

410
ARTICLES OF INCORPORATION
OF

CROMER FLIPPO DISTRIBUTION, INC.

TO THE HONORABLE JUDGE OF PROBATE
IN AND FOR SHELBY COUNTY, ALABAMA

The undersigned, Bradley Flippo, and Jay Brent Cromer, being over the age of twenty-one years, desiring to organize a body corporate under the laws of Alabama, and being the subscribers to the capital stock of the corporation hereby organized, do make, sign and file these Articles of Incorporation:

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1. The name of the corporation shall be Cromer Flippo Distribution, 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 purpose and object and purposes for which the corporation is formed are:
 - a. The transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Alabama;
 - b. The corporation shall have all powers and privileges necessary or required to carry out all lawful business for which corporations may be incorporated under the laws of the State of Alabama.
 - c. To act as a distributor for a national ice cream product manufacturer.
 - d. To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage, or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.
 - e. To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

Bond, Bates, P.C.
4518 Valleydale Rd, Suite 201
Prichard, AL 35242

f. To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage, or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect to letters patent of the United State or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, know now, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

g. To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom.

h. To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any way dispose of shares of stock, bonds or other evidences of indebtedness or securities state or any foreign country and, while the owner thereof, to including the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

i. To enter into, make a perform contracts of every kind for any lawful purpose without limit as to amounts, with andy person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

j. To acquire the good will, rights, assets, and properties and to undertake the whole or any part of the liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquire; to conduct in any lawful manner the hole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in an d about the conduct and management of any such business.

k. To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty or otherwise.

l. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills or exchange, warrants, debentures, and other negotiable or transferrable instruments.

m. To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange or otherwise acquire, hold, own, pledge, transfer or otherwise debenture, notes, script, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement, or cancellation thereof, behalf by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the Board of Directors of the corporation (or any committee authorized to exercise the powers of the board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

n. To act as agent, jobber, broker, or attorney-in-fact in buying, selling and dealing in real and personal property of estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervision, managing and protecting such property and loans and all interest in and claims affecting the same.

o. To purchase, take, receive, redeem, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, script or other securities or evidences of indebtedness, and to hold, sell, transfer, issue any thereof.

p. To enter into any plan or project for the assistance and welfare of its employees.

q. To enter into any legal arrangements for sharing of profits, union or interest, reciprocal concessions, or cooperations, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

r. To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

s. To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefore, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal, of and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, script, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (a) which owns stock in this corporation, or (b) which owns stock in another corporation which owns stock in this corporation, or (c) in which this corporation owns stocks, (d) in which another corporation owns stock which also owns stock in this corporation, or (e) in which any one or more persons who own stock in this corporation also own stock, or (f) which or who has entered into any contractual arrangement corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

t. To carry on any other business in connection with the foregoing.

u. To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either along or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under the laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly 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. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or trust company or the business of insurance in any of its branches.

3. The address of the initial registered office of the corporation in the State of Alabama is 22 Inverness Center Parkway, Suite 620, Birmingham, Alabama 35242, and the name of its registered agent at such address is Jay Brent Cromer.

4. The aggregate number of shares of stock which the corporation shall have authority to issue shall be Ten Thousand shares of common stock with the par value of One Dollar per share. The amount of capital stock with which the corporation shall begin business shall be Two Hundred Dollars consisting of Two Hundred shares of the common stock with the par value of One Dollar per share.

