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ARTICLES OF INCORPORATION  
AND  
CERTIFICATE OF INCORPORATION  
OF BUCK CREEK FOREST PRODUCTS, INC.  
A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Jerry W. Snead, who is over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being the subscriber to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is Buck Creek Forest Products, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

4. The objects and purposes for which the corporation is formed are:

(a) To buy and sell timber; to buy and sell real property.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly

Richard Snead

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provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be 1157 Caribbean Circle, Alabaster, Alabama 35007.

6. The amount of total authorized capital stock of the corporation shall be One Hundred Dollars (\$100.00), divided into One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be One Hundred Dollars (\$100.00), divided into One Hundred (100) shares of common capital stock, having a par value of One Dollar (\$1.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder.

All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The name and address of the incorporator and the number of shares subscribed by him are as follows:

Jerry W. Snead	100 shares
1157 Caribbean Circle	
Alabaster, Alabama 35007	

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is 1157 Caribbean Circle, Alabaster, Alabama 35007.

11. The initial registered agent for the corporation shall be Jerry W. Snead.

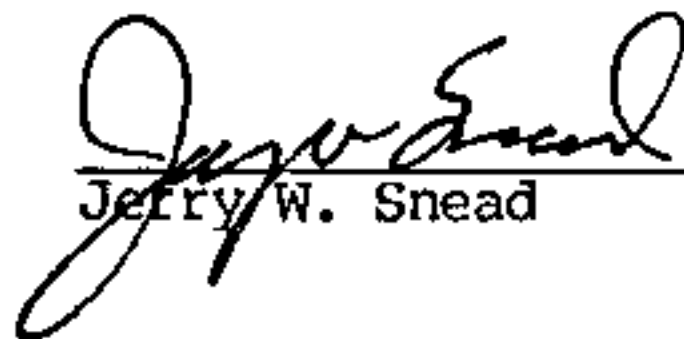
12. The name and address of the officer who shall hold office until his successors have been duly elected and qualified is as follows:

Jerry W. Snead  
1157 Caribbean Circle  
Alabaster, Alabama 35007

President, Vice-President  
Secretary & Treasurer

13. Attached hereto, marked Exhibit "A" and made part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

14. IN WITNESS THEREOF, the undersigned incorporator has hereunto subscribed his name to this Certificate of Incorporation this the 26<sup>th</sup> day of August, 1988.

  
Jerry W. Snead

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STATE OF ALABAMA )  
COUNTY OF SHELBY )

Sworn to and subscribed to before me this 26<sup>th</sup> day of August, 1988.

  
Notary Public

EXHIBIT "A"

SUBSCRIPTION LIST TO THE CAPITAL STOCK

OF

BUCK CREEK FOREST PRODUCTS, INC.

A CLOSE CORPORATION

The undersigned, does subscribe for and agree to pay for the number of shares of common capital stock of Buck Creek Forest Products, Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite my signature hereunder, and to pay therefore upon the following manner.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>MANNER OF PAYMENT</u>
Jerry W. Snead	100	Cash

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STATE OF ALABAMA )  
COUNTY OF SHELBY )

BY-LAWS  
OF  
BUCK CREEK FOREST PRODUCTS, INC.

ARTICLE I

The president shall preside at all stockholder's meetings. He may, and upon demand of any stockholder, shall call special meetings of the stockholders.

ARTICLE II

The vice-president shall, in the case of the absence or disability of the president, perform the duties of the president, and in the further event of the absence or disability of the vice-president, the secretary and treasurer shall perform the duties of the president.

ARTICLE III

The treasurer shall have the custody of all the monies and securities of the corporation. He shall keep regular books. All money of the corporation shall be deposited in such depositories as shall be selected by the president. Checks may be signed by the president, vice-president, secretary or treasurer. In addition, the treasurer shall perform all duties usually pertaining to his or her office. The president shall have the authority to initiate, contract, or act as signator for the purpose of acquiring any loans from any banks, savings & loan associations, private individuals, or any other lending institutions.

