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Shelby Cnty Judge of Probate, AL
07/06/2006 02:45:49PM FILED/CERT

Prepared by:
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The Secretary of the Corporation may appoint a Custodian of this and any other Corporate records. This Instrument and all collateral documents or instruments in any way related to this Instrument, including, without limitation, amendments, reports, accountings, etc., may be archived on computer readable media without the necessity for any individual or entity to retain or maintain an "original" signed copy of any such instrument. A copy of any instrument printed from a digital image of an "original" shall be treated as an original in all respects subject to confirmation by the Custodian that the "printing" in question is true and accurate in all respects. The Custodian shall be released and discharged of any liability whatsoever and arising by reason of his/its status as Custodian to include the loss of records under any circumstances whatsoever and the Company shall defend, indemnify and hold such Custodian harmless, of and from, any claims, losses, costs, damages or expenses of any nature whatsoever and in any way related to or arising from the status of such individual or entity as Custodian or his/its activities as such Custodian.

ARTICLES OF INCORPORATION

OF

ROCK BAGS, INC.

For the purpose of forming a corporation pursuant to the Alabama Business Corporation Act (hereinafter the "Act"), the undersigned does hereby sign and adopt these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of Shelby County, the existence of a corporation (hereinafter referred to as the "Corporation"), under the name set forth in Section 1.01 of Article 1 hereof, shall commence.

Article 1. Statutory Requirements.

1.01 Name. The name of the Corporation shall be "Rock Bags, Inc."

1.02 Duration. The duration of the Corporation is perpetual.

1.03 Purposes, Objects & Powers. The purposes, objects and powers of the Corporation are:

(a) To engage in the production and sale of erosion control devices and all activities and functions related or ancillary thereto.

(b) To carry on any and all lawful aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to corporations by the State of Alabama.

1.04 Shares.

(a) **Authorized Shares.** The aggregate number of shares the Corporation is authorized to issue shall be 1,000 shares of Common Stock of the par value of \$1.00 per share.

(b) Unissued Shares. No shareholder of the Corporation shall have any preemptive right to acquire any unissued shares of the Corporation of any class now or hereafter authorized, or any securities convertible into, or exchangeable for, any such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments are now, or shall hereafter be, authorized, unissued or issued and thereafter acquired by the Corporation.

(c) Restrictions on Transfer of Shares. The bylaws of the Corporation, an agreement among shareholders of the Corporation or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate of certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction.

(d) Initial Shareholders. The initial shareholders of the Corporation shall be:

Bobby L. Bynum	1000 Shares
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1.05 Initial Registered Agent & Office. The Corporation's initial registered agent and office shall be:

Registered Agent

Bobby L. Bynum

Registered Office

3477 Indian Lake Way
Pelham, Alabama 35124

1.06 Incorporator. The name and address of the sole incorporator is:

Name

Bobby L. Bynum

Address

3477 Indian Lake Way
Pelham, Alabama 35124

1.07 Directors. The number of directors constituting the initial Board of Directors shall be one (1). After the first annual meeting of shareholders, or a meeting specifically in lieu thereof, the number of directors shall be as set forth in, or as determined in accordance with, the Bylaws. The name and address of the person who is to serve as the director until the first annual meeting of shareholders or until such person's successor is elected and qualifies, except as otherwise provided

in Section 2.02, is:

<u>Name</u>	<u>Address</u>
Bobby L. Bynum	3477 Indian Lake Way Pelham, Alabama 35124

Article 2. Internal Affairs.

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and the shareholders are hereby adopted:

2.01 Bylaws. The initial Bylaws of the Corporation shall be adopted by the shareholders. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the Bylaws; provided, however, that the Board of Directors may not alter, amend or repeal any bylaw or resolution of the shareholders establishing the number of directors (except that the Board of Directors shall have the power to fix or change the number of directors as set out in Section 2.02 below), the time or place of shareholders' meetings, or what constitutes a quorum at shareholders' meetings, or any bylaw or resolution that was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation of the business and regulating the affairs of the Corporation that is not inconsistent with law or these Articles of Incorporation.

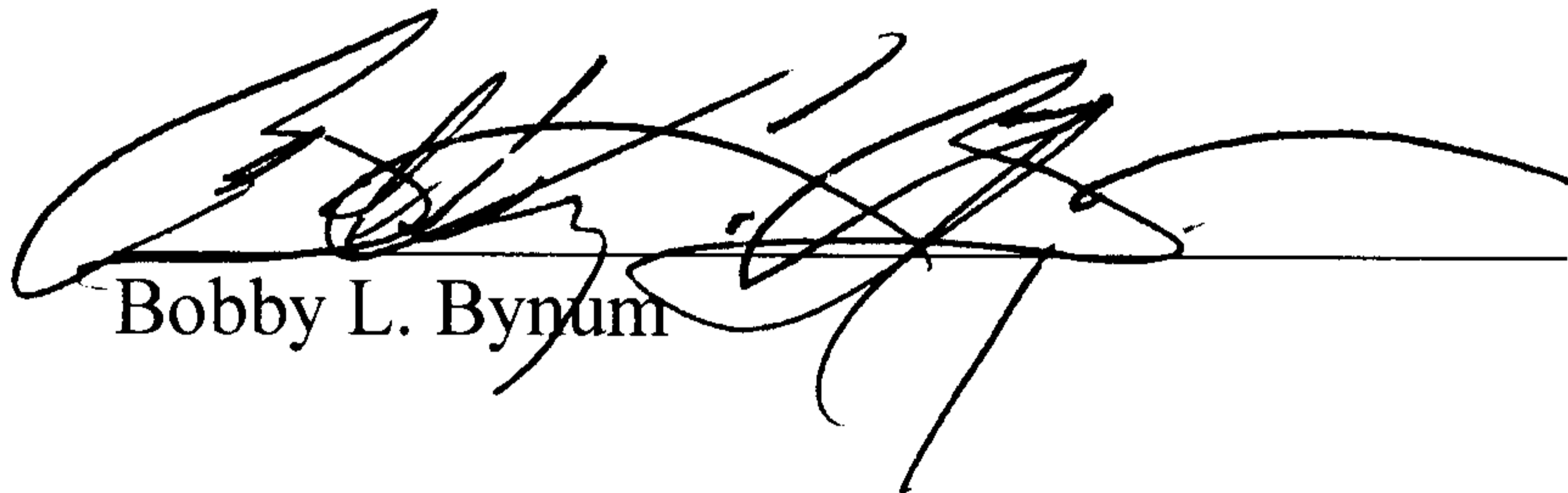
2.02 Exercise of Corporate Power. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in these Articles of Incorporation or in an agreement authorized under the Act. The number of directors comprising the initial Board of Directors shall be as set forth in Section 1.07 above. The number of directors of the Corporation shall be fixed from time to time in the manner provided in the Bylaws, or, in the absence of such a bylaw, the number of directors shall be one (1). The number of directors may be increased or decreased from time to time by amendment to the Bylaws or in the manner provided for therein, provided that the Board of Directors may not, and only the shareholders may, increase or decrease by more than 30% the number of directors last approved by the shareholders.

2.03 Individual Liability. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except liability for (a) the amount of a financial benefit received by director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) voting for or assenting to any unlawful distribution, as defined in 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. If the Act is hereafter amended to further eliminate or limit the

liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended Act or any successor statute thereto.

2.04 Amendments To Articles. The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon shareholders at any time are granted subject to this reservation. Any such amendment for which voting by voting group is required by the Act shall be effective only if each voting group approves in addition to approval of all shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this the 5th day of July, 2006.


Bobby L. Bynum

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Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

