

CERTIFICATE OF INCORPORATION

OF

SPANISH PRIME, INC.

TO: THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA

The undersigned, Richard Anderson, Mack Jenkins and Bobby Gene Poe, desire to form a body corporate for the purpose of carrying on a lawful business in pursuance of the laws of the State of Alabama relating to corporations, and for that purpose do make, sign and file this Certificate of Incorporation pursuant to the provisions of the Alabama Business Corporation Act:

ARTICLE I

NAME

The name of the corporation shall be "SPANISH PRIME, INC."

ARTICLE II

OBJECTS, PURPOSES AND POWERS

The nature of the business and the objects, purposes and powers of the incorporation are as follows:

1. To engage in the business of trading with and in logs of all kinds and descriptions, to buy, sell, transport, at wholesale or retail and otherwise deal in and/or with logs of all kinds.

Law Offices
of

Michael L. Murphy

412 Walnut Street

Centerville, Alabama 35042

BOOK 23 PAGE 250

2. To acquire by purchase, lease, or otherwise, and to own, hold, operate upon, sell, lease or otherwise, and to own, hold, operate upon, sell, lease, mortgage, or otherwise dispose of, deal in and with real property and personal property and interests in real and personal property, whether timbered or not, timber, interests in timber, and rights in connection with timber and the cutting and removal thereof, trees, logs, wood, pulpwood, cordwood, wood chips, and the products and by-products of timber, trees, logs and wood, pulpwood, cordwood, wood chips, minerals and mineral substances, oil, gas and natural commodities of all kinds and interests therein and rights in connection therewith and with the products and by-products thereof.

3. To acquire, construct, equip, own or lease and operate mills, factories, plants, shops, warehouses, storage facilities, stores, yards, selling agencies and offices for the manufacture, production, purchase, storage, disposition, and sale of any one or more of such articles and products.

4. To obtain, purchase or otherwise acquire copyrights, trademarks, patents, inventions, and formulas and to manufacture or fabricate under such rights any and all products necessary, useful or advantageous in conducting the business of the corporation.

5. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or indirectly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills and machinery and plants and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purpose of the corporation and which can be lawfully done under the laws of the State of Alabama.

6. To acquire, own, deal in and with and dispose of merchandise, real and personal property of whatever kind, character and description.

7. And in furtherance of the aforesaid objects and purposes the said corporation may:

(a) Buy, rent, exchange, or otherwise acquire and hold, own, improve, develop, subdivide, rent, mortgage, encumber, sell or otherwise dispose of real and personal property improved or unimproved, of every character and descriptions, any and all rights, privileges, easements, interests or estate in the same, in any part of the world, construct, reconstruct, build or purchase, either directly or indirectly, or through ownership of stock in corporations, any land, homes, dwelling houses, apartments, buildings, offices, stores, warehouses, mills, shops, factories, and plants, machinery, right, franchises, licenses, and in any manner turn the same to account.

(b) Subscribe to, purchase and otherwise acquire, hold, and own, deal in, sell, assign, transfer, mortgage, pledge or otherwise dispose of, endorse or guarantee or become surety in respect to the shares of the capital stock of and the bonds, debentures, securities, obligations and other evidence of debt created or issued by any other corporation, company or companies chartered under the laws of any state or territory of the United States of America or the dependencies of the United States of America or the foreign countries of the world, and the obligations and evidences of debt made or created by any individual or partnership, and, while the owner thereof, exercise all the rights and privileges of ownership, including the right to vote on any stock so acquired or held;

(c) Acquire by purchase, lease or otherwise the good will, business, rights, property and assets of all kinds and undertake or underwrite, assume or guarantee the whole or any part of the liabilities of any individual, firm, association, company or corporation, now or hereafter engaged in business, and pay for the same in money, stocks, bonds, debentures, and in other securities of said corporation, or otherwise, and own, hold, conduct or carry on or sell to dispose of in any manner any property, business or operation so acquired;

