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ARTICLES OF INCORPORATION

OF

COOK'S FEED, SEED & HARDWARE, INC.

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as "the corporation") pursuant to the applicable provisions of the Code of Alabama, and any subsequent amendments thereto, execute the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is Cook's Feed, Seed & Hardware, Inc., Corporation.

ARTICLE TWO

PURPOSES

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful businesses for which corporations may be incorporated under the terms of the Alabama Business Corporations Act, and any subsequent amendments thereto.

ARTICLE THREE

TERM OF EXISTENCE

The period during which the corporation shall continue is perpetual.

ARTICLE FOUR

PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address of the initial principal office of the corporation is: Route 2, Highway 155, Montevallo, Alabama, 35115; the name and mailing address of its initial registered agent in charge of such office is: Marcia Jo Cook, Route 2, Highway 155, Montevallo, Alabama 35115.

Maryon F. Allen
P. O. Box 427
Pelham, AL 35124

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ARTICLE FIVE

CAPITOL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is one hundred (100) shares of voting common stock of par value at One Dollar (\$1.00) per share.

ARTICLE SIX

RESTRICTION ON STOCK TRANSFER

Before any shares of stock of the corporation are sold or otherwise transferred, such stock must first be offered to the corporation or its individual stockholders at fair market value. The corporation and/or its stockholders shall have thirty (30) days to exercise said option to buy said stock, after which the corporation and/or its stockholders forfeit its right of first purchase.

ARTICLE SEVEN

BOARD OF DIRECTORS

There are two (2) directors constituting the initial board of directors. The names and addresses of the initial board of directors of the corporation, who will hold such office until the first annual meeting of the shareholders, or until their successors are elected and qualify are as follows:

1. Marcia Jo Cook
Route 1, Box 618
Calera, Alabama 35040
2. William M. Cook
Route 1, Box 618
Calera, Alabama 35040

ARTICLE EIGHT

INCORPORATORS

There are two (2) incorporators of the corporation. Their names and addresses are as follows:

1. Marcia Jo Cook
Route 1, Box 618
Calera, Alabama 35040

2. William M. Cook
Route 1, Box 618
Calera, Alabama 35040

IN WITNESS WHEREOF, we have hereunto set our hands and seals this
the 12th day of January, 1984.

WITNESSES:

Mary Jo Cook

Marcia Jo Cook
MARCIA JO COOK

William M. Cook

William M. Cook
WILLIAM M. COOK



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 _____

Cook's Feed, Seed & Hardware, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Cook's Feed, Seed & Hardware, 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.

December 28, 1983 - expires 4-27-84

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

COOK'S FEED, SEED & HARDWARE, INC.

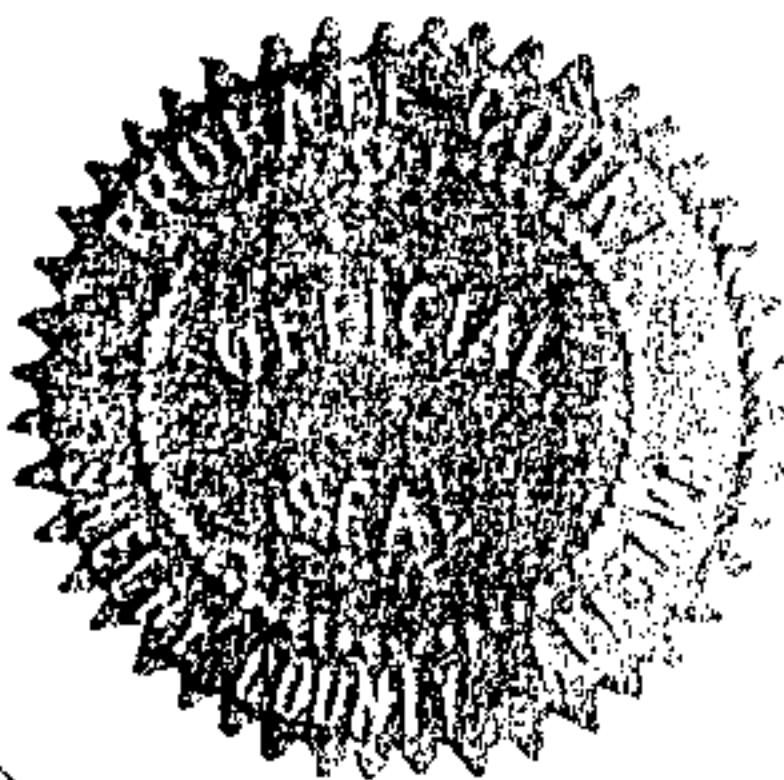
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of COOK'S FEED, SEED & HARDWARE, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have 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 COOK'S FEED, SEED & HARDWARE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of

JANUARY, 19 84

JANUARY



RECEIVED
JAN 12 1984

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Thomas A. [Signature]
JAN 12 1984

Thomas A. [Signature]

Judge of Probate

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