

1193
ARTICLES OF INCORPORATION
OF
CLYDE McEWEN DAIRY, INC.

STATE OF ALABAMA)
SHELBY COUNTY)

UNDER AND BY VIRTUE of Chapter 2A of Title 10, 1975 Code of Alabama, known as the "Alabama Business Corporation Act" effective January 1, 1981, and the Laws of the State of Alabama, the undersigned J. Clyde McEwen, for the purpose of forming a corporation under the Alabama Business Corporation Act to carry on the business hereinafter named, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is CLYDE McEWEN DAIRY, INC., an Alabama corporation.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

OBJECTS, PURPOSES AND POWERS

The objects and purposes for which this Corporation is formed are as complete and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under the Laws of the State of Alabama, and its powers and rights include all of those provided for and enumerated by the general Laws of the State of Alabama and by Chapter 2A of Title 10, 1975 Code of Alabama, known as the "Alabama Business Corporation Act." These objects and purposes specifically include maintenance and management of a dairy herd, including a feed and grazing program, and operation and control of a milking parlor.

In addition to the objects and purposes stated aforesaid, this Corporation shall have the power to conduct and carry on any and all lawful business or activity for which corporations may be incorporated under Chapter 2A of Title 10, 1975 Code of Alabama, and the general laws of the State of Alabama.

ARTICLE IV

CAPITAL STOCK

The amount of the total authorized capital stock shall

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Filed to:
Kade H. Mott, Jr.

be TWO THOUSAND (\$2,000.00) DOLLARS divided into 200 shares of common stock of the par value of \$10.00 per share.

The total amount of the capital stock subscribed for and issued and with which this Corporation shall commence business shall be ONE THOUSAND (\$1,000.00) DOLLARS divided into 100 shares of common stock of the par value of \$10.00 per share.

The shareholders shall have the right to increase or decrease the capital stock to such sum or sums as they desire and as permitted by the Laws of the State of Alabama.

ARTICLE V

INCORPORATOR

The name and place of residence of the Incorporator of this Corporation is:

<u>NAME</u>	<u>RESIDENT ADDRESS</u>
J. Clyde McEwen	Route 1, Box 107 Wilsonville, Alabama 35186

ARTICLE VI

REGISTERED OFFICE - INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of this Corporation is Route 1, Box 107, Wilsonville, Shelby County, Alabama 35186, which is also its principal place of business.

The initial registered agent at such office is J. Clyde McEwen.

ARTICLE VII

INITIAL DIRECTOR

The initial Board of Directors of this Corporation shall consist of one (1) member.

The name and place of residence of the person who is to serve as Director of the initial Board of Directors until the first meeting of the shareholders or until his successor be elected and qualified is:

<u>NAME</u>	<u>RESIDENT ADDRESS</u>
J. Clyde McEwen	Route 1, Box 107 Wilsonville, Alabama 35186

ARTICLE VIII

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following provisions for the regulation of this

(a) The Board of Directors shall have the authority to repeal the Bylaws of this Corporation or adopt new Bylaws for this Corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend or repeal any Bylaw which establishes the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(b) The shareholders may alter, amend or repeal the Bylaws of this Corporation or adopt new Bylaws for this Corporation at any annual meeting or at a special meeting called for the purpose, and all Bylaws made by the Directors may be altered or repealed by the shareholders.

(c) Any action required or permitted to be taken at any meeting of the shareholders or of the Board of Directors may be taken without a meeting if prior to such action a written consent setting forth the action so taken is signed by all shareholders or by all members of the Board of Directors, as the case may be, and such written consent is filed with the minutes of proceedings of the shareholders or Board of Directors.

(d) Insofar as not prohibited by applicable law, 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 shareholders, Directors or Officers of this Corporation is, or are, interested therein, or is a shareholder, director or officer or are shareholders, directors or officers of such other corporation. Each and every person who is or 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 be in anywise interested.

IN WITNESS WHEREOF, the undersigned Incorporator, for the purpose of forming a business corporation under the Alabama Business Corporation Act, and Laws of the State of Alabama, has hereunto

signed and subscribed his name and filed these Articles of Incorporation for record in the Office of the Judge of Probate of Shelby County, Alabama, and does hereby certify that the facts therein stated are true, on this 11 day of February, 1983.

J. Clyde McEwen (SEAL)
J. Clyde McEwen



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 _____

Clyde McEwen Dairy, Inc.

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

February 3, 1983 expires 6-4-83

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

CLYDE MCEWEN DAIRY, 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 Clyde McEwen Dairy, 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 Clyde McEwen Dairy, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 11th day of February, 19 83.



RECEIVED OFFICE OF THE JUDGE OF PROBATE
SHELBY COUNTY, ALA.
1983 FEB 11 PM 3:41

Thomas A. Snowden, Jr.

Judge of Probate

Rec 25.00
Jud 1.00
36.00