

ARTICLES OF INCORPORATION

OF

COUNTRY SALES, INC.

STATE OF ALABAMA)

SHELBY COUNTY)

UNDER AND BY VIRTUE of Chapter 2A of Title 10, 1975 Code of Alabama, known as the "Alabama Business Corporation Act" effective January 1, 1981, and the laws of the State of Alabama, the undersigned, James Lewis Jones, Debra N. Jones, James W. Blackmon, Jr., Tina T. Blackmon, James W. Blackmon, Maxine A. Blackmon and Jim R. Smith, for the purpose of forming a corporation under said Alabama Business Corporation Act to carry on the business hereinafter named, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is Country Sales, Inc., an Alabama corporation.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

OBJECTS, PURPOSES AND POWERS

The objects and purposes for which this Corporation is formed are as complete and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under the laws of the State of Alabama. The powers and rights of this Corporation include all of those provided for and enumerated by the general laws of the State of Alabama and by Chapter 2A of Title 10, 1975 Code of Alabama, known as the "Alabama Business Corporation Act". These objects and purposes specifically include, but are not limited to, operate a gift shop for retail sales to the general public of commercial merchandise, as well as art and craft items, and to operate a catalog sales order business.

In addition to the aforesaid objects and purposes, and powers and rights, this Corporation shall have the power to conduct and carry on any and all lawful business or activity for which corpora-

Wade Morton

tions may be incorporated under Chapter 2A of title 10, 1975 Code of Alabama, and the general laws of the State of Alabama.

ARTICLE IV

CAPITAL STOCK

The amount of the total authorized capital stock shall be TWO THOUSAND (2,000.00) DOLLARS divided into 200 shares of common stock of the par value of \$10.00 per share.

The total amount of the capital stock subscribed for and issued and with which this Corporation shall commence business shall be ONE THOUSAND (\$1,000.00) DOLLARS divided into 100 shares of common stock of the par value of \$10.00 per share.

The shareholders shall have the right to increase or decrease the capital stock to such sum or sums as they desire, and as permitted by the laws of the State of Alabama.

ARTICLE V

INCORPORATORS

The names and places of residence of the Incorporators of this Corporation are:

NAMES

RESIDENT ADDRESS

James Lewis Jones

Post Office Box 1104
Columbiana, Alabama 35051

Debra N. Jones

Post Office Box 1104
Columbiana, Alabama 35051

James W. Blackmon, Jr.

Post Office Box 111
Wilsonville, Alabama 35186

Tina T. Blackmon

Post Office Box 111
Wilsonville, Alabama 35186

James W. Blackmon

150 Brothers Avenue
Wilsonville, Alabama 35186

Maxine A. Blackmon

150 Brothers Avenue
Wilsonville, Alabama 35186

Jim R. Smith

Post Office Box 116
Wilsonville, Alabama 35186

ARTICLE VI

REGISTERED OFFICE - INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of this Corporation is Alabama Highway #25, Wilsonville, Shelby County, Alabama 35186.

The initial registered agent of this Corporation at this same location and address is James Lewis Jones.

ARTICLE VII

INITIAL DIRECTORS

The initial Board of Directors of this Corporation shall consist of five (5) members.

The name and place of residence of the persons who are to serve as Directors of the initial Board of Directors until the first meeting of the shareholders or until their successor be elected and qualified are:

NAME

James Lewis Jones	Post Office Box 1104 Columbiana, Alabama 35051
Debra N. Jones	Post Office Box 1104 Columbiana, Alabama 35051
James W. Blackmon	150 Brothers Avenue Wilsonville, Alabama 35186
Tina T. Blackmon	Post Office Box 111 Wilsonville, Alabama 35186
Jim R. Smith	Post Office Box 116 Wilsonville, Alabama 35186

ARTICLE VIII

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following provisions for the regulation of this Corporation, its shareholders and Directors are hereby established:

(a) The Board of Directors shall have power to alter, amend and repeal the Bylaws of this Corporation or adopt new Bylaws for this Corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend or repeal any Bylaw which establishes the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(b) The shareholders may alter, amend or repeal the Bylaws of this Corporation or adopt new Bylaws for this Corporation at any annual meeting or at a special meeting called for the purpose, and all Bylaws made by the Directors may be altered or repealed by the Shareholders.

