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ARTICLES OF INCORPORATION

OF

BARTON'S GREENHOUSE & NURSERY, INC.

The undersigned, acting as incorporator under the Code of Alabama, 1975, as amended, adopts the following articles of incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation (the "Corporation") shall be:

"Barton's Greenhouse & Nursery, Inc."

ARTICLE II

DURATION

The duration and existence of the Corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Alabama law and, without diminishing the generality of the foregoing, the Corporation is hereby authorized as follows:

(a) To engage in each and every aspect of the operation for profit of a greenhouse and nursery, including the planting, cultivation, growth, marketing and distribution of trees, plants, shrubs, flowers or similar or related vegetable matter;

(b) To sell and distribute at wholesale and retail, or exclusively at wholesale or exclusively at retail, trees, plants, shrubs, flowers and similar or related vegetable matter, as well as associated products of any kind or nature whatsoever;

(c) To contract, agree or otherwise commit, orally or in writing, to sell, distribute, process or deliver any and all of its products to any person or firm or to purchase, procure, take delivery of and use in any fashion whatsoever raw materials from or the

Balch, Bingham,

products of any person or firm;

(d) To purchase or otherwise acquire the assets and assume the liabilities of any other corporation and engage in the same or other character of business;

(e) To aid in any lawful manner by loan, subsidy, guaranty or otherwise any corporation or association, or any firm, entity, syndicate, or individual, including, but not limited to any such corporation, association, firm, entity, syndicate or individual whose stock, voting trust certificates, bonds, mortgages, debentures, notes, drafts, or other securities, evidences of indebtedness, certificates of interest, or obligations are held or owned by the Corporation, through a subsidiary, or otherwise and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such stock, voting trust certificates, bonds, mortgages, debentures, notes, drafts, or other securities, evidences of indebtedness, certificates of interest or obligations;

(f) To do any and all things herein set forth as principal, agent, contractor, trustee or otherwise, alone, in company with others, and to do any and all things necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; and

(g) To purchase, hold, receive and otherwise acquire and reissue, from time to time, as it may see fit, any shares of its own stock, using for such purposes any funds or assets of the Corporation permitted by law to be used for such purposes, including the unreserved and unrestricted capital surplus of the Corporation upon vote of two-thirds of the shareholders; but while the Corporation holds the same, it shall not be entitled to vote such stock or to receive any dividends thereon; and to resell any of its own stock, purchased or otherwise acquired by it, at such price as may be fixed by resolution of the Board of Directors.

#### ARTICLE IV

##### CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is one thousand (1,000), consisting of one thousand (1,000) shares of \$1.00 par value common stock.

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ARTICLE V

NO PREEMPTIVE RIGHTS

The shareholders of the Corporation shall not have, and are hereby expressly denied, the preemptive right to purchase his or her proportion of the issuance of any class of shares, including treasury shares, according to the proportion of his or her holdings of such class of shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located on Highway 26 West, Alabaster, Alabama, and have a mailing address of, Route 4, Box 1590, Alabaster, Alabama 35007, and the initial registered agent, who shall maintain the same business address as the Corporation's initial registered office, shall be Alan R. Barton, Jr.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of four (4) persons, who shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified. The names and addresses of the members of the initial Board of Directors are as follows:

| <u>NAME</u>         | <u>ADDRESS</u>                                     |
|---------------------|--|
| Alan R. Barton      | 19 Mockingbird Lane<br>Gulfport, Mississippi 39501 |
| Sue Hall Barton     | 19 Mockingbird Lane<br>Gulfport, Mississippi 39501 |
| Alan R. Barton, Jr. | Route 4, Box 1590<br>Alabaster, Alabama 35007      |
| Carole D. Barton    | Route 4, Box 1590<br>Alabaster, Alabama 35007      |

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

NAME

Davis G. Reese

ADDRESS

Suite 700  
505 North 20th Street  
Birmingham, Alabama 35203

Dated July 1, 1986.

INCORPORATOR

  
\_\_\_\_\_  
Davis G. Reese

This Instrument was Prepared by:

Davis G. Reese  
Balch & Bingham  
Suite 700  
505 North 20th Street  
Birmingham, Alabama 35203  
(205) 251-8100

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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

Barton's Greenhouse & Nursery, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Barton's Greenhouse & Nursery, 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.

June 24, 1986 - expires 10-23-86

Date

Don Siegelman

Secretary of State

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INC-1

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

BARTON'S GREENHOUSE & NURSERY, INC.

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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 BARTON'S GREENHOUSE & NURSERY, INC., duly signed pursuant to the provisions 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 BARTON'S GREENHOUSE & NURSERY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 1st. day of JULY, 19 86

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

1986 JUL -1 AM 10:36

JUDGE OF PROBATE

*Thomas A. Brouder, Jr.*

Judge of Probate

Rec. 35.00  
Ind. 1.00  
36.00