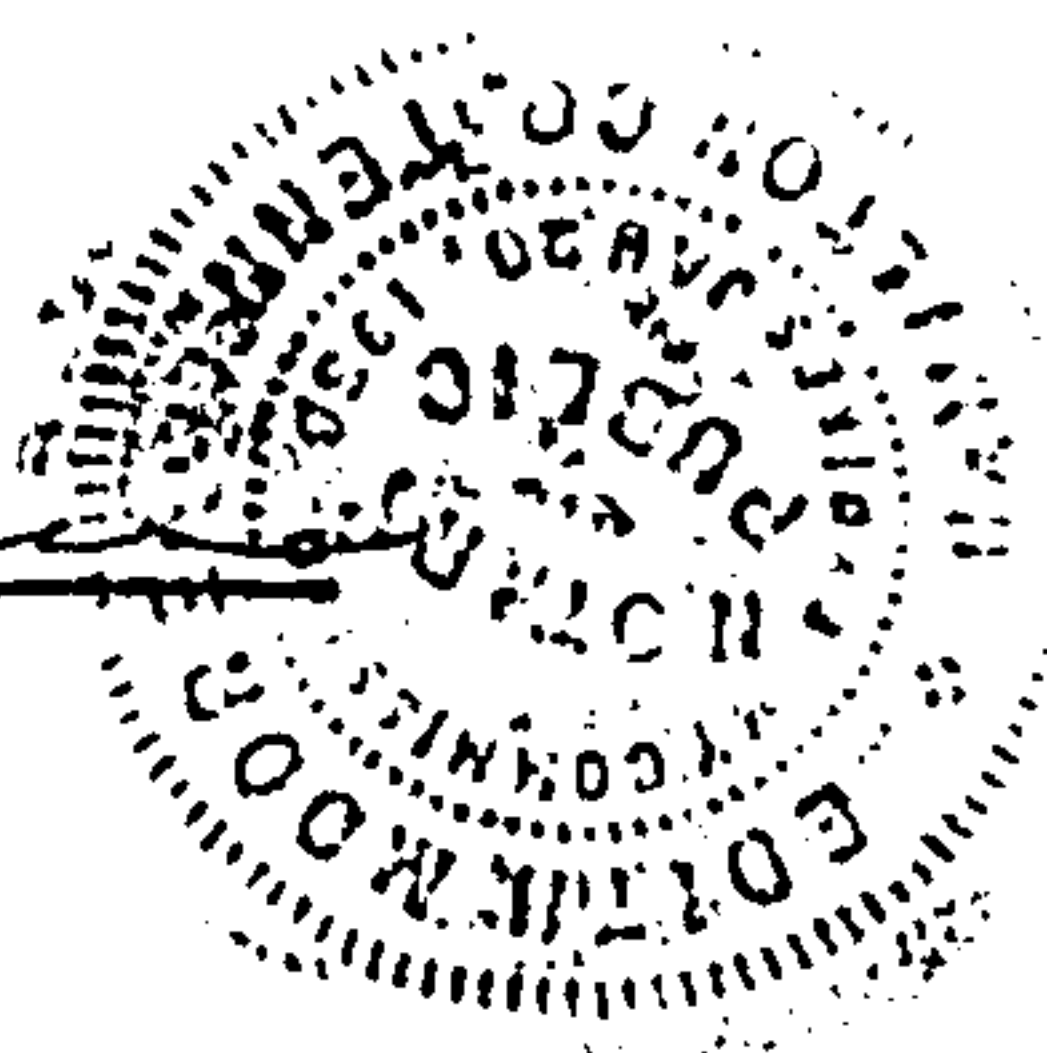
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STATE OF TENNESSEE }
COUNTY OF HAMILTON }

I, Edith M. M. M., a Notary Public in and for the State and County aforesaid, hereby certify that J. L. Hutcheson, Jr., whose name as President of Sumter Farm and Stock Company, Inc., a corporation of the State of Delaware, is signed to the foregoing Agreement of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Agreement of Merger, as such officer and with full authority, he executed the same voluntarily for and as the act of the said corporation, acting in his capacity as aforesaid; that Mrs. Harriet B. Campbell, who is known to me to be the Secretary of the said corporation, acknowledged before me on this day, that she, as such Secretary affixed the seal of the said corporation to the said Agreement of Merger and attested the same by her signature; and that J. L. Hutcheson, Jr., Mrs. Harriet B. Campbell, J. L. Hutcheson, III, R. C. Jones, Jr., Katherine A. Hutcheson, W. Frank Hutcheson, II, and S. L. Probasco, Jr., whose names are signed to the foregoing Agreement of Merger, and who are all the directors of the said corporation, acknowledged before me on this day that, being informed of the contents of the said Agreement of Merger, they executed the same jointly and severally and voluntarily.

