

1018
ARTICLES OF INCORPORATION
OF
LONGVIEW FARMS, INC.

STATE OF ALABAMA)
SHELBY COUNTY)

The undersigned, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: LONGVIEW FARMS, INC.

ARTICLE II

LOCATION

The location of the principal office in the State of Alabama shall be in Shelby County, Alabama, and the address of the initial registered office of the corporation shall be: Route 1, Box 228, Vandiver, Alabama 35176. The name of its' initial registered agent at such address is: Mary Ellen Murphy.

ARTICLE III

DURATION

The period for the duration of the corporation shall be unlimited and perpetual.

Kracke, Woodward & Thompson

Attorneys at Law

2220 Highland Avenue

P. O. Box 55405

Birmingham, Alabama 35255-5405

ARTICLE IV

PURPOSE

The purposes for which this corporation is formed are:

(a) To construct, purchase, lease or otherwise acquire, equip, maintain and operate manufacturing, repairing and other plants, workshops and warehouses for the carrying on of the business of this corporation.

(b) To acquire, hold, use, sell, assign, lease, register, grant and obtain licenses with respect to, mortgage and otherwise dispose of or deal with letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, formulate, discoveries, improvements and processes, copyrights, trademarks and trade names, or any interests therein.

(c) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, invest, trade and deal with goods, wares and merchandise and personal property of every class and description.

(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government.

(e) To acquire the good will, rights, property and business and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this corporation, bonds or other instruments of a negotiable or non-negotiable nature or otherwise; to hold or in any manner dispose of the whole or any part of the good will, rights, property and business so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(f) To borrow or raise money for any of the purposes of this corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and the

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interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of this corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of bonds or other obligations of this corporation for its corporate purposes.

(g) To buy, sell, or otherwise deal in notes, open accounts, or other similar evidences of debt, or to lend money and take notes, open accounts, and other similar evidences of debt as collateral security therefor.

(h) To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted directly or indirectly.

(i) To have one or more offices, to carry on all or any of its operations and, without restrictions or limit as to amount, to purchase, take, receive, lease, or otherwise acquire, hold, own, improve, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description anywhere within the United States.

(j) In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers now or hereafter conferred by law upon corporations lawfully organized and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(k) To acquire property by purchase, lease, subscription or otherwise, and to receive and hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge as hereinabove set forth to the same extent as natural persons may do.

(l) To establish lines of credit with banking houses and others for the purpose hereinbefore enumerated and set forth, and to incur indebtedness and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale, or other disposition of bonds, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of any kind, whether secured by mortgage, pledge, deed of trust, or otherwise, for the purpose of adding additional capital, or for any other purpose in and about its business or affairs without limit as to amount except as provided by statute, this to be done on such terms and conditions and by such officers as the lender may require.

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(m) To guarantee the principal of and/or interest upon bonds, notes and other evidences of indebtedness or to guarantee the payment of dividends on stock of, or to guarantee the performance of contracts or other undertakings of, or otherwise aid in any other manner, any corporation, firm, or individual in which this corporation is directly or indirectly interested, either through ownership of its' stock, bonds, securities or otherwise, to the extent permitted by law.

(n) The objects and purposes specified in the foregoing clauses, except where otherwise expressed, shall be in no respect limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

(o) The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law, but on the contrary, shall permit the transaction of any and all lawful business for which corporations may be incorporated under the law of the State of Alabama.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be One Thousand (1,000) shares of common stock at a par value of One Dollar (\$1.00) per share. The total of authorized capital stock is One Thousand Dollars (\$1,000.00). The corporation shall begin business with One Thousand (1,000) shares of common stock of the aggregate value of One Thousand Dollars (\$1,000.00), fully paid for in contributions to capital, assets and/or cash as shown by the subscription list here-

inafter set out. There shall be no preemptive rights for purchase of any capital stock authorized hereafter.

ARTICLE VI

INCORPORATORS

The names and addresses of the incorporators and the number of shares subscribed for by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Dennis Murphy	Route 1, Box 228 Vandiver, AL 35176	500
Mary Ellen Murphy	Rt. 1, Box 228 Vandiver, AL 35176	500

ARTICLE VII

STOCKHOLDERS MEETINGS

Meetings of stockholders may be held outside the State of Alabama if the By-Laws so provide. The books of this corporation are to be kept in the principal office of the corporation in the State of Alabama.