5. a. The names and post offices addresses of the incorporators are:

NAMES

POST OFFICE ADDRESSES

Bradley Flippo

22 Inverness Center Parkway, Suite 620
Birmingham, Alabama 35242

Jay Brent Cromer

22 Inverness Center Parkway, Suite 620
Birmingham, Alabama 35242

b. The number of directors constituting the initial board of directors of the corporation is two (2), and the names and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME OF DIRECTORS

POST OFFICE ADDRESSES

Bradley Flippo

22 Inverness Center Parkway, Suite 620
Birmingham, Alabama 35242

Jay Brent Cromer

22 Inverness Center Parkway, Suite 620
Birmingham, Alabama 35242

6. The period for the duration of the corporation shall be perpetual and infinitum.

a. This corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the board of directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, personal property, or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

b. This corporation may from time to time and at any time issue and sell warrants, in bearer or registered form, or other instruments for the purchase of share of stock of any class of the corporation within such period of time, or without limit as to time, in such aggregate number of shares, and at such price or prices per share, as the Board of Directors may determine. Such warrants or other instruments may be issued separately or in connection with the issues of any bonds, debentures, notes or other evidences of indebtedness or shares of the capital stock of any class of the corporation and for such consideration and on such terms and conditions as the Board of Directors may determine to be desirable.

c. No holder of any stock of this corporation shall be entitled as of right to purchase to purchase or subscribe for any part of the authorized but unissued stock of this corporation, or of any additional stock of any class which may be issued by reason of any increase in the authorized capital stock of this corporation, or of warrants, bond, certificates of indebtedness, debenture, or other securities convertible into stock of this corporation, or carrying any rights to purchase stock of any class. Any such unissued stock or any such additional authorized issue of new stock or of securities convertible into stock

or carrying any rights to purchase stock, may be issued and disposed of pursuant to resolutions of the Board of Directors of this corporation to such persons, firms, corporations, or associations, and upon such terms, as may be deemed advisable by the Board of Directors in the exercise of its discretion.

d. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of records of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificate therefor on such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

e. 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.

f. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of the corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the shareholders of any such corporation, shall apply to this corporation and to every shareholder thereof, to the same extent as if such statute had been enforce at the date of the making and filing of this Certificate of Incorporation.

g. The bylaws of the corporation shall contain additional provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Alabama. The initial bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the terms of any incumbent director. The bylaws may also be amended in

the interim between shareholders' meetings by a majority vote of the Board of Directors, provided, however, that the Board of Directors may not alter, amend or repeal any bylaws establishing the number of directors, the number of directors constituting a quorum at a meeting of the Board of Directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meeting.

h. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute by these Articles of Incorporation. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to fix and determine and to vary the amount of working capital of the corporation to determine; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in. The corporation may, in its bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

i. If at any time the corporation is engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of depletion reserves, but each such dividend shall be identified as a distribution of such reserves and the amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with the distributions thereof.

j. (1) Subject to the provisions of subsection (4) hereof, the corporation shall indemnify and person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees),

judgment, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful. The termination of any action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and , with respect to any criminal actin or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) Subject to the provision of subsection (4) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is was serving at the request of the corporation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligent or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in subsection (1) or (2) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified

against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceedings.

(4) Any indemnification under subsection (1) or (2) shall (unless order by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (1) or (2), as the case may be. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to such claim, action, suit or proceeding, or if such a quorum of disinterested directors so directs, by independent legal council in a written opinion, or by the shareholders.

(5) Expenses (including attorney's fees) incurred in defending a civil or criminal claim, action, suite or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit, or proceeding as authorized in the manner provided in the preceding subsection (4) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

(6) The indemnification provided by this section shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's certificate of corporation, by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

