

STATE OF ALABAMA
SHELBY COUNTY

ARTICLES OF INCORPORATION
OF

PEACHES & CREAM OF CHILTON COUNTY, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act under the 1975 Code of Alabama, as last amended, adopt the following articles of incorporation for such corporation:

NAME OF CORPORATION

FIRST: The name of the corporation is PEACHES & CREAM OF CHILTON COUNTY, INC.

DURATION OF CORPORATION

SECOND: The period of its duration is perpetual.

PURPOSE OR PURPOSES OF CORPORATION

THIRD: The purpose or purposes for which the corporation is organized are:

(1) To raise, purchase and offer for sale in various forms fruit and produce and to market and sell any and all related products and to do any and all other things related thereto.

(2) To do such other things as are incidental, proper or necessary to the operation of the business, or to the carrying out of the objects, purposes, powers and privileges herein granted, as well as to exercise all

JOHN HOLLIS JACKSON, JR.
ATTORNEY AT LAW
P. O. BOX 1818
CLANTON, ALABAMA

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those powers expressly conferred on business corporations and enumerated in the Alabama Business Corporation Act, Acts of Alabama, 1980, 1975 Code of Alabama, as last amended, together with all other rights bestowed upon such corporation under the laws of the State of Alabama.

(3) To do any and all things herein set forth, and in addition, such other acts and things as are necessary to attainment of the purposes of this corporation, or any of them to the same extent as natural persons might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the General Corporation Acts of the State of Alabama.

CAPITAL STOCK

FOURTH: (1) The total number of shares of stock which the corporation shall have the authority to issue shall be 1000 shares of common stock of a par value of \$1.00 per share. The total of authorized capital stock is thus 1000 shares and all of said stock shall be common, and none shall be preferred stock, or stock of a different class.

(2) The corporation will begin business with 1000 shares of said common stock of the aggregate value of \$1,000.00 fully paid for as shown by the subscription list hereinafter set out.

FIFTH: The address of the initial registered agent office of the corporation is 1040 Oak Mountain State Park, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Jimmy L. Hayes.

SIXTH: The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Jimmy L. Hayes

P. O. Box 310, Clanton, AL 35045

Billy Ray Hatley

P. O. Box 310, Clanton, AL 35045

SEVENTH: The name and address of each incorporator is:

NAME

ADDRESS

Jimmy L. Hayes

P. O. Box 310, Clanton, AL 35045

Billy Ray Hatley

P. O. Box 310, Clanton, AL 35045

EIGHTH: All of the issued shares of stock authorized herein shall be subject to the restrictions on transfer provided in §10-2A-41 of the 1975 Code of Alabama, as last amended. Further, for purposes of determining the number of holders of record of the stock of said corporation, stock which is held in joint or common tenancy or by the entireties, shall be treated as held by one shareholder.

SPECIAL PROVISIONS

NINTH: (1) The stockholders shall have authority to adopt such rules, by-laws, and regulations for the governing of the corporation as they deem necessary or expedient.

(2) Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, hers or its name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

(3) Each stockholder shall have a pre-emptive right, as defined by the laws of the State of Alabama, to purchase or acquire additional or treasury shares of stock in the corporation.

(4) The business and affairs of the corporation shall be under the management and control of a Board of Directors, said Board to consist of not less than two nor more than seven persons. In the event of the death or resignation of a director, or the refusal of a person elected a director to

accept his election as such, or to otherwise qualify as such the remaining directors shall elect his successor. All officers and directors shall hold office for a period of one year, or until their respective successors are duly elected and qualified.

(5) The shares of capital stock in the corporation, when fully paid for in accordance with the subscription therefor, or sale thereof, as authorized or provided by law, shall be fully and non-assessable; and in no case shall any stockholder be individually liable otherwise than for the unpaid stock subscribed for by him.