ARTICLE VIII

SUBSCRIPTION TO STOCK

The name of the officer designated by the incorporators to receive subscriptions to the capital stock of this corporation is: Mary Ellen Murphy: her address is Route 1, Box 228, Vandiver, Alabama 35176.

ARTICLE IX

DIRECTORS

The names and addresses of the directors for the first year of the existence of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Murphy	Route 1, Box 228 Vandiver, AL 35176
Mary Ellen Murphy	Route 1, Box 228 Vandiver, AL 35176

ARTICLE X

OFFICERS

The names and addresses of the officers for the first year of the existence of this corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>
Dennis Murphy	President/Treasurer
Mary Ellen Murphy	Vice President/Secretary

ARTICLE XI

POWERS OF DIRECTORS

The corporation shall possess all powers which might be useful in conducting the business and in carrying out the objects and purposes hereinabove set out. It shall have all powers of corporations under the Constitution and laws of the State of Alabama and all powers necessarily implied therefrom without limiting the geneality of the foregoing, the objects

of this corporation shall also be construed to be powers and the corporation shall also have the following powers:

(a) To lend money and take security therefor or to borrow money and give security therefor on any part or all of the property of the corporation owned or leased by it.

(b) To purchase, take, receive or otherwise acquire, hold, own, transfer or otherwise dispose of shares of its own capital stock, but purchases of its own shares whether direct or indirect, shall be made only to the extent of earned surplus available therefor and to the extent of capital surplus available therefor.

(c) To issue, buy or sell, purchase or otherwise acquire or dispose of stock options, warrants and rights, whether appertaining to its own capital stock or not.

(d) To enter into a partnership or joint venture with any person or persons, firm, association or other corporation for the purpose of engaging in any activity embraced within the objects set forth in Article IV hereof.

(e) To engage in business as natural persons may, not inconsistent with the provisions of law pertaining to corporations in the State of Alabama.

(f) To become an incorporator of other corporations and/or an original or later subscriber to the capital stock of any such other corporation, whether or not incorporated under the laws of the State of Alabama, if such action be otherwise in compliance with the laws of the state of any such incorporation.

(g) Any and all other powers which may be lawfully exercised by corporations organized under the laws of the State of Alabama, including, but not limited to, all powers set forth in the Alabama Business Corporation Act.

ARTICLE XII

POWERS OF STOCKHOLDERS

The stockholders shall have the authority to adopt such rules, By-Laws, and regulations for the governing of this cor-

poration as they may deem necessary or expedient, and each share of common stock shall have one vote at any meeting of the stockholders and may be voted by the stockholder of record. The initial By-Laws of the corporation shall be adopted by the stockholders. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is hereby vested in the Board of Directors; provided, however, that the Board of Directors may not alter, amend, or repeal any By-Laws establishing the number of directors, the time or place of any stockholders' meetings or what constitutes a quorum at such stockholders' meeting, the right to amend By-Laws relative to such matters being hereby reserved to the stockholders. Except as hereinabove stated, the Board of Directors at either regular or special meetings may make all needful By-Laws, rules and regulations for the transaction of the business of the corporation, and the control of its property and affairs, for the transfer of or restrictions on the transfer of the stock of the corporation, and for the creation and preservation of a lien upon the shares of its stockholders for any debt or liability they may incur to the corporation, except that in the case of any such lien or of a restriction on the transfer of the stock of the corporation, the provisions of the Alabama Code, as amended, shall be complied with in all respects.

ARTICLE XIII

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the officers, directors, and stockholders herein are granted subject to this reservation.

ARTICLE XIV

STATEMENT OF SUBSCRIPTION

Attached hereto, marked Exhibit "A" and made a part hereof, is a statement under oath by Mary Ellen Murphy, the person designated by the incorporators to receive subscriptions to the capital stock of said corporation, showing the amount of capital stock of the corporation which has been paid in, and including a copy of the subscription list and showing from which of the subscribers payments have been received and the amount paid by each.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation on this the 14 day of March 1984.