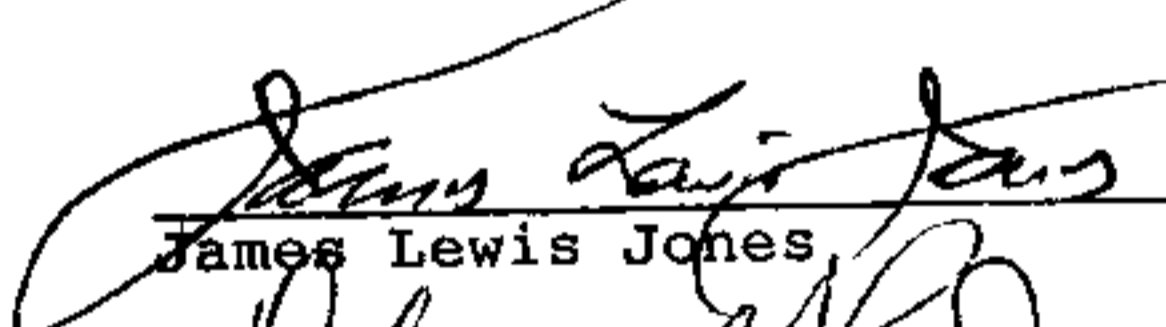
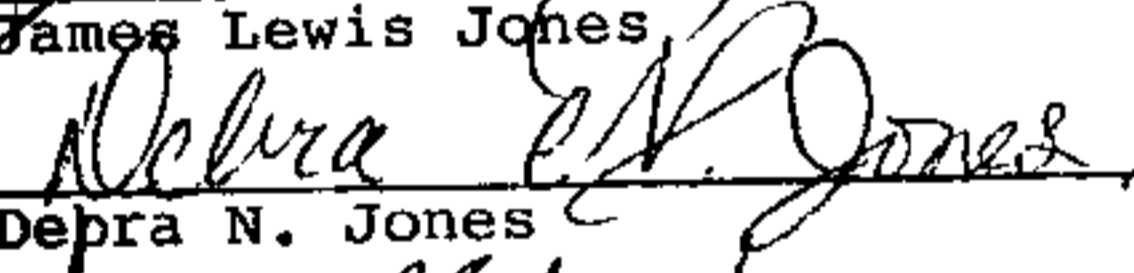
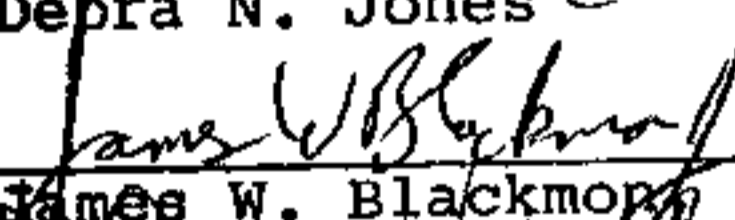
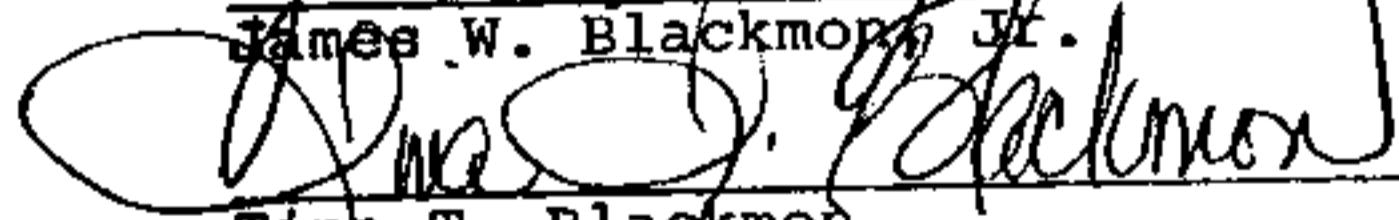
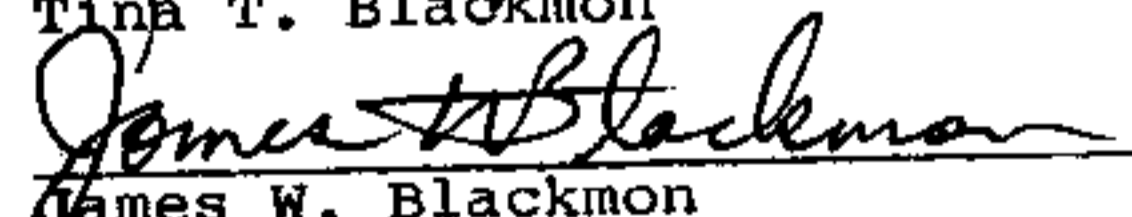
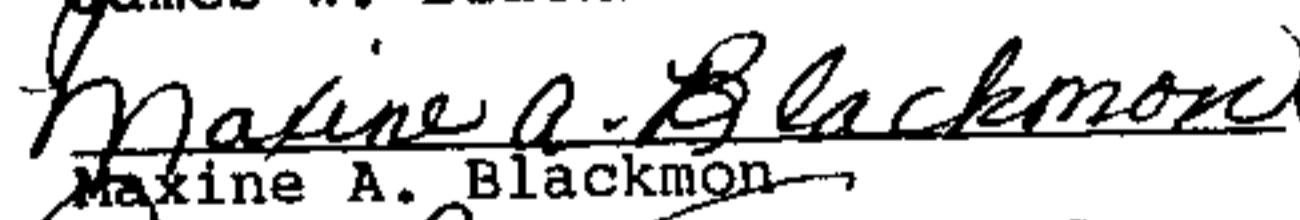
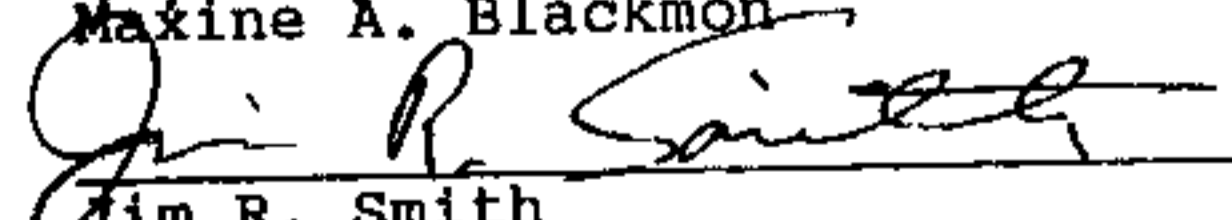
(c) Any action required or permitted to be taken at any meeting of the shareholders or of the Board of Directors may be taken without a meeting if prior to such action a written consent setting forth the