(d) Borrow money when necessary or desirable for the purpose of the corporation and issue the corporation's notes or obligations thereof; and when thereunto authorized in accordance with law, make, lease, sell or negotiate its bonds or notes and secure the payment of said bonds or notes by mortgages or deeds of trust on its property, real and personal, or on any part thereof then owned or thereafter acquired;

(e) Purchase or otherwise acquire, hold, or sell and reissue the shares of its capital stock or cancel the same, in the manner provided by law;

(f) And in general do all the things necessary, incidental or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the exercises of any of the rights and powers hereinbefore and hereinafter enumerated, either alone or in association with other corporations, partnerships, firms or individuals as principal agent, contractors, or otherwise, and engage in any or all lawful business whatever necessary or incidental to the business of the corporation;

(g) Carry on and undertake any other lawful business of the same general nature or of a different nature which may from time to time seem to the Directors of the corporation capable of being conveniently carried on in connection with the above objects or calculated, directly or indirectly, to render valuable or enhance the value of any of the corporation's property, privileges or rights;

(h) Conduct business in the State of Alabama, other states, the District of Columbia, the territories and possessions of the United States, and foreign countries, and to have one or more offices out of the State of Alabama, as well as within said State; provided, however that nothing herein contained shall be deemed to authorize the corporation to carry on in any state any business which is not lawful under the laws of such state for a corporation to carry on within such state;

(i) Exercise all the powers now or hereafter conferred by the laws of the State of Alabama upon corporations, organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto, and further have and exercise all the powers now or hereafter conferred upon corporations by the laws of the United States of America, any state, county, municipality, district, territory or foreign country in which the corporation is doing business.

8. To develop, subdivide and cultivate lands and to sell, option, encumber, mortgage, lease or otherwise dispose of real and personal property of the corporation in this state or elsewhere for and/or incident to the furtherance of any of its purposes or objects.

9. The foregoing clauses shall be construed as powers as well as objects and purposes and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes, and powers shall not be construed to limit or restrict in any manner the meaning of general terms of the powers of the corporation now or hereafter conferred by law, nor shall the expression of one thing be deemed to exclude another not expressed although it be of like nature; that nothing herein contained shall be construed as authorizing the corporation to engage in or carry on the business of banking or insurance.

ARTICLE III

PRINCIPAL AND REGISTERED OFFICE

The principal office of the corporation shall be located at 125 Shoshone Drive, Montevallo, Alabama 35115, but the corporation shall have the right, as it may desire, to establish and transact its business, or any part thereof, elsewhere within or without the State of Alabama.

The registered office of the corporation shall be located at 125 Shoshone Drive, Montevallo, Alabama 35115, and the registered agent of the corporation shall be Richard Anderson, 125 Shoshone Drive, Montevallo, Alabama 35115.

ARTICLE IV

CAPITAL STOCK

The total authorized capital stock of the corporation is Fifteen Thousand and no/100 (\$15,000.00) Dollars, which shall be divided into 300 shares of non-assessable common stock of the par value of \$50.00 per share.

The amount of the paid-in capital stock with which said corporation shall begin business is Fifteen Thousand and no/100 (\$15,000.00) Dollars.

ARTICLE V

AGENT DESIGNATED TO RECEIVE SUBSCRIPTIONS

Richard Anderson, 125 Shoshone Drive, Montevallo, Alabama, is the officer designated by the incorporators to receive subscriptions to the capital stock.

ARTICLE VI

INCORPORATORS, SHARES, DIRECTORS AND OFFICERS

1. The names and post office addresses of the several incorporators and the number of shares subscribed for by each are as follows:

<u>Name and Address</u>	<u>Number of Shares</u>	<u>Amount Paid</u>
Richard Anderson 125 Shoshone Drive Montevallo, Alabama 35115	100	\$5,000.00
Mack Jenkins 911-F Valley Avenue Birmingham, Alabama 35209	100	\$5,000.00
Bobby Gene Poe Lake Wildwood, Lot 53 Cottondale, Alabama 35453	100	\$5,000.00

2. The names and post office addresses of the Directors chosen for the first year and until their successors are elected, and qualified are as follows:

<u>Name</u>	<u>Address</u>
Richard Anderson	125 Shoshone Drive Montevallo, Alabama 35115
Mack Jenkins	911-F Valley Avenue Birmingham, Alabama 35209
Bobby Gene Poe	Lake Wildwood, Lot 53 Cottondale, Alabama 35453

3. The names and post office addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Mack Jenkins	President	911-F Valley Avenue Birmingham, Alabama 35209
Bobby Gene Poe	Vice-President	Lake Wildwood, Lot 53 Cottondale, Alabama 35453
Richard Anderson	Secretary-Treasurer	125 Shoshone Drive Montevallo, Alabama 35115

ARTICLE VII

DURATION

The duration and existence of the corporation shall be perpetual.

ARTICLE VIII

SPECIAL PROVISIONS

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, the Directors and the

stockholders are hereby established:

1. All corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by this Certificate; and in furtherance, not in limitation of the powers conferred by the statute and by this Certificate, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation but By-Laws so made by the Directors may be altered or repealed as provided therein.

2. That affairs of the corporation shall be conducted according to law and these articles of incorporation and also according to such By-laws as may be adopted by the stockholders, which may be amended, added to or repealed as may be therein provided.

3. Insofar as the same is not contrary to the laws of the State of Alabama, no contract or other transaction between this corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors of this corporation is or are interested therein or is a Director or officer or are Directors or officers of such other corporation, and any Director or Directors of this corporation individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any Director or Directors of this corporation is a party or are parties to or interested in such contract, act or transaction or is or are in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a Director of this corporation is hereby relieved from any liability that might

otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation, in which he may otherwise be interested.

4. Any and all rights, powers, privileges or restrictions in this Certificate of Incorporation granted and contained, conferred or imposed may be enlarged, amended, altered or changed, in any manner and to any extent repealed by a Certificate of Amendment authorized, made, executed and filed in the manner now or hereafter permitted or authorized by the laws of the State of Alabama.

ARTICLE IX

PRE-EMPTIVE RIGHTS OF STOCKHOLDERS TO NEW STOCK

The stockholders may, before they issue any new or additional stock of the corporation, determine that the same or any part thereof shall be offered in the first instance to all of the then stockholders in proportion to the number of shares of stock then held by them, respectively, or may make any other provision or restriction restricting the issue or allotment of new or additional shares, but in default of any such determination or insofar as the same shall extend, the new or additional shares may be dealt with by the Board of Directors as in their judgment may seem best.

ARTICLE X

STATEMENT OF AGENT DESIGNATED TO RECEIVE SUBSCRIPTIONS

Attached hereto, marked Exhibit A and made a part hereof, is a statement under oath made by Richard Anderson, the person authorized by the incorporators to receive subscriptions to the capital stock of the

corporation, showing the amount of the capital stock of the corporation subscribed and the amount thereof which has been paid. There is also attached hereto, marked Exhibit B, and made a part hereof, a copy of the subscription list of said corporation showing the amount of capital stock subscribed for by each of the incorporators and the manner in which such subscriptions are provided to be discharged.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals, on this the 30TH day of JUNE, 1982.