Given under my hand and official seal this
5th day of September, 1957.

Edith M. M. M.
Notary Public



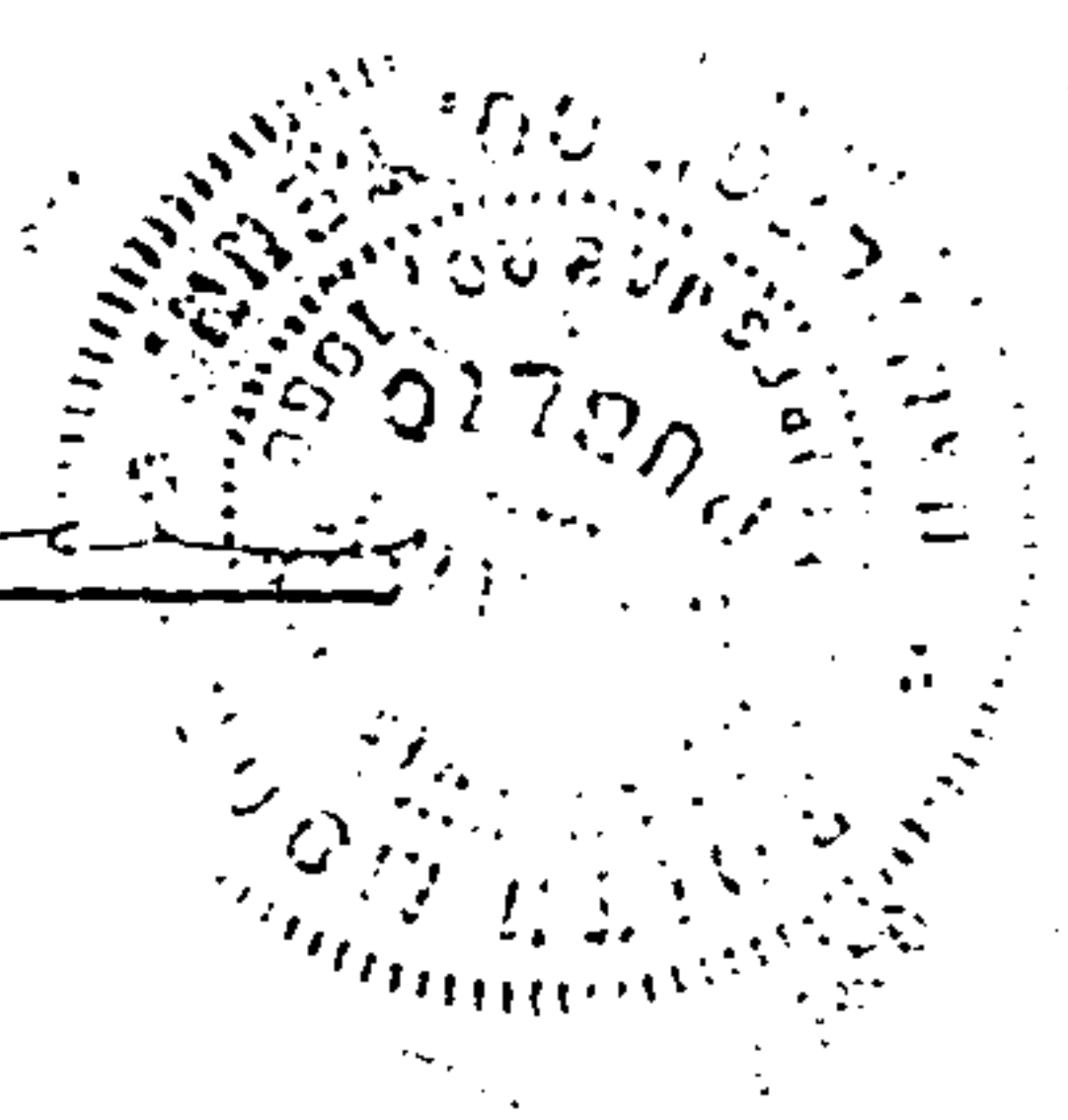
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STATE OF TENNESSEE)
COUNTY OF HAMILTON)

