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**ARTICLES OF INCORPORATION
OF
DixieLand Flea and Farmer's Market, Inc.**

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is DixieLand Flea and Farmer's Market, Inc.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purposes for which the corporation is organized are to engage in the operation of a flea market and any lawful business or activities related to the stated purposes; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

**ARTICLE FOUR
REGISTERED OFFICE**

4.01 The street address of the initial registered office of the corporation is 100 West College Street, Columbiana, Alabama 35051.

4.02 The initial registered agent at that address is William P. Powers at 100 West College Street, Columbiana, Alabama 35051.

**ARTICLE FIVE
CAPITAL STOCK**

The total number of shares that the corporation has authority to issue is 250 shares, par value of \$1.00 each all of which shall be common shares

**ARTICLE SIX
SHARE CERTIFICATE**

Each certificate representing shares of capital stock of the Corporation now or hereafter held by the Shareholders will be stamped with the legend as follows, to-wit:

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The shares of stock represented by this certificate and the transfer thereof are subject to all of the terms and provisions of an agreement dated the 8th day of June, 1990, providing in substance that any stockholder desiring to sell all or any part of his stock in the corporation must first offer it to the Corporation and then to the other stockholders in a manner therein set forth before selling or otherwise disposing of it to a nonstockholder. A copy of such agreement may be inspected by the holder of this certificate at the principal office of the corporation.

ARTICLE SEVEN DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Seven. The names and addresses of the persons constituting the initial board of directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Name	Address
William P. Powers	P.O. Box 1626 Columbiana, AL 35051

ARTICLE EIGHT INCORPORATORS

The names and address of the incorporator is:

Name	Address
William P. Powers	P.O. Box 1626 Columbiana, AL 35051

I, THE UNDERSIGNED, have subscribed my hands and seals in the City of Columbiana, this the 8th day of June, 1990.


William P. Powers, Incorporator

This instrument was prepared by William P. Powers, whose address is P.O. Box 1626, Columbiana, Alabama 35051



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND
SECRETARY OF STATE

NAME RESERVATION CERTIFICATE FOR

Dixieland Flea & Farmer's Market, Inc.

I, Perry A. Hand, 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, based upon an examination of the corporation records on file in this office, the corporate name "Dixieland Flea & Farmer's Market, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William Powers, P. O. Box 1626, Columbiana, AL 35051 for a period of one hundred twenty days beginning April 6, 1990 and expiring August 5, 1990.



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 April 6, 1990.

Perry A. Hand
Secretary of State

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

DIXIELAND FLEA & FARMER'S MARKET, 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 DIXIELAND FLEA & FARMER'S MARKET, 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 DIXIELAND FLEA & FARMER'S MARKET, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 14th day of JUNE, 19 90.

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

90 JUN 14 PM 2:32

JUDGE OF PROBATE

Thomas A. Shewley Jr.

Judge of Probate

Rec 35.00
Jud 3.00
38.00