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STATE OF ALABAMA

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§ SS.

SHELBY COUNTY

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ARTICLES OF INCORPORATION

OF

ASHBRIAR FARMS, INC.

KNOW ALL MEN BY THESE PRESENTS,

That I, Leslie H. Hubbard, the undersigned incorporator, for the purpose of forming a business corporation pursuant to the provisions of title 10, chapter 2A, Code of Alabama (1975), as amended ("Alabama Business Corporation Act"), do hereby adopt these articles of incorporation, the same to constitute a charter for carrying on the business hereinafter specified.

ARTICLE I

NAME OF CORPORATION: The name of the corporation shall be Ashbriar Farms, Inc.

ARTICLE II

PURPOSES: The nature of the business and the purposes for which the corporation is formed shall be as follows:

(1) To acquire farm properties and other real estate by purchase, lease or otherwise; to improve, develop, or dispose of the same, and to thereon plant, sow, cultivate, and harvest grains, hay, forage, vegetables, fruit, flowers, and all kinds of farm produce and products of the soil, and

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Janner, Guin
Suite Capital Pk. Center
2711 - 711 - 711 (301/11)

to breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds.

(2) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

(3) To guarantee, act as surety for, endorse, and act as accommodation maker for any debts of the shareholders of the corporation, subsidiaries of the corporation (regardless of the percentage of ownership held by the corporation), corporations the stock of which is owned by a shareholder of the corporation (regardless of the percentage of ownership held by such shareholder), and any other persons, regardless of the presence or adequacy of the consideration to be received by the corporation for so doing or the presence or adequacy of any direct or indirect benefit to the corporation, upon a vote of a majority of the board of directors of the corporation. "Debts" includes liquidated and unliquidated amounts, amounts arising ex contractu and ex delicto, and amounts fixed or contingent, and matured or unmatured, whether new, pre-existing, renewed, or extended, regardless of the terms thereof.

(4) To transact all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE III

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the corporation shall be 139 Ashville

Circle, Montevallo, Alabama 35115, and the initial registered agent at such address shall be Leslie H. Hubbard.

ARTICLE IV

DURATION: The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

ARTICLE V

SHARES: The corporation shall be authorized to issue 10,000 common shares having a par value of \$.10 each. 4,000 of such shares shall be voting common shares and the remaining 6,000 shares shall be non-voting common shares. The non-voting common shares shall possess all the rights and privileges granted to business corporations pursuant to the provisions of the Alabama Business Corporation Act to voting common shares other than voting rights (except as otherwise required by the said Act), so as to qualify such shares under section 1361(c)(4) of the Internal Revenue Code of 1986, as from time to time amended or recodified.

ARTICLE VI

(1) INCORPORATOR: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leslie H. Hubbard	Montevallo, Alabama

(2) DIRECTORS: The initial board of directors shall consist of three directors, and such number thereafter as

may be fixed by the bylaws. The names and addresses of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leslie H. Hubbard	Montevallo, Alabama
Philip C. Hubbard	Briarfield, Alabama
Nora H. Lee	Tuscaloosa, Alabama

ARTICLE VII

(1) VOTING: At any meetings of the voting shareholders of the corporation, the shareholders of record shall be entitled to one vote for each voting share standing in his name. Shares may be voted by the shareholders either in person or by proxy.

(2) PREEMPTIVE RIGHTS: Each shareholder shall have a preemptive right to purchase additional or treasury shares of the corporation under section 10-2A-44 of the Alabama Business Corporation Act.

(3) MANAGEMENT: The business and affairs of the corporation shall be managed and conducted in accordance with the bylaws of the corporation.

(4) SHARES NONASSESSABLE: The shares of the corporation, when fully paid for in accordance with the subscription therefor, shall be fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by him.

(5) LIEN ON SHARES: The corporation shall have a lien on the shares of a shareholder for any debt or liability

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owed to it by him before a notice of transfer or levy on such shares is received by the corporation. The corporation shall have such rights with respect to this lien as are conferred by the laws of the State of Alabama.

(6) AMENDMENTS: The corporation reserves the right to amend or repeal any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on this the 30 day of December, 1988.


Leslie H. Hubbard

THIS INSTRUMENT PREPARED BY:

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Attorneys at Law
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2711 University Boulevard (35401)
P. O. Box 2487
Tuscaloosa, Alabama 35403
Telephone (205) 349-4300



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 Ashbriar Farms, Inc. is reserved

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

September 28, 1988 - expires 1-27-89

Date

Glen Browder

Glen Browder

Secretary of State

STATE OF ALABAMA

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§ SS.
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SHELBY COUNTY

CERTIFICATE OF INCORPORATION

OF

ASHBRIAR FARMS, INC.

I, the undersigned, as Judge of Probate of Shelby County, Alabama, hereby certify that the attached Articles of Incorporation of Ashbriar Farms, Inc., duly signed pursuant to the provisions of the Code of Alabama (1975), as amended, have been received in this office and are found to conform to law. Said Articles of Incorporation were filed in my office on the 9th day of JANUARY, 1989, and are recorded in Incorporation Record Book 37, beginning at Page 750.

ACCORDINGLY, I, the undersigned, as such Judge of Probate for Shelby County, Alabama, and by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation of Ashbriar Farms, Inc. and attach hereto an original copy of said Articles of Incorporation.

GIVEN under my hand and official seal on this the 9th day of JANUARY, 1989.

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Thomas A. Shuler, Jr.
STATE JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA
INSTRUMENT NO. 111

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Ref: D184HWNWk.peo

Thomas A. Shuler, Jr.
JUDGE OF PROBATE

Rec 35.00
Jud 1.00
36.00