I, Edith Moore, a Notary Public in and for the State and County aforesaid, hereby certify that J. L. Hutcheson, Jr., whose name as President of Sumter Farm and Stock Company, Inc., a corporation of the State of Alabama, is signed to the foregoing Agreement of Merger, and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Agreement of Merger, as such officer and with full authority, he executed the same voluntarily for and as the act of the said corporation, acting in his capacity as aforesaid; that Mrs. Harriet B. Campbell, who is known to me to be the Secretary of the said corporation, acknowledged before me on this day, that she, as such Secretary affixed the seal of the said corporation to the said Agreement of Merger and attested the same by her signature; and that J. L. Hutcheson, Jr., Mrs. Harriet B. Campbell, J. L. Hutcheson, III, R. C. Jones, Jr., Katherine A. Hutcheson, W. Frank Hutcheson, II, and S. L. Probasco, Jr., whose names are signed to the foregoing Agreement of Merger, and who are all the directors of the said corporation, acknowledged before me on this day that, being informed of the contents of the said Agreement of Merger, they executed the same jointly and severally and voluntarily.

Given under my hand and official seal this
5th day of September, 1957.

Edith Moore
Notary Public

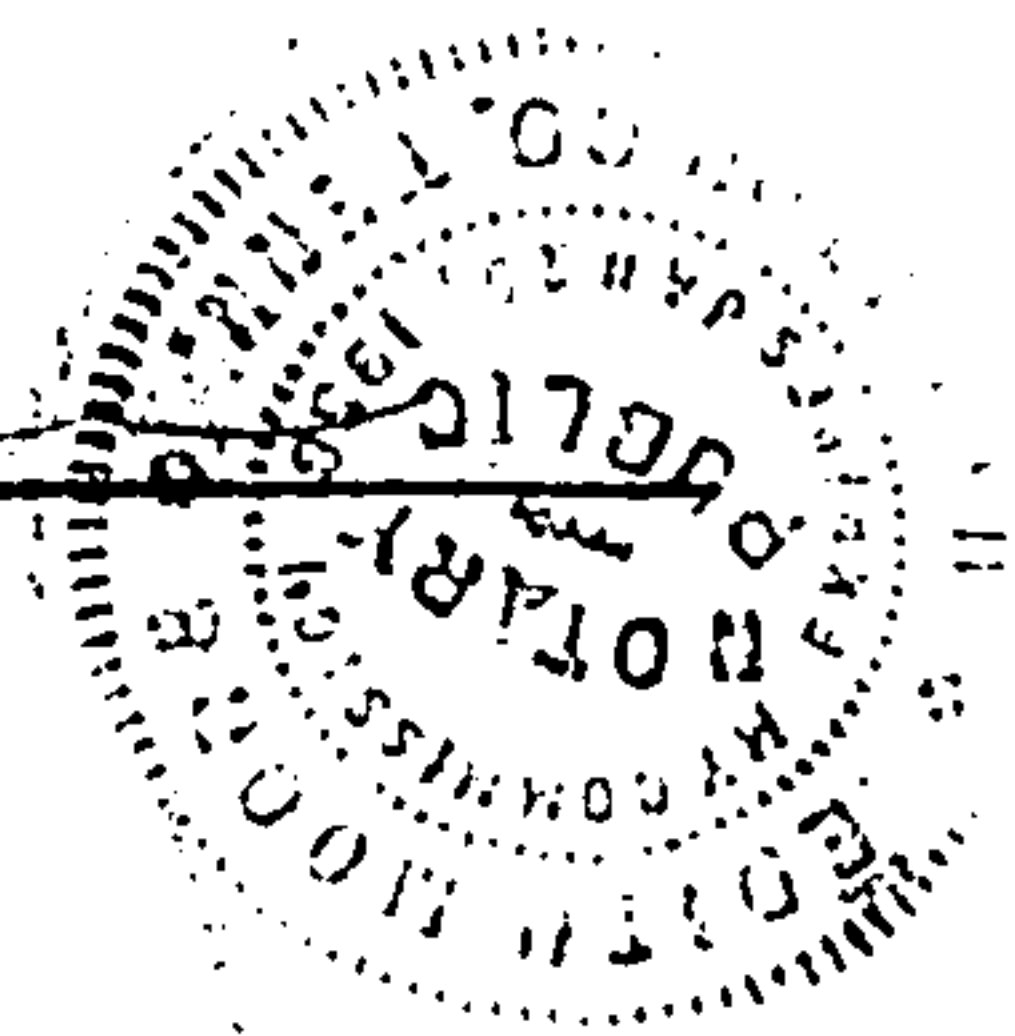


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STATE OF TENNESSEE }
COUNTY OF HAMILTON }

BE IT REMEMBERED That on this 5th day of September, 1957, A.D., personally came before me, J. L. Hutcheson, Jr., and Mrs. Harriet B. Campbell, the President and the Secretary, respectively, of Sumter Farm and Stock Company, Inc., a corporation of the State of Alabama, and known to me to be such, and acknowledge that the foregoing Agreement of Merger was signed as the free act and deed of the said corporation, that the signature