ARTICLE IV

The secretary shall keep the records of the corporation and books of account. He shall have the custody of the seal of the corporation. He shall issue, sign, and seal all certificates of stock, which certificastes must also be signed by the president and the secretary, and, in addition, perform all the other duties usually pertaining to his or her office.

ARTICLE V

Regular meetings of the shareholders shall be held at such times and places as the shareholders may determine. No notice of or to the shareholders of such regular meetings shall be required, and it shall be the duty of each shareholder to attend the same without

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notice.

#### ARTICLE VI

Special meetings of the shareholders may be called by the president upon one days notice, or such special meetings may be held at any time by unanimous consent of the shareholders.

#### ARTICLE VII

The secretary shall, at least ten days prior to each annual meeting, give each stockholder of the corporation written notice of the meeting, by mailing to each stockholder, at his or her last known address, notice of the time and place of such meeting. Special meetings of the stockholders may be called upon on the call of the president on ten days notice, mailed to each stockholder at his or her last known address, or such special meetings may be held at any time by unanimous consent.

#### ARTICLE VIII

At all meetings of the stockholders, regular or special, a majority of the stockholders shall constitute a quorum. A majority of a quorum may decide any question coming before the meeting. A unanimous vote on all issues or questions is needed to carry any issue or question coming before the meeting.

#### ARTICLE IX

At all stockholder's meetings, each stockholder of the stock shall be entitled to one vote for each share of the stock held by him, except as otherwise provided in the Articles of Incorporation. Each stockholder may vote either in person or by written proxy.

#### ARTICLE X

The corporation shall have a lien upon each share of stock for any indebtedness due to it, from the stockholder thereof. Stock of the corporation may only be transferred upon the books of the corporation and upon the surrender of all outstanding certificates for such stock.

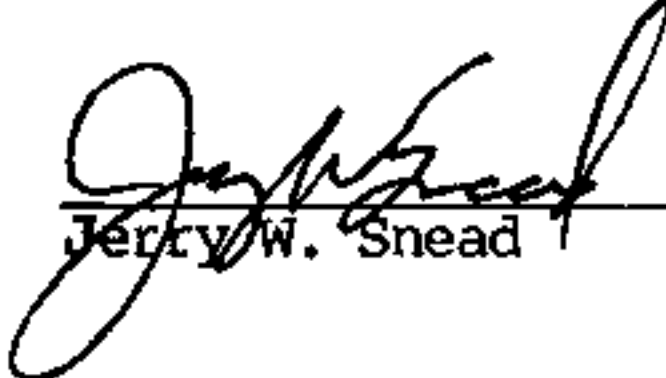
#### ARTICLE XI

Members of the immediate families of all stockholders and/or officers of the corporation may not receive payment or other benefits for work performed for the corporation, unless agreed to by all stockholders.

ARTICLE XII

The by-laws or any part of them may be abridged, altered, amended, or repealed by the same body which enacted them at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned, all of the stockholders and officers of Buck Creek Forest Products, Inc., has signed and acknowledged these by-laws and by the terms of which agree to be bound.

  
Jerry W. Snead

STATE OF ALABAMA )  
COUNTY OF SHELBY )

On the 26<sup>th</sup> day of August, 1988, personally appeared before me, the above named person, known to be the person who executed the foregoing certificate and acknowledged that he executed the same for the uses and purposes therein set forth.

8-5-92  
My Commission Expires

  
Notary Public

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# 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 Buck Creek Forest Products, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Buck Creek Forest Products, 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 12, 1988 - expires 12/11/88

Date

*Glen Browder*

Glen Browder

Secretary of State



# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

BUCK CREEK FOREST PRODUCTS, 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 BUCK CREEK FOREST PRODUCTS, 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 BUCK CREEK FOREST PRODUCTS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of AUGUST, 19 88.

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

88 AUG 30 PM 1:20

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

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

Rec 35.00  
Jud 1.00  
36.00