

ARTICLES OF INCORPORATION

OF

BALDWIN'S NURSERY, INC.

STATE OF ALABAMA)
SHELEY COUNTY)

The undersigned, acting as incorporator, for a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST

NAME: The name of the corporation is,

BALDWIN'S NURSERY, INC.

SECOND

DURATION: The period of its duration is perpetual.

THIRD

PURPOSE: The purpose or purposes for which the corporation is organized are: To engage in all aspects of a general wholesale horticultural business including but not limited to, purchasing, planting, growing, propagating and selling trees, shrubs and other plants for landscaping, nursery, and other similar business, and the transaction of any or all lawful business in which corporations may be incorporated under the Alabama General Corporation Code.

FOURTH

CAPITAL STOCK: The total authorized capital stock shall be one thousand and no/100 (\$1,000.00) dollars consisting of one thousand (1,000) shares of stock of the par value of one

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Whaley William
3948 Mountain Rd, Suite 300
Birmingham, AL 35213

and no/100 (\$1.00) Dollar per share. All stock shall be common stock and non-assessable. The amount of capital with which the Corporation will begin business shall be One Thousand and no/100 (\$1,000.00) Dollars consisting of One Thousand (1,000) shares of common stock of the par value of One and no/100 (\$1.00) Dollar per share, all of which shall be paid in.

Prior to the sale and issuance of any of the stock of this Corporation, this Corporation shall adopt a plan to offer and issue said stock in accordance with the terms and provisions of the Internal Revenue Code, Section 1244, so that the holders of said stock will be entitled to the benefits as may from time to time be available under Section 1244.

OFFICE

REGISTERED OFFICE AND REGISTERED AGENT: The address of the initial registered office of the corporation is 626 Bear Creek Road, Sterrett, Alabama 36147, and the name of its initial registered agent at such address is George C. Baldwin, Jr.

STAFF

DIRECTORS: The number of directors constituting the initial Board of Directors of the corporation is two (2), 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:

<u>NAME:</u>	<u>ADDRESS:</u>
GEORGE C. BALDWIN, JR.	626 Bear Creek Road, Sterrett, Alabama 36147
GUENDOLYN R. BALDWIN	626 Bear Creek Road, Sterrett, Alabama 36147

SEVENTH

INCORPORATORS: The name and address of each incorporator is:

NAME:
GEORGE C. BALDWIN, JR.
GWENDOLYN R. BALDWIN

ADDRESS:
6700 Bear Creek Road,
Birmingham, Alabama 35247
6700 Bear Creek Road,
Birmingham, Alabama 35247

Dated this the 8TH day of January, 1982.

George C. Baldwin, Jr.
GEORGE C. BALDWIN, JR.

Gwendolyn R. Baldwin
GWENDOLYN R. BALDWIN

This instrument was prepared by:

WHEELER WILSON
Attorney at Law
3940 Montclair Road, Suite 100
Birmingham, AL 35215
(205) 871-1122

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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:

Baldwin's Nursery, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Wheeler Wilson, 3940 Montclair Road, Birmingham, AL 35213 for a period of one hundred twenty days beginning December 20, 1991 and expiring April 19, 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 20, 1991

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

BALDWIN'S NURSERY, 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 BALDWIN'S NURSERY, 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 BALDWIN'S NURSERY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 15th day of JANUARY, 19 92.

Thomas A. Snowden Jr.

Judge of Probate

92 JAN 15 PM 2:59

Rec 35.00
Jud 3.00
38.00