Richard Anderson (L.S.)
Richard Anderson

Mack H. Jenkins (L.S.)
Mack Jenkins

Bobby Gene Poe (L.S.)
Bobby Gene Poe

June, 1982. Sworn to and subscribed before me this the 30th day of

MY COMMISSION EXPIRES 3/17/83

Betty P. Morris
NOTARY PUBLIC

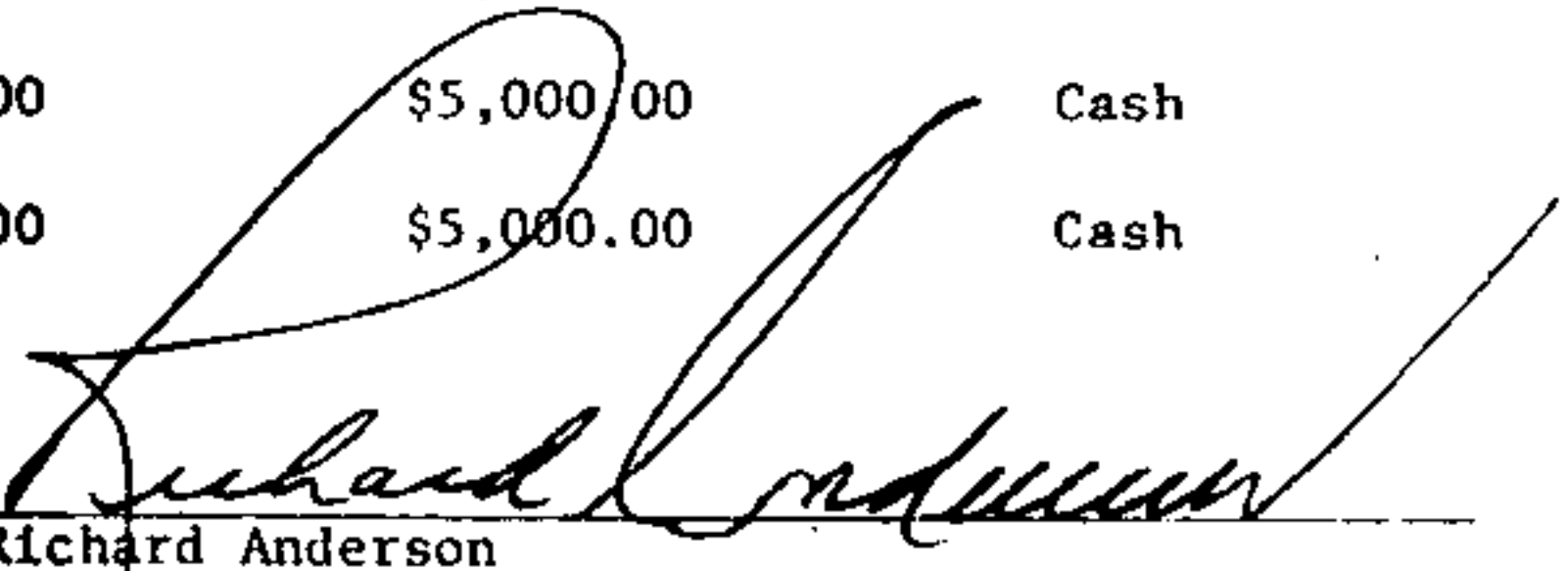
BOOK 23 PAGE 260

EXHIBIT A

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

Before me, the undersigned authority, a Notary Public in and for said County, in said State, personally appeared Richard Anderson, who is known to me, and who, being by me first duly sworn, deposes and says that he is the officer and agent designated and authorized by the incorporators of SPANISH PRIME, INC., a body corporate, organized under the laws of the State of Alabama, to receive subscriptions to the capital stock of said corporation; that the number of shares of capital stock subscribed for is 300, having a par value of Fifty and no/100 (\$50.00) Dollars per share; that a copy of the subscription list to the capital stock of said corporation is attached hereto, marked Exhibit B, and made a part hereof, that each of said incorporators and subscribers to the said capital stock has paid the full amount of his subscription in the following manner:

<u>Name</u>	<u>Number of Shares</u>	<u>Subscription Amount</u>	<u>Manner of Payment</u>
Richard Anderson	100	\$5,000.00	Cash
Mack Jenkins	100	\$5,000.00	Cash
Bobby Gene Poe	100	\$5,000.00	Cash


Richard Anderson

Sworn to and subscribed before me this the 31st day of June, 1982.