of the President is his own proper handwriting; that the seal affixed is the common or corporate seal of the said corporation; that it has been attested by the said Secretary; and that the said act of executing and sealing the said Agreement of Merger was duly authorized by resolution of the directors of the said corporation; and came also J. L. Hutcheson, Jr., Mrs. Harriet B. Campbell, J. L. Hutcheson, III, R. C. Jones, Jr., Katherine A. Hutcheson, W. Frank Hutcheson, II, and S. L. Probasco, Jr., who are all the directors of the said corporation and who are personally known to me to be such, and severally acknowledge the said Agreement of Merger to be their free act and deed, and that they signed the said Agreement of Merger as their free act and deed and the free act and deed of the said corporation.

Edith M. Mace
Notary Public



I, HARRIET B. CAMPBELL, Secretary of Sumter Farm and Stock Company, Inc., a corporation organized and existing under the laws of the State of Delaware (herein called "the corporation"), hereby certify, as such secretary and under the seal of the corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by all of the directors thereof and having been signed by all of the directors of Sumter Farm and Stock Company, Inc., a corporation of the State of Alabama, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953 by the unanimous written consent of the stockholders holding ten shares of the capital stock of the corporation, the same being all of the shares of the corporation issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of the corporation and the duly adopted agreement and act of the corporation.

WITNESS my hand under the seal of the said Sumter Farm and Stock Company, Inc. on this the 19 day of September, 1957.



Harriet B. Campbell
Secretary of Sumter Farm and
Stock Company, Inc.

STATE OF TENNESSEE)

COUNTY OF HAMILTON)

