

**ARTICLES OF INCORPORATION
OF
BRENNAN PROPERTIES
(An Alabama S Corporation)**

ARTICLE I

The name of the corporation shall be **Brennan Properties, Inc.** (hereinafter the "Corporation"). An S Corporation as defined under the Alabama Business Corporation Act.

**ARTICLE II
DURATION**

The period of duration of the corporation shall be **perpetual**.

**ARTICLE III
PURPOSES**

The primary purposes for which the corporation is organized include but are not limited to:

- (a) To operate a home and garden retail/wholesale shop and gift store and to grow, purchase, sell or distribute any plants, shrubs, trees or any growing thing, seeds, soil, fertilizer, chemicals, pesticides, containers, landscape materials or any other products or services incidental to the primary purpose of the corporation.
- (b) To purchase or sell any products or services incidental to the primary purpose of this business organization.
- (c) To include the performance of such other acts and things consistent with the aforesaid purposes for which the corporation is organized, as are necessary for or incidental to the accomplishment of these purposes,
- (d) To include the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, Ala. Code § 10-2A-1, et seq. (1975).

**ARTICLE IV
STOCK**

The aggregate number of shares which the corporation shall have authority to issue is 3,000 (Three thousand). The par value of each such share shall be \$1.00 (one dollar). All of such shares shall be without par value.

ARTICLE V STOCK CLASSES

The corporation shall have one class of stock which shall be common stock.

ARTICLE VI PREEMPTIVE RIGHTS

No shareholder entitled to vote for the election of directors shall have the preemptive right to purchase his proportion of the issuance of any class of shares, including treasury shares, according to the proportion of his holdings of such class of shares at any time in which shares of such class are offered for purchase.

ARTICLE VII VOTING

Not less than 1/3 (one third) majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. Each outstanding share, regardless of class, shall be entitled to one vote, which vote shall not be cumulative, on each matter submitted to a vote at a meeting of the shareholders. Except as otherwise required by law, the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE VIII DIRECTORS AUTHORITY

All corporate powers shall be exercised by or under authority **Brennan Properties, Inc.**, and the business and affairs of the corporation shall be managed under the direction of its board of directors, except that any authority to set salaries of the Board or corporate officers shall be exercised or performed by the Finance Committee of the Board and shall be approved by the shareholders at the annual meeting.

ARTICLE IX DISTRIBUTION FROM CAPITAL SURPLUS

The Board may, from time to time, distribute to its shareholders out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provision:

- (1) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent;
- (2) No such distribution shall be made to the holders of any class of shares unless all cumulative dividends accrued on all preferred or special classes of shares entitled to preferential dividends shall have been fully paid;

(3) No such distribution shall be made to the holders of any class of shares which would reduce the remaining net assets of the corporation below the aggregate preferential amount payable in event of involuntary liquidation to the holders of shares having preferential rights to the assets of the corporation in the event of liquidation; and

(4) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the shareholders receiving the same concurrently with the distribution thereof.

ARTICLE X REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the corporation and the name of its initial registered agent at that address shall be:

✓ Cheryl G. Brennan
40 Crossbrook Lane
Chelsea, Alabama 35043

ARTICLE XI DIRECTORS

Directors shall be natural persons who are residents of the State of Alabama and shareholders in the corporation. The number of directors constituting the initial Board shall be three (3). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors be elected and qualify are:

Name:	Cheryl G. Brennan
Address:	40 Crossbrook Lane Chelsea, AL 35043

Name:	Bobbie J. Guyton
Address:	2400 Corondo Drive Birmingham, AL 35226

Name:	Daniel M. Brennan, Jr.
Address:	40 Crossbrook Lane Chelsea, AL 35043

**ARTICLE VII
INCORPORATORS**

The name and address of each incorporator of the corporation

Name: Cheryl G. Brennan
Address: 40 Crossbrook Lane
Chelsea, AL 35043

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation on this 21st day of January 1998 is

Incorporator: Cheryl G. Brennan
Cheryl G. Brennan

**STATE OF ALABAMA
COUNTY OF SHELBY:**

I, Gayla D. Kuykendall, a notary public in and for said County in said State, hereby certify that Cheryl G. Brennan, whose name is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, being informed of the contents of the document, she executed the same voluntarily.

Given under my hand this the 21st day of January, 1998.

Gayla D. Kuykendall
NOTARY PUBLIC

My commission Expires: 07-08-2001

(Notarial Seal)

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:

Brennan Properties, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Cheryl Brennan, 40 Crossbrook Lane, Chelsea, AL 35043 for a period of one hundred twenty days beginning January 14, 1998 and expiring May 15, 1998.

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.

January 14, 1998

Date



Jim Bennett

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

Secretary of State

Inst # 1998-02097

01/21/1998-02097
11:37 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MEL 90.00