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STATE OF ALABAMA)

COUNTY OF JEFFERSON)

CERTIFICATE OF INCORPORATION

OF

HERITAGE LAWN AND GARDEN CENTER, INC.

TO THE HONORABLE JUDGE OF PROBATE IN AND
FOR JEFFERSON COUNTY, ALABAMA

The undersigned, JAMES H. GARNER, BETH GARNER, M. LYNN
HILL, ELLIS D. HILL, SCOTT BURGESS, and MARY BURGESS being over
the age of twenty-one years, desiring to organize a body corporate
under the laws of the State of Alabama, and being all of the
subscribers to the capital stock of the corporation hereby organ-
ized, do make, sign and file this certificate of incorporation:

1. The name of the corporation is:

HERITAGE LAWN AND GARDEN CENTER, INC.

2. The objects and purposes for which the corporation
is formed are:

(a) To own, operate, carry on and conduct a general
landscaping business, both wholesale and retail, commercial and
residential; to engage in the purchase, sell, placement and
planting of all kinds of flowers, ornamental shrubs and plants and
related products; to analyze soils and to remedy their deficiencies.

(b) To apply for, purchase, or acquire by assignment,
transfer or otherwise, and hold, mortgage or otherwise pledge,
and to sell, exchange, transfer, deal in and in any manner
dispose of, real property of any kind, class, interest, or type,
wheresoever situated, and to exercise, carry out and enjoy any
license, power, authority, concession, right or privilege which
any corporation may make or grant.

(c) To purchase, or otherwise acquire, and to hold, own,
mortgage, pledge, sell, transfer, or in any manner dispose of,
and to deal and trade in goods, wares, merchandise and personal
property of every class and description wherever situated; and
to own and operate mines, plants, factories, mills, warehouses,

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ATTORNEY AT LAW
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ALABASTER, AL. 35007

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yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(d) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(e) To enter into any plan or project for the assistance and welfare of its employees.

(f) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

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(g) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

3. The address of the initial registered office of the corporation is 1687 Montgomery Highway, Hoover, Jefferson County, Alabama, 35216, and the name of its initial registered agent at such address is Ellis D. Hill.

4. The total number of shares of stock which the corporation shall have authority to issue shall be ONE THOUSAND (1000) shares of common stock of the par value of ONE AND NO/100TH DOLLARS (\$1.00) per share. The amount of capital stock with which the corporation shall begin business shall be ONE THOUSAND AND NO/100TH DOLLARS, (\$1000.00), consisting of 1000 shares of the common stock of the par value of \$1.00 per share.

5. (a) The names and post office addresses of the incorporators are:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>	<u>NO. OF SHARES</u>
James H. Garner	3237 Garden Lane Birmingham, Alabama 35243	205
Beth Garner	3237 Garden Lane Birmingham, Alabama 35243	205
M. Lynn Hill	3237 Garden Lane Birmingham, Alabama 35243	170
Ellis D. Hill	3237 Garden Lane Birmingham, Alabama 35243	170
Scott Burgess	11610 Harrofield Road Pineville, North Carolina 28134	125
Mary Burgess	11610 Harrofield Road Pineville, North Carolina 28134	125

(b) 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>NAMES OF DIRECTORS</u>	<u>POST OFFICE ADDRESSES</u>
James H. Garner	3237 Garden Lane Birmingham, Alabama 35243
Beth Garner	3237 Garden Lane Birmingham, Alabama 35243
Ellis D. Hill	3237 Garden Lane Birmingham, Alabama 35243
M. Lynn Hill	3237 Garden Lane Birmingham, Alabama 35243
Scott Burgess	11610 Harrofield Road Pineville, North Carolina 28134
Mary Burgess	11610 Harrofield Road Pineville, North Carolina 28134

(c) The number of Directors constituting the initial Board of Directors of the corporation is six (6).