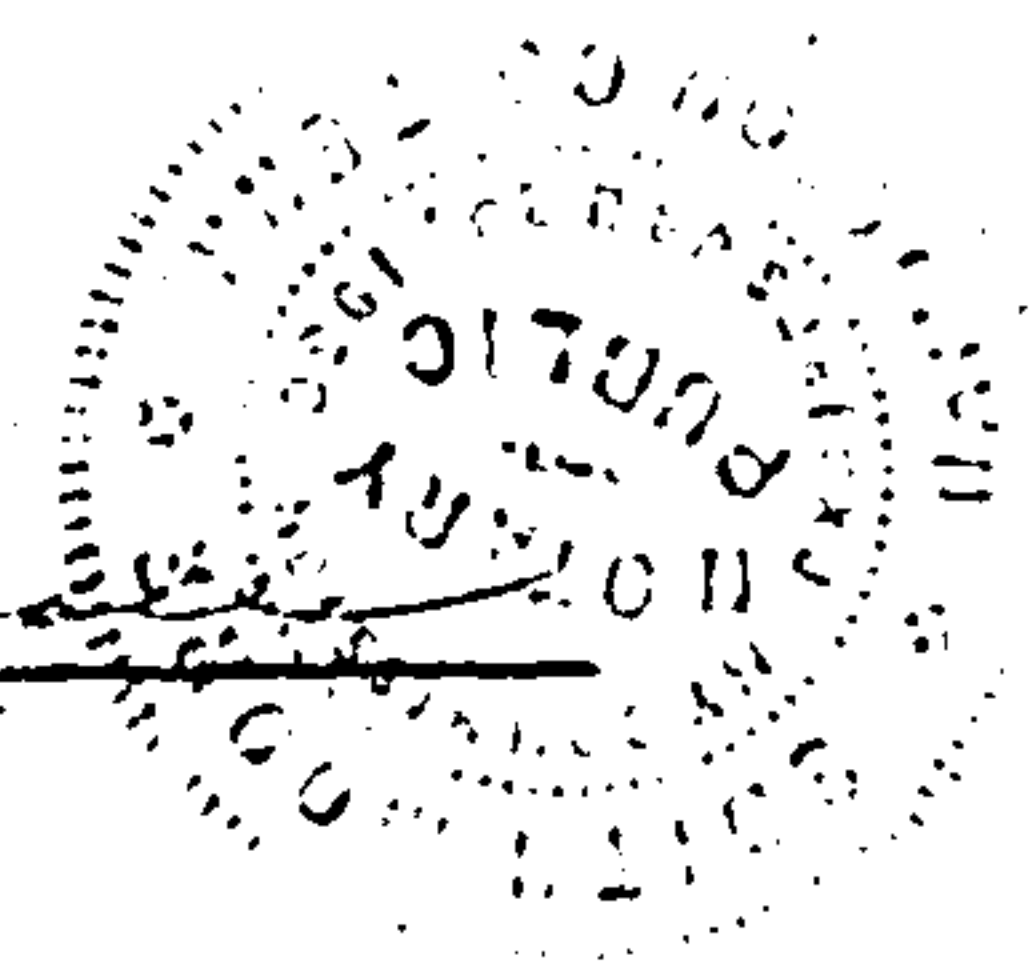
BE IT REMEMBERED that on the 19 day of September, 1957, personally came before me Harriet B. Campbell, Secretary of Sumter Farm and Stock Company, Inc.,

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a Delaware corporation, the party who signed the foregoing certificate, known to me personally to be such and acknowledged the said certificate to be her act and deed and that the facts stated therein are truly set forth.

Given under my hand and seal on the day and year aforesaid.

Edith M. [Signature]
Notary Public



I, Harriet B. Campbell, Secretary of Sumter Farm and Stock Company, Inc., a corporation organized and existing under and by virtue of the laws of the State of Alabama, one of the Constituent Companies described in the foregoing Agreement of Merger, do hereby certify in accordance with Title 10 of the Code of Alabama of 1940, as amended, and particularly Sections 94-95 thereof, that:

1. The foregoing Agreement of Merger of said corporation and Sumter Farm and Stock Company, Inc., a Delaware corporation, was entered into by the directors of said Sumter Farm and Stock Company, Inc., an Alabama corporation, under the corporate seal of said corporation, pursuant to resolutions adopted by the Board of Directors of said Alabama corporation at a duly convened meeting thereof held at 1023 Chattanooga Bank Building, Chattanooga, Tennessee, on the 5th day of September, 1957, upon waiver of notice of the time, place and purposes of said meeting signed by all of the members of the Board of Directors of said corporation, at which meeting a special meeting of the stockholders of said corporation was called to be held at 1023 Chattanooga Bank Building, Chattanooga, Tennessee, on the 19th day of September, 1957, or at such earlier date as might be appointed and designated by waiver of notice signed by all the stockholders of the corporation for the purpose of considering the said Agreement of Merger.

2. Said Agreement was duly submitted to the stockholders of said Sumter Farm and Stock Company, an Alabama corporation at a special meeting thereof called as aforesaid and duly held at 1023 Chattanooga Bank Building, Chattanooga, Tennessee, on September 19th, 1957, at 11:00 o'clock in the forenoon, the date and hour fixed in a waiver of notice signed

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by all the stockholders of the corporation as the date for the holding of such meeting.

3. Said Agreement was considered by the stockholders at said meeting and a vote of said stockholders was duly taken by ballot for the adoption or rejection of said Agreement, each share of stock entitling the holder thereof to one vote, and the ballots of the stockholders were duly cast by the stockholders in person or by proxy and all of the stockholders of Sumter Farm and Stock Company, an Alabama corporation voted in favor of the adoption of said Agreement.

