

SHELBY COUNTY

OF

KNOW ALL MEN BY THESE PRESENTS,

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SHELBY COUNTY JUDGE OF PROBATE
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Inst # 1997-08218

SECOND: The period of its duration of this corporation is perpetual.

(a) To engage in the practice of landscape architecture; to consult, plan, design, supervise, investigate, implement, and research the development of land areas; to preserve, enhance, or determine the proper naturalistic and esthetic use of the land's features and planting; to plan, design; and investigate settings and approaches to structures; to plan and design natural drainage; and to solve problems relating to erosion, wear, tear, and other hazards. To purchase, acquire, hold, sell, exchange, raise, propagate, cultivate, or otherwise deal with or dispose of plants, trees, shrubs, and other nursery products.

(c) To buy, sell, mortgage, rent, improve, exchange, and otherwise acquire, hold,

dispose of and deal in real property, both improved and unimproved; to build, repair, and alter houses and other buildings thereon and to manage, develop, improve and subdivide, either into residential or business subdivisions, real property.

(d) To undertake and carry on any business, transactions, or operation commonly undertaken or carried on by manufacturers, processors, financiers, and contractors, and generally to enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, contracts, undertakings and operations.

(e) To raise money by the issuing of shares and otherwise, to borrow money for its corporate purposes, and to make, accept, endorse, guarantee, execute and issue bonds, bills of exchange and other obligations, and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property held by it, and to invest money so raised, borrowed or otherwise obtained in carrying out the objects of the corporation heretofore enumerated.

(f) To carry on any or all of its operations and business and to promote its objects within the State of Alabama or elsewhere, without restrictions as to place or amount, and to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in company with others.

(g) And generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama; and in addition to the objects stated aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

The objects and purposes specified in each subparagraph of Paragraph Third shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other subparagraphs of Paragraph Third, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing this Paragraph Third are used in their broadest sense and shall be so construed. Nothing herein

contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100, consisting of one class of common stock with the par value of \$10.00 per share.

FIFTH: Provisions for the regulation of internal affairs of the corporation are: None.

SIXTH: The address of the initial registered office of the corporation is 6048 Woodvale Road, Helena, Alabama 35080, and the name of its initial registered agent at such address is Stephen W. Hutchens.

SEVENTH: The number of its 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 the shareholders or until their successors are elected and shall qualify are:

Stephen W. Hutchens
6048 Woodvale Road
Helena, Alabama 35080

Christine L. Hutchens
6048 Woodvale Road
Helena, Alabama 35080

EIGHTH: The name and address of each incorporator is:

Stephen W. Hutchens
6048 Woodvale Road
Helena, Alabama 35080

NINTH: The names and addresses of the initial officers of the corporation are as follows:

Stephen W. Hutchens - President
6048 Woodvale Road
Helena, Alabama 35080

Christine L. Hutchens, Secretary-Treasurer
6048 Woodvale Road
Helena, Alabama 35080

TENTH: (A) The Board of Directors shall have power to alter, amend and repeal the by-laws of the Corporation or adopt new by-laws for the corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend, or repeal any by-law which establishes the number of directors, the time or place of stockholders' meeting, or what constitutes a quorum at such stockholders' meetings, or which was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(B) The stockholders may alter, amend, repeal the by-laws of the Corporation or adopt new by-laws for the Corporation at any annual meeting or at a special meeting called for the purpose, and all by-laws made by the directors may be altered or repealed by the stockholders.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands and seal on this 17th day of March, 1997.

 (SEAL)
Stephen W. Hutchens (Incorporator)

STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, 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:

Magnolia Hills Landscaping, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Conrad Fowler, P O Box 587, Columbiana, AL 35051 for a period of one hundred twenty days beginning February 27, 1997 and expiring June 28, 1997.



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.

February 27, 1997

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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