action so taken is signed by all shareholders or by all members of the Board of Directors, as the case may be, and such written consent is filed with the minutes or proceeding of the shareholders or Board of Directors.

(d) Insofar as not prohibited by applicable law, no contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the shareholders, Directors or Officers of this Corporation is, or are, interested therein, or is a shareholder, director or officer or are shareholders, directors or officers of such other corporation. Each and every person who is or may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself, or any firm, association or corporation in which he may be in anywise interested.

IN WITNESS WHEREOF, the undersigned Incorporators, for the purpose of forming a business corporation under the Alabama Business Corporation Act, and laws of the State of Alabama, have hereunto signed and subscribed their names and caused these Articles of Incorporation to be filed for record in the Office of the Judge of Probate of Shelby County, Alabama, and do hereby certify that the facts thereon stated are true, on this 19th day of August, 1988.

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 (SEAL)
James Lewis Jones
 (SEAL)
Debra N. Jones
 (SEAL)
James W. Blackmon, Jr.
 (SEAL)
Tina T. Blackmon
 (SEAL)
James W. Blackmon
 (SEAL)
Maxine A. Blackmon
 (SEAL)
Jim R. Smith

This instrument prepared by Wade H. Morton, Jr.,
Attorney at Law, 113 South Main Street, Post Office
Box 1227, Columbiana, Alabama 35051-1227



STATE OF ALABAMA

I, Glen Browder, 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 Country Sales, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Country Sales, 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.

August 10 1988 - expires 12-9-88

Date

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF COUNTRY SALES, 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 Country Sales, 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 Country Sales, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 19th day of August, 19 88.

STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED

88 AUG 19 AM 11:11

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

RECORDING FEES

Recording	\$ 35.00
Index Fee	1.00
TOTAL	36.00

