

**ARTICLES OF INCORPORATION  
OF  
TOPSOIL, INC.**

Inst # 2001-00326  
01/04/2001-00326  
11:31 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
011 CJ1 105.00

**ARTICLE I**

The name of the corporation is Topsoil, Inc.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The nature of the business and the objects and purposes for which this corporation is formed and the powers with which it is cloaked will include the following specifically set out and the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama:

1. To engage in the business of selling topsoil to commercial and residential customers, and all business incidental or in any way connected therewith.

2. To acquire by lease, purchase, gift, devise, contract, concession, or otherwise and to hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, convey any and all tools, materials, fixtures, machinery, office supplies and equipment of whatever nature

necessary of incident to the business aforesaid owned presently and/or to be owned in the future by said corporation.

3. To purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge or otherwise encumber or dispose of or generally deal and trade in and with, both within and without the State of Alabama, and in any part of the world, property of every kind, nature and description.

4. To enter into, make and perform contracts of every kind and description and with any person, firm, association or corporation, municipality, body politic, country, territory, state, government, or colony or dependency thereof.

5. To acquire, and to make payment therefore in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management thereof.

6. To underwrite, subscribe for, purchase, invest in, or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, debentures, mortgages and other evidences of indebtedness, and obligation of any corporation, association, partnership,

syndicate, entity, person or governmental, municipal or public authority, domestic or foreign and evidence of indebtedness and obligations, and, while the owner or holder of any such to exercise all the rights, powers, and privileges of ownership in respect thereof, and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidence of any interest in respect thereof.

7. To borrow or raise money for any of the purposes of the corporation, without limit as to the amount, and in connection therewith, to grant collateral or other security, either alone or jointly with any other person, firm, or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Alabama; to lend and advance money, extend credit, take notes, open accounts, and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

8. To purchase or otherwise acquire, hold, sell, pledge, transfer, or otherwise dispose of shares of its own capital stock, provided that the funds or property of the corporation shall not be used for the purpose of its own shares of capital stock when such use would cause any impairment of the capital of the corporation and provided further that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

9. To have one or more offices, conduct and carry on its business and operations and promote its objects within and without the State of Alabama, in other states, the District of Columbia, the territories, colonies and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

10. In general, 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, within or without the State of Alabama, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden, and with all the powers conferred upon corporations by the laws of the State of Alabama.

11. It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this Article III of this Certificate of Incorporation shall, except where otherwise specified, be no wise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in the Certificate of Incorporation, but that the objects, purposes, and powers and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Alabama now or hereafter in effect, or impliedly by any reasonable construction of said law.

#### ARTICLE IV

The aggregate number of shares of capital stock which the corporation shall have to issue is 4,000 shares of common stock with a par value of \$1.00 per share. The number of shares issued shall be 1,000, all of which shall be paid for.

#### ARTICLE V

The mailing address and office location of the initial registered office of the corporation is 4000 Fowler Lake Road, Birmingham, Alabama 35242. The name of the registered agent at such address is Robert G. Grimes.

#### ARTICLE VI

The Board of Directors shall consist of a minimum of two members. The names and addresses of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Robert G. Grimes	416 Greystone Glen Circle Birmingham, AL 35242
Charles Vann	5127 Split Rail Trail Birmingham, AL 35244

#### ARTICLE VII

The names and addresses of the incorporators of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert G. Grimes	416 Greystone Glen Circle Birmingham, AL 35242



Charles Vann

5127 Split Rail Trail  
Birmingham, AL 35244

#### ARTICLE VIII

The names and post office addresses of the initial stockholders and number of shares of stock subscribed are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Robert G. Grimes	416 Greystone Glen Circle Birmingham, AL 35242	500
Charles Vann	5127 Split Rail Trail Birmingham, AL 35244	500

#### ARTICLE IX

Each shareholder shall have a preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

#### ARTICLE X

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

## ARTICLE XI

The names and post office addresses of the officers chosen for the first year are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Charles Vann	President	5127 Split Rail Trail Birmingham, AL 35244
Robert G. Grimes	Secretary	416 Greystone Glen Circle Birmingham, AL 35242

## ARTICLE XII

The corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act may have and exercise. Without in any way limiting the foregoing, this corporation shall have the power 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 stock, or (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 pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations, evidences of indebtedness, or 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.

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 4<sup>th</sup> day of January, 2001.

Charles Vayn  
[Signature]



STATE OF ALABAMA

ST. CLAIR COUNTY

Before me, the undersigned authority, a Notary Public in and for said County, in said State, personally appeared Charles Vann and Robert G. Grimes, known to me to be the persons whose names are subscribed to the above instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this the \_\_\_\_\_ day of \_\_\_\_\_, 2001.

Sanja K. Hansen  
Notary Public

My commission expires: 6/1/02

# 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:

Topsoil, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Billy R Weathington, PO Box 310, Moody, AL 35004 for a period of one hundred twenty days beginning November 29, 2000 and expiring March 30, 2001.



**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.**

November 29, 2000

Date

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

Jim Bennett

Secretary of State

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