Dennis Murphy
DENNIS MURPHY

Mary Ellen Murphy
MARY ELLEN MURPHY

EXHIBIT "A"

STATEMENT OF SUBSCRIPTION AGENT

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned authority, in and for said State and County, personally appeared Mary Ellen Murphy, who being by me first duly sworn, deposes and says that she is the person authorized by the incorporators of the Longview Farms, Inc. to receive subscriptions to its capital stock and that the following is a copy of the subscription list:

SUBSCRIPTION LIST

LONGVIEW FARMS, INC.

The undersigned hereby severally subscribe for the number of shares of common capital stock of the above named corporation set opposite their respective names below, and agree to pay for the same in cash on or before the 14 day of March, 1984, at the rate of \$1.00 per share:

<u>NAME</u>	<u># OF SHARES</u>
Dennis Murphy	500
Mary Ellen Murphy	500

Dennis Murphy
DENNIS MURPHY

Mary Ellen Murphy
MARY ELLEN MURPHY

Affiant further deposes and says that she has received and holds as agent for Longview Farms, Inc., in process of incorporation, One Thousand Dollars (\$1,000.00) in cash in payment for the subscription to the capital stock set out above, such payment having been made by the persons and in the amounts set out below:

<u>STOCKHOLDER</u>	<u>NO. OF SHARES</u>	<u>SHARES PAID FOR AMOUNT PAID</u>
Dennis Murphy	500	\$500.00
Mary Ellen Murphy	500	\$500.00

Mary Ellen Murphy
 MARY ELLEN MURPHY

Sworn to and subscribed before me, this the 14
 day of March, 1984.

[Signature]
 NOTARY PUBLIC

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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 _____

Longview Farms, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of _____ Longview Farms, 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 Jefferson. 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 15, 1984 - expires 6-15-84

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF LONGVIEW FARMS, 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 LONGVIEW FARMS, 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 LONGVIEW FARMS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

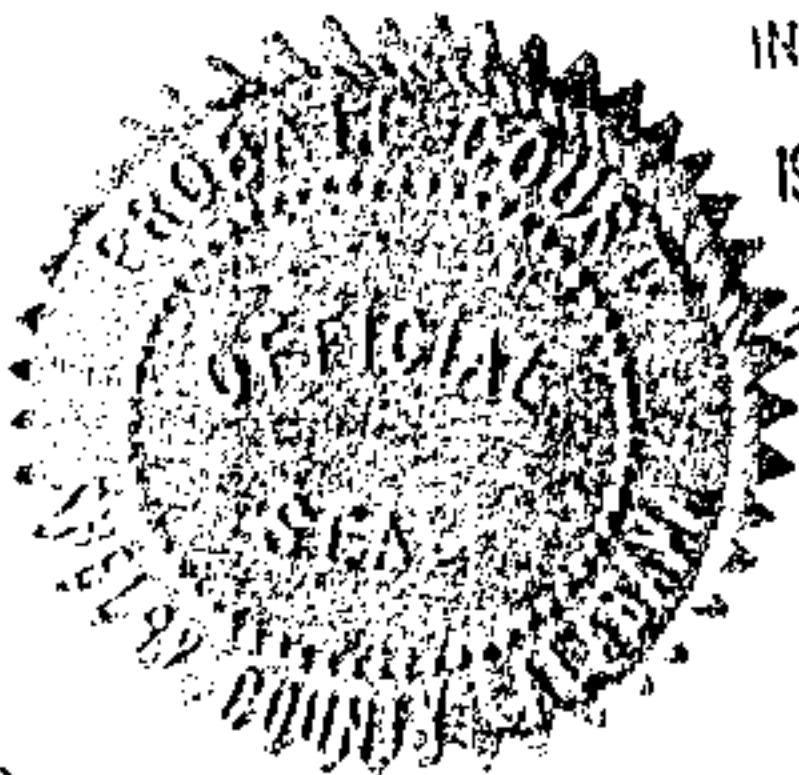
GIVEN Under My Hand and Official Seal on this the 20th day of MARCH, 19 84

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

1984 MAR 20 AM 8:29

Thomas A. Brantley, Jr.

Judge of Probate



Recd 25.00
Fees 1.00
26.00