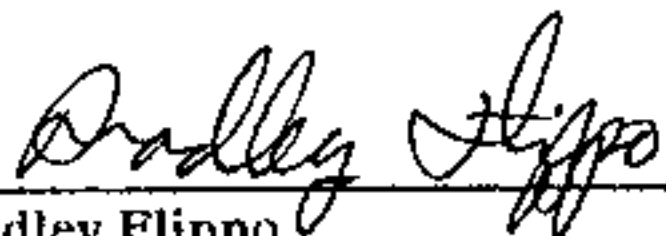
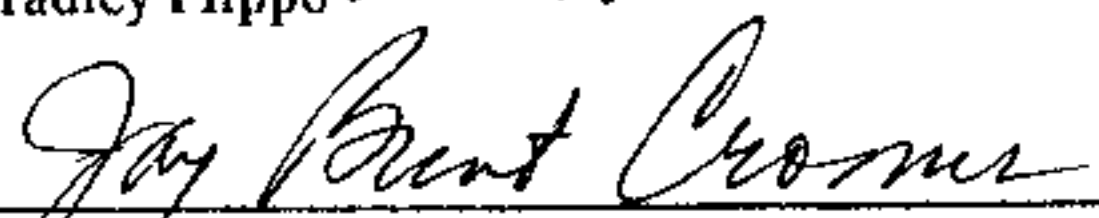
(7) The corporation shall have the power to purchase and maintain insurance on behalf of any

person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provision of this section.

k. No contract or other transaction between this corporation and any person, firm, association, or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the 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 officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to this Certificate of Incorporation this 3rd day of January, 1992.

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Bradley Flippo

Jay Brent Cromer

This instrument was prepared by:

Bradford W. Botes
4518 Valleydale Road
Suite 201
Birmingham, Alabama 35242
(205) 995-8588

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Cromer Flippo Distribution, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Bradford W. Botes, 4518 Valleydale Road, Birmingham, AL 35242 for a period of one hundred twenty days beginning December 2, 1991 and expiring April 1, 1992.

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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.

December 2, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY County

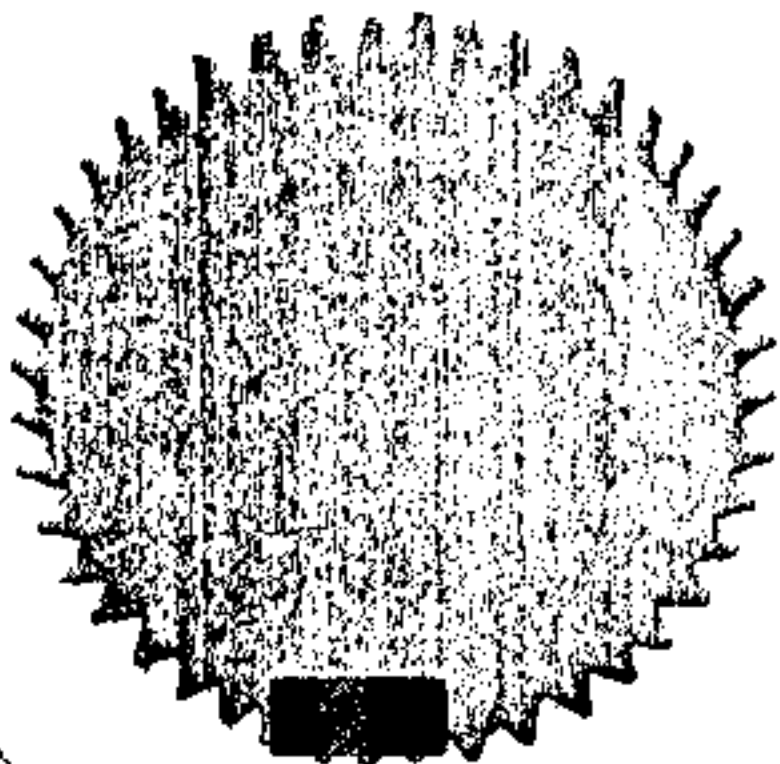
CERTIFICATE OF INCORPORATION OF

CROMER FLIPPO DISTRIBUTION, 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 CROMER FLIPPO DISTRIBUTION, 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 CROMER FLIPPO DISTRIBUTION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of JANUARY, 19 92.



RECEIVED
I CERTIFY THE
INSTRUMENT WAS FILED

92 JAN 13 PM 1:05

Judge of Probate

Thomas A. Snowden, Jr.

Judge of Probate

Recd 35.00
Fees 3.00
38.00