(6) The corporation shall have a lien on the shares of its stockholders for any debt or liability incurred to it by a stockholder before a notice of transfer or levy on each such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Alabama.

(7) The dates on which the stockholders' annual meeting shall be held, the number of directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officers, shall be fixed by the by-laws of the corporation. Other officers than those named may be created by the by-laws and filled by the Board of Directors. The corporation shall have the power to make by-laws for the regulation and government of the corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and the laws of the State of Alabama.

(8) The corporation reserves the right to amend, alter, modify, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon the officers, directors and stockholders herein are granted subject to this

reservation.

Jimmy L. Hayes
Jimmy L. Hayes

Billy Ray Hatley
Billy Ray Hatley

EXHIBIT "A"

VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION TO
PEACHES & CREAM OF CHILTON COUNTY, INC.

STATE OF ALABAMA

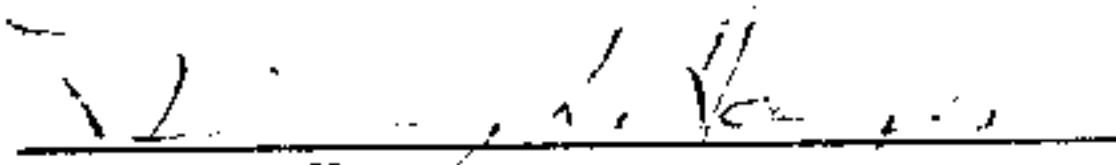
SHELBY COUNTY

Before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Jimmy L. Hayes, who being first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of PEACHES & CREAM OF CHILTON COUNTY, INC, to receive subscriptions to the capital stock of said corporation;

That, as shown by the subscription list attached hereto and marked Exhibit "B", the amount of capital stock paid in is \$1,000.00 which said amount is more than twenty percent of the stock subscribed for, and is more than the minimum amount required by law.

That said \$1,000.00 has been paid in cash and transfer of certain property to affiant as such agent for the said incorporators and none of the capital stock subscribed for has been paid in by contracts in writing calling for the performance of stipulated labor or services nor for the transfer or conveyance of property, except as indicated hereinabove.


Jimmy L. Hayes

Sworn to and subscribed before me on
this the 11 day of ^{June}~~January~~, 1990.

James S. Ennard
Notary Public

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EXHIBIT "B"

SUBSCRIPTION LIST TO CAPITAL STOCK OF
PEACHES & CREAM OF CHILTON COUNTY, INC.

STATE OF ALABAMA

SHELBY COUNTY

We, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and transfer of certain property by proper conveyance the amount of stock set opposite our respective names, said stock to be issued by an Alabama corporation to be styled "PEACHES & CREAM OF CHILTON COUNTY, INC." and with its initial principal office to be located at 300 Medical Center Drive, Clanton, Alabama 35045, it being further understood and agreed by each of us that said stock will be paid for by the undersigned, as one of the incorporators of said Alabama corporation upon the formation of the same.

COMMON STOCK AT \$1.00 per share.

NAMES OF SUBSCRIBERS	NUMBER OF SHARES	CONSIDERATION
Jimmy L. Hayes	500	\$500.00
Billy Ray Hatley	500	\$500.00

Done this the 11 day of ^{June}~~January~~, 1990.


Jimmy L. Hayes


Billy Ray Hatley

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Peaches & Cream of Chilton County, Inc.

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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 "Peaches & Cream of Chilton County, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Jackson, P. O. Box 1818, Clanton, AL 35045 for a period of one hundred twenty days beginning May 24, 1990 and expiring September 22, 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 May 24, 1990.

[Signature]
Perry A. Hand
Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Peaches & Cream of Chilton County, 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 Peaches & Cream of Chilton County, 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 Peaches & Cream of Chilton County, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of August, 19 90.

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

90 AUG -3 PM 3:29

Thomas A. Snowden, Jr.

Judge of Probate

JUDGE OF PROBATE

35.00
3.00

38.00