6. The period for the duration of the corporation shall be perpetual.

7. No holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for any part of the authorized but unissued stock of this corporation, or of any additional stock of any class which may be issued by reason of any increase in the authorized capital stock of this corporation, or of warrants, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of this corporation, or carrying any rights to purchase stock of any class. Any such unissued stock or any such additional authorized issue of new stock or of securities convertible into stock or carrying any rights to purchase stock, may be issued and disposed of pursuant

to resolutions of the board of directors of this corporation to such persons, firms, corporations or associations, and upon such terms, as may be deemed advisable by the board of directors in the exercise of its discretion.

BOOK 24 PAGE 55 8. 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 upon such reasonable terms and conditions as may be approved by the board of directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

BOOK 24 PAGE 55 9. The bylaws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with any provisions of the certificate of incorporation, and not inconsistent with the laws of the State of Alabama. The initial bylaws of the corporation shall be adopted by the stockholders. The bylaws of the corporation shall be subject to alteration, admendment or repeal, and new bylaws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the stockholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director.

The bylaws may also be amended in the interim between stockholders' meetings by a majority vote of the board of directors, provided, however, that the board of directors may not alter, amend, or repeal any bylaw establishing the number of directors, the number of directors constituting a quorum at a meeting of the board of directors, the time or place of stockholders' meetings, or what constitutes a quorum at such stockholders' meetings.

10. The corporate powers shall be exercised by the board of directors, except as otherwise provided by statute or by this certificate of incorporation. Any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to fix and determine and to vary the amount of working capital of the corporation to determine the date or dates for the declaration and payment of dividend; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in. The corporation may, in its bylaws, confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

11. (a) Subject to the provisions of subsection (d) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Subject to the provisions of subsection (d)

hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or (b) of this section, or in defense of any

claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under subsection (a) or (b) shall (unless ordered by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a) or (b), as the case may be. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in the preceding subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it

shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's certificate of incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

12. 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 provided by law, and

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all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to this certificate of incorporation this the 27 day of January, 1983.

INCORPORATORS

James H. Garner
James H. Garner

Beth Garner
Beth Garner

Ellis D. Hill
Ellis D. Hill

M. Lynn Hill
M. Lynn Hill

Scott Burgess
Scott Burgess

Mary Burgess
Mary Burgess



STATE OF ALABAMA

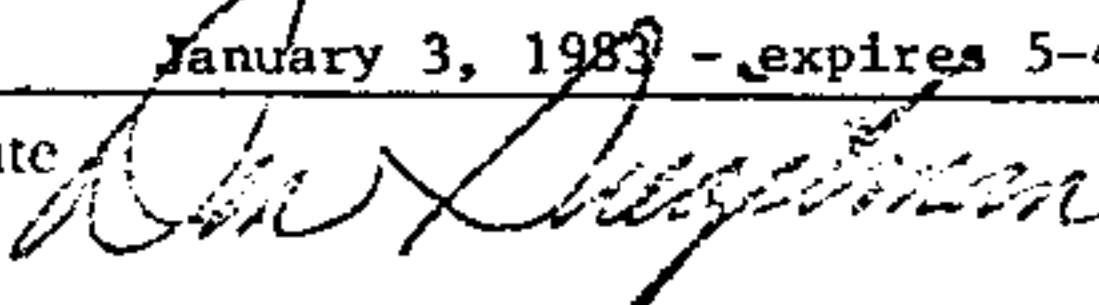
I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Heritage Lawn and Garden Center, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Heritage Lawn and Garden Center, 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 January 3, 1983 - expires 5-4-83


Don Siegelman

Secretary of State

State of Alabama

County

SHELBY

CERTIFICATE OF INCORPORATION OF

HERITAGE LAWN AND GARDEN CENTER, 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 HERITAGE LAWN AND GARDEN CENTER, INC., duly signed pursuant to the provisions of Section 64 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 HERITAGE LAWN AND GARDEN CENTER, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 31st day of JANUARY, 19 83



FILED IN SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1983 JAN 31 AM 8:32

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Dec 25.00
Jud 1.00
26.00