4. The meeting of the stockholders of Sumter Farm and Stock Company, Inc., an Alabama corporation, and the said vote by ballot upon the adoption of said Agreement were held and taken separately from the meeting of the stockholders and vote of Sumter Farm and Stock Company, Inc., the Delaware corporation.

5. The principal office of Sumter Farm and Stock Company, Inc., an Alabama corporation, in the State of Alabama, is in the Town of Geiger, County of Sumter, Alabama, and Ted Besh is the agent therein in charge thereof, and upon whom process against said corporation may be served within said state.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the seal of said Sumter Farm and Stock Company, Inc., an Alabama corporation, this
19 day of September, 1957.

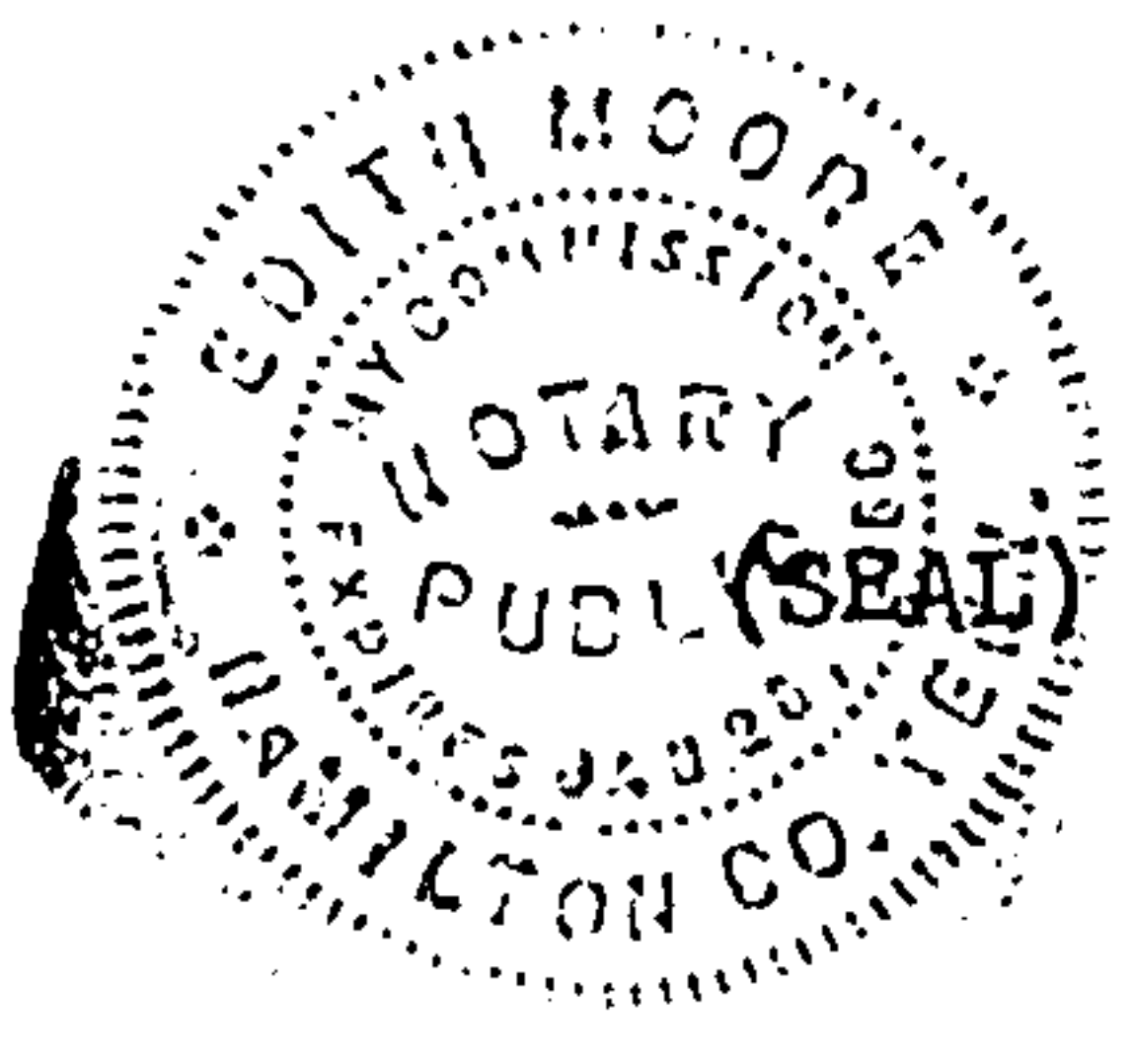


Harriet B. Campbell
Harriet B. Campbell, Secretary

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

I, Edith Moore, a Notary Public in and for said county in said state, hereby certify that Harriet B. Campbell, whose name as Secretary of Sumter Farm and Stock Company, Inc., an Alabama corporation, is signed to the foregoing certificate and who is known to me, acknowledged before me on this day that, being informed of the contents of the certificate, she, in her capacity as such secretary, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this
19 day of September, 1957.



Edith Moore
Notary Public

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CERTIFICATE OF INCORPORATION
OF
SUMTER FARM AND STOCK COMPANY, INC.

* * * * *

FIRST. The name of the corporation is
SUMTER FARM AND STOCK COMPANY, INC.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To conduct and carry on the business of farming, to raise, buy, or otherwise acquire, own, sell, borrow, exchange and deal generally in livestock and cattle, cotton, corn, cottonseed, hay, grain, fruits, vegetables, poultry, eggs, and any and all kinds of garden, orchard and farm crops and products including all varieties of livestock, both for cash and on credit.

To own, buy, lease, erect and otherwise acquire, hold and operate, sell and lease a grist mill or mills, a flour mill or mills, a cotton mill or mills, a cotton gin or gins or cottonseed oil mill or mills, peanut oil mill or mills, a cannery or canneries, a granary or granaries, a creamery or creameries, a dairy or any other type plant for converting farm products of any kind.

To manufacture, buy, own, hold, sell and deal generally in, both for cash and on credit, any and all

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To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys 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 and 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

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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.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock: provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, 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 and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference

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from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of common stock which the corporation shall have authority to issue is fifteen thousand (15,000) and the par value of each of such shares is One Hundred Dollars (\$100.00), amounting in the aggregate to One Million Five Hundred Thousand Dollars (\$1,500,000.00).

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
H. K. Webb	Wilmington, Delaware
S. E. Manuel	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

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To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may 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 stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

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TENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of

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Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

TWELFTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 3rd day of September, A.D. 1957.

H. K. Webb (SEAL)

S. E. Manuel (SEAL)

A. D. Atwell (SEAL)

99C 507 565

BE IT REMEMBERED that on this 3rd day of September, A.D. 1957, personally came before me, a Notary Public for the State of Delaware, H. K. Webb, S. E. Manuel and A. D. Atwell, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

M. Ruth Mannering
Notary Public

The State of Alabama

DEPARTMENT OF STATE

I, MARY TEXAS HURT, Secretary of State of the State of Alabama, do hereby certify that the pages hereto attached, contain a true, accurate and literal copy of Agreement of Merger merging Sumter Farm and Stock Company, Inc., an Alabama corporation, into Sumter Farm and Stock Company, Inc., a Delaware corporation, as filed in the office of Secretary of State of State of Alabama on September 24th, 1957,

as the same appears on file and of record in this office.

