

1586

ARTICLES OF INCORPORATION
OF

Aqua - Ag., Inc.

A CLOSE CORPORATION

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act., adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

Aqua-Ag., Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: (a) To engage in the general sales business; (b) To engage in the business of selling, at wholesale or retail, and distribution of commercial food and feed grains; and (c) Such other, further and general purposes which are set out in the Code of Alabama.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 110 shares of common, of the par value of Ten Dollars per share, constituting a total authorized capital of One Thousand Ten Dollars (\$1,010.00) and consisting of such one class only.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: The business shall be conducted by the express authority of the shareholders, Kenneth J. Neal & Alan H. Belcher, and business shall be conducted in a normal, businesslike and corporate manner.

SIXTH: The address of the initial registered office of the corporation is 1130 Montgomery Highway, Alabaster, Alabama, 35007, and the name of its initial registered agent at such address is Kenneth J. Neal.

WHEELER, CHRISTIAN AND ROBERTS

2230 THIRD AVENUE NORTH
BIRMINGHAM, ALABAMA 35203

SEVENTH: The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth J. Neal	1130 Montgomery Highway, Alabaster, Al 35007
Alan H. Belcher	Rt. 1, Box 25A, Brent, Al 35034

EIGHTH:

The name and address of each incorporator is:

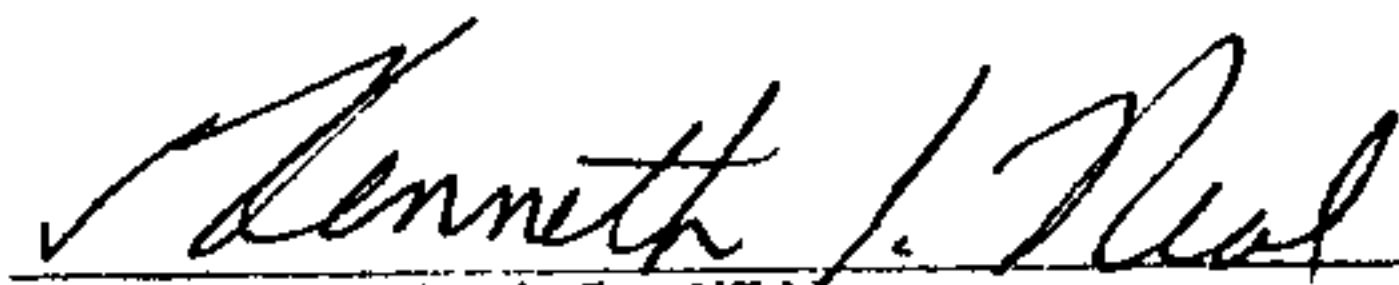
<u>NAME</u>	<u>ADDRESS</u>
Kenneth J. Neal	1130 Montgomery Highway, Alabaster, Al 35007
Alan H. Belcher	Rt 1, Box 25A, Brent, Alabama 35034

NINTH: The corporation is a close corporation authorized by §§ 10-2A-300 thru 10-2A-313, Code of Alabama (1975) as amended.

TENTH: The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time not granted subject to this reservation.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation.

DATED this 8th day of April, 1982.


KENNETH J. NEAL


ALAN H. BELCHER

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SUBSCRIPTION AGREEMENT

We, the undersigned, do hereby severally subscribe for and agree to take and pay for the amount of shares set opposite our respective names, said shares to be issued by Aqua-Ag., Inc., an Alabama corporation, hereinafter referred to as the Corporation.

We understand and agree that the capital stock subscribed for is to be paid for in cash in full at such time, and that upon payment by each of us, a certificate or certificates of stock will be issued for the number of shares for which we have severally subscribed.

COMMON SHARES AT \$10.00 PER SHARE

<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES</u>	<u>AMOUNT PAID IN CASH</u>
Kenneth J. Neal	50	\$500.00
Alan H. Belcher	50	500.00

IN WITNESS WHEREOF, we have hereunto set out hands and seals this the 8th day of April, 1982.

Kenneth J. Neal
Kenneth J. Neal, Subscriber

Alan H. Belcher DVM
Alan H. Belcher, Subscriber

ACCEPTED:

Aqua-Ag., Inc.

By

Kenneth J. Neal
President



STATE OF ALABAMA

I, Don Siegelman, 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, the corporate name _____

Aqua-Ag, Inc.

is reserved as available based only upon an examination of the corporation records

on file in this office for the exclusive use of Aqua-Ag, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's

office does not assume any responsibility for the availability of the corporate

name requested nor for any duplication which might occur.

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.

April 8, 1982

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

Aqua - Ag., Inc.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of Aqua - Ag., Inc., duly signed and verified pursuant to the provisions of Section 10-2A-91 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 Aqua - Ag., Inc., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 14th day of APRIL, 1982.

STATE OF ALA SHELBY CO.
JUDGEMENT THIS
FILED

1982 APR 14 AM 10:48

Thomas A. Shores, Jr.

Judge of Probate

Thomas A. Shores, Jr.
JUDGE OF PROBATE

Rec 25.00
Jud 1.00
26.00