NOTARY COMMISSION EXPIRES 9/17/83


NOTARY PUBLIC

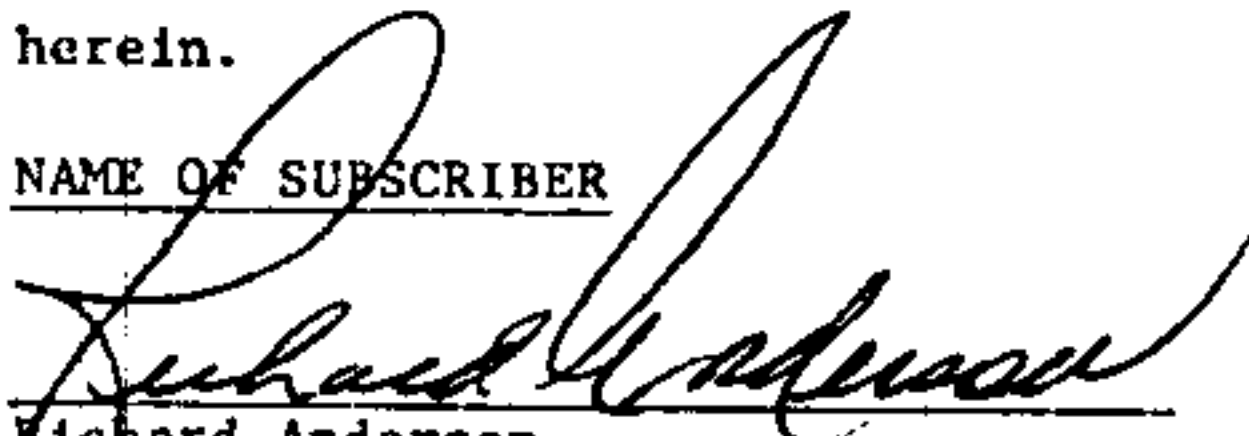


EXHIBIT B

SUBSCRIPTION LIST TO CAPITAL STOCK OF

SPANISH PRIME, INC.

MONTEVALLO, ALABAMA

We, the undersigend, respectfully subscribe for the number of shares set opposite our names of the capital stock of SPANISH PRIME, INC., a corporation, to be organized under the laws of the State of Alabama, with an authorized capital of Fifteen Thousand and no/100 (\$15,000.00) Dollars represented by 300 shares of the par value of \$50.00 per share. The amount of paid-in capital stock with which said corporation shall begin business is Fifteen Thousand and no/100 (\$15,000.00) Dollars. All of the subscribers agree to pay cash for the shares of stock set opposite their names, or transfer and conveyance to said corporation of certain property of a value not less than the stock so subscribed for, at and for the par value shown herein.

<u>NAME OF SUBSCRIBER</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
 Richard Anderson	125 Shoshone Drive Montevallo, Alabama	100
 Mack Jenkins	911-F Valley Avenue Birmingham, Alabama	100
 Bobby Gene Poe	Lake Wildwood, Lot 53 Cottondale, Alabama	100



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

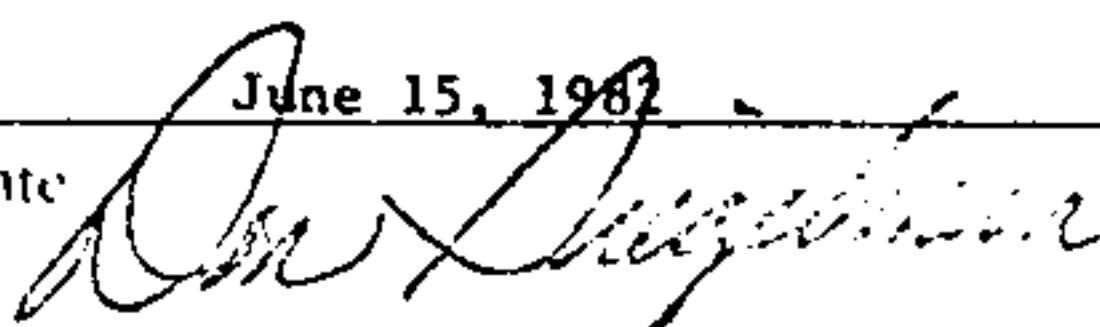
that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Spanish Prime, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Spanish Prime, 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.

Date June 15, 1987

Don Siegelman Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF SPANISH PRIME, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of SPANISH PRIME, 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 SPANISH PRIME, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 2nd day of JULY, 19 82

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

1992 JUL -2 PM 1:21

Thomas A. Brunden, Jr.

Judge of Probate