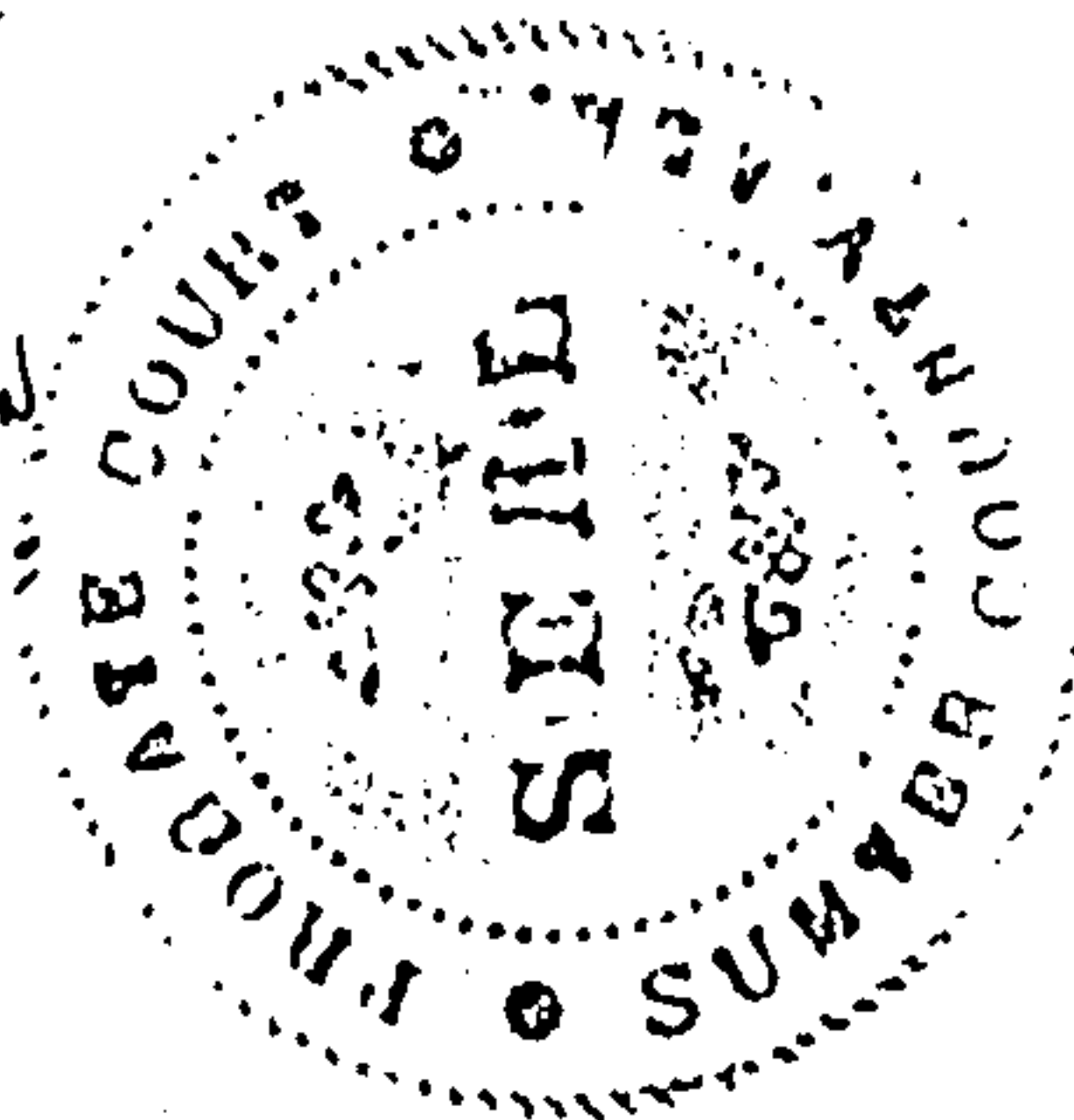
In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, this 24th day of September One Thousand Nine Hundred and Fifty-seven

Mary Texas Hurt
Secretary of State.

I, W. E. DEARMAN, Judge of Probate, hereby certify the within instrument was filed for record on

26 day of Sept. 1957 and was recorded in INCORPORATION Record No. 1 Page 341-368 and privilege tax \$ NONE paid.

W. E. Dearman
Judge of Probate
Sumter County, Ala.



DELIVERED TO

White, Bradley, Acant, Ally Rose
2100 Comer Bldg.
Birmingham 3, Ala.
30 day of SEPTEMBER 1957
W. E. Dearman
Judge of Probate

STATE OF ALABAMA, }

COUNTY OF SUMTER. }

I, W. E. DEARMAN, Judge of Probate in and for said State

and County, do hereby certify that the within and foregoing is a true and correct copy of the AGREEMENT OF MERGER merging SUMTER FARM AND STOCK COMPANY, INC., an

Alabama corporation, into SUMTER FARM AND STOCK COMPANY, INC., a Delaware corporation,

as the same appears in my office on this date, which is of record in INCORPORATION

BOOK No. 1 on pages 341 to 368, both inclusive, and I do further certify that the records of this office do not reflect any dissolution of this corporation.

In Witness Whereof, I have hereunto set my hand and the official seal of the Probate

Court of Sumter County, Alabama, this the 15th day of June, 1960.

/s/ W. E. [redacted] an, Judge of Probate