

THIS INSTRUMENT PREPARED BY:
Roy F. King, Jr., Esquire
100 Centerview Drive, Suite 180
Birmingham, Alabama 35216

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF
SHELBY SOD COMPANY, INC.

Inst # 2000-25398
07/28/2000-25398
10:40 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MMS 90.00

The undersigned, acting as incorporator of a Corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is Shelby Sod Company, Inc.

SECOND:

- (a) The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of Common Stock of the par value of One Dollar (\$1.00) per share.
- (b) All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation,
 - (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and
 - (ii) the right to receive the net assets of the Corporation upon dissolution.

THIRD: The address of the initial registered office of the Corporation is 2455 Dead Hollow Road South, Harpersville, Alabama 35078, and the name of its initial registered agent at such address is Peter C. Winford.

FOURTH: The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Peter C. Winford	343 Creekside Drive Harpersville, AL 35078

FIFTH: The name and address of the person who is to serve as initial Director is:

<u>Name</u>	<u>Address</u>
Peter C. Winford	343 Creekside Drive Harpersville, AL 35078

SIXTH: The purposes for which the Corporation is organized are as follows:

- (a) To engage in the business of commercial landscaping and development.
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, and administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (g) To lend money, invest and reinvest its funds and take and hold real property as security for the payment of funds so loaned or invested; and
- (h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

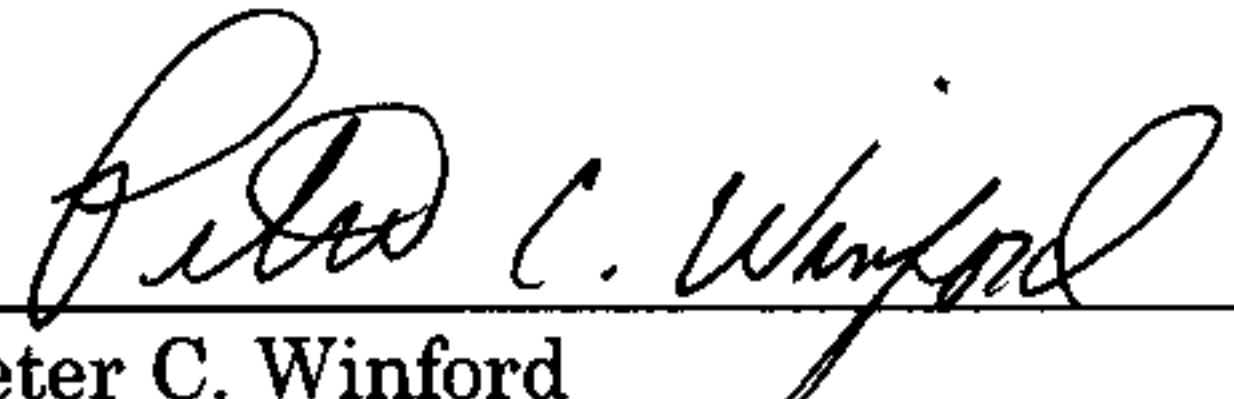
SEVENTH: No Shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

EIGHTH: A Director of the Corporation shall have no liability to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director except liability for (a) the amount of financial benefit received by the Director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or Shareholders; (c) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (d) an intentional violation of criminal law; or (e) a breach of the Director's duty of loyalty to the Corporation or its Shareholders.

NINTH: The period of the Corporation's duration is perpetual.

TENTH: The right to adopt the initial Bylaws of the Corporation is reserved to the Shareholders. The Board of Directors of the Corporation is expressly authorized to alter, amend, or repeal the Bylaws; but the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the Shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the Shareholders is given; and provided, that only the Shareholders may approve any Bylaw amendment that increases or decreases by more than thirty (30) percent the number of Directors of the Corporation last approved by the Shareholders.

DATED: July 24, 2000.



Peter C. Winford

(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:

Shelby Sod Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Roy King, 100 Centerview Drive Ste 180, Birmingham, AL 35216 for a period of one hundred twenty days beginning July 20, 2000 and expiring November 18, 2000.



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.

July 20, 2000

Date

A handwritten signature in black ink that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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