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ARTICLES OF INCORPORATION  
OF  
RIVER WIND FARM, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is RIVER WIND FARM, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

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- A. To breed, house, race, and raise thoroughbred horses; to syndicate stallions and provide all type of breeding and related services for the thoroughbred racing industry.
  - B. Any and all other lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

FOURTH: The corporation shall have and may exercise in pursuit of its corporate purposes these powers:

A. Statutory Powers. To have and exercise all the powers conferred on corporations in the Alabama Business Corporation Act, and the restatement in this section of some of those powers shall not be construed as an exclusion of any powers so conferred or as a limitation on the exercise of all powers conferred by the Alabama Business Corporation Act.

B. Incorporate and Manage Other Corporations. To be an incorporator, promoter, or manager of other corporations of any type or kind.

C. Purchase Its Own Shares. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus avail-

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able therefor, subject to the additional limitations provided for in Section 10-2A-22 of the Alabama Business Corporation Act.

D. Acquisition of Other Businesses. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights property, and business of any domestic or foreign corporations, associations, partnerships, individuals or other entities.

E. Borrow or Raise Money. To borrow or raise monies from time to time, without limit as to amount; to execute, accept, endorse and deliver as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the corporation, whether at the time owned or afterward acquired.

F. Make Guaranties. To make any guaranty or contract of guaranty or surety respecting stocks, dividends, securities, indebtedness, interest, contracts, leases or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities.

G. Establish Deferred Compensation Plans. To pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive and compensation plans, trusts and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of its subsidiaries.

H. Provide Life Insurance. To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by a stockholder.

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I. Patents. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters, patent and applications for them, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor.

J. Pursuit and Exercise of Powers in Other Jurisdictions. The corporation may pursue its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of that state, territory, district or possession of the United States, or by the law of that country; and the corporation may limit the purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or in any foreign country.

FIFTH: The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares with a par value of \$1.00 per share for a total par value of \$1,000.00.

No preemptive rights are to be associated with the capital shares of the corporation.

SIXTH: There are no provisions for the regulation of the internal affairs of the corporation other than those created by law in the Alabama Business Corporation Act.

SEVENTH: The address of the initial registered office of the corporation is Route 2, Box 305, Calera, Alabama 35040, and the name of its initial registered agent at such address is Joel M. Leveson.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is one (1), and the names and addresses of the persons who are to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Joel M. Leveson	Route 2, Box 305 Calera, Alabama 35040

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Joel M. Leveson	Route 2, Box 305 Calera, Alabama 35040

DATED: <sup>FEB 6<sup>th</sup></sup> ~~January~~\_\_\_\_, 1986.

  
JOEL M. LEVESON

THIS INSTRUMENT PREPARED BY:  
Robert C. Barnett  
Barnett, Tingle, Noble & Sexton  
1600 City Federal Building  
Birmingham, AL 35203  
(205) 322-0471



# 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 \_\_\_\_\_

River Wind Farm, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of River Wind Farm, 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 \_\_\_\_\_.

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 30, 1985- expires 4-30-86

Date  
*Don Siegelman*

Don Siegelman

Secretary of State

# State of Alabama

Shelby

## County

### CERTIFICATE OF INCORPORATION OF

River Wind Farm, 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 River Wind Farm, 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 River Wind Farm, Inc, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 6th day of February, 19 86.

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

1986 FEB -6 PM 4:04

*Thomas A. Brundage, Jr.*  
JUDGE OF PROBATE

*Thomas A. Brundage, Jr.*  
Judge of Probate

