

61  
ARTICLES OF INCORPORATION  
OF

ALABAMA EQUINE SERVICES, INCORPORATED

A Close Corporation Under The  
Alabama Close Corporation Statute

I, 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.

SECTION ONE. Name. The name of the corporation is ALABAMA EQUINE SERVICES, INCORPORATED.

SECTION TWO. Close Corporation. This corporation shall be a close corporation as authorized by the Alabama Business Corporation Act (Alabama Code 1975) Section 10-2A-300, and shall be governed by all laws governing or applicable to such close corporations.

SECTION THREE. Duration. The period of duration of the corporation shall be perpetual.

SECTION FOUR. Purposes.

(a) The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act, including but not limited to buy, sell, trade, manufacture, deal in, and deal with, both wholesale and retail, goods, wares, equipment, supplies, clothing, leathergoods, jewelry, trinkets and articles, veterinarian supplies and other articles related to horses and other livestock to the public. To carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

(b) To buy, sell, trade, manufacture, import,

Jeannie C. Cox  
6067 4th St. Burd Lu

export and otherwise deal in and with clothing of all kinds, for men, women and children, and other such commodities as are or may be handled, used and employed in and about such purchase, distribution and sale.

(c) In futherance, but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, and deal in real and personal property or any interest therein of any kind or character, wherever situated.

(ii) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, ware and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(iii) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold mortgage or otherwise pledge, and to sell, exchange, transfer or otherwise, and hold mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights,

trademarks, trade-names, or any other right or privilege, and to grant licenses or rights in any of the foregoing which any corporation can make or grant.

(iv) To acquire and pay for in cash, bonds or stock of this corporation or otherwise the goodwill, rights, assets, properties of any person, firm, partnership, association, trust, estate or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; or in any manner dispose of the whole or any part of the properties 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 any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(v) To acquire by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other governmental district, municipality, county, political entity or any subdivision or instrumentality of any foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of the State of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness,

promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or other securities of stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of the State of Alabama, or of such other jurisdiction as is applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves sharing or delegation of control over business or property of this corporation with or to persons other than the board of directors of the corporation.

(vi) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interests in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(vii) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or trans-

ferable instruments.

(viii) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(ix) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, re-issue or cancel the same.

(x) To endorese or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, or any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or obligations, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(xi) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(xii) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(xiii) To act as an agent, jobber, broker or attorney-in-fact, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and

mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervision, managing and protecting such property and loans and all interests in and claims affecting the same.

(xiv) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as a general partner or as a limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association or corporation for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such a participation or arrangement involves sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangements involve the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(xv) To be a promoter, incorporator, partner, member, trustee, associate or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(xvi) To enter into any plan or project for the assistance and welfare of its directors, officers, or employees, to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors,

officers and employees.

(xvii) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including appeals and including actions by or in the right of the corporation by reason of the fact that he or she is or was a director, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) and (if such action is not by or in the right of the corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim, action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of this corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(xviii) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(xix) To transact any lawful business which the board of directors find in aid of governmental policy.

(xx) To have and exercise all powers nece-



ssary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

SECTION FOUR. Authorized Shares. The aggregate number of shares of stock which the corporation shall have the authority to issue is 1000 shares of common stock with par value of \$1.00 per share.

SECTION FIVE. Registered Office and Initial Registered Agent. The location and mailing address of the corporation's registered agent, and the name of its initial registered at such address are;

Name of Initial Registered Agent:	Location and Mailing Address of Registered Office:
Jeanne C. Cox	6067 Speckled Bird Lane Sterrett, Alabama 35147

SECTION SIX. Initial Board of Directors. The initial board of directors shall consist of one (1) person. The name and address of the person who shall serve as director until the first annual meeting of shareholders of the corporation or until the successors to such direction be elected and qualified is:

Name	Address
Jeanne C. Cox	6067 Speckled Bird Lane Sterrett, Alabama 35147

SECTION SEVEN. Incorporator. The name and address of the incorporator is:

Name	Address
Jeanne C. Cox	6067 Speckled Bird Lane Sterrett, Alabama 35147



**SECTION EIGHT. Cumulative Voting Rights.** Each outstanding share of stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders, provided, however, that at each election for directors, every shareholder shall be entitled to cumulate his votes by giving one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

**SECTION NINE. Reservation of Power to Amend By-Laws.** The power to alter, amend, or repeal any by-law of the corporation, or to adopt new by-laws, shall be vested in the board of directors except that the board of directors shall not have the power to alter, amend or repeal any by-law fixing the number of directors or reserving to the shareholders the power to fill vacancies on the board of directors, or fixing the time and place of the annual meeting.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this the 31 day of July, 1986.

*Jeanne C. Cox*  
 Jeanne C. Cox  
 Incorporator  
 ALABAMA EQUINE SERVICES, INC.

*Witnessed this 31st day of July, 1986*



*Carol S. Warner, Notary*

My Commission Expires May 12, 1989



# 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 \_\_\_\_\_ Alabama Equine Services, Inc.

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

July 29, 1986- expires 11-27-86

Date

Don Siegelman

Secretary of State

BOOK 031 PAGE 52

INC 1

# State of Alabama

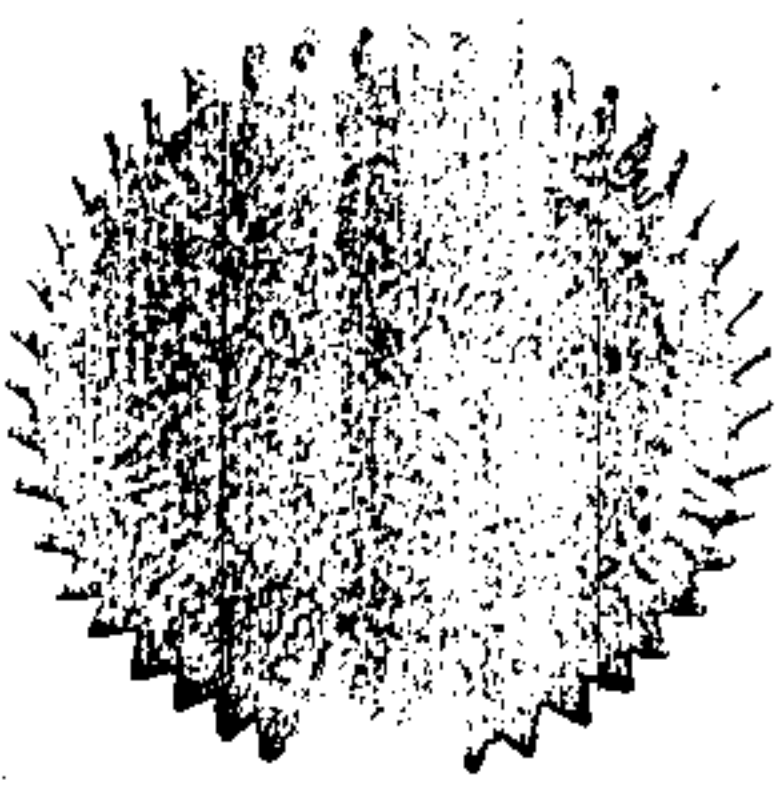
SHELBY County

## CERTIFICATE OF INCORPORATION OF ALABAMA EQUINE SERVICES, 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 ALABAMA EQUINE SERVICES, 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 ALABAMA EQUINE SERVICES, 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 AUGUST, 1986



Thomas A. [Signature]  
Judge of Probate

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

1986 AUG -1 AM 10:42

Thomas A. [Signature]  
JUDGE OF PROBATE

Rec 35.00  
Jud 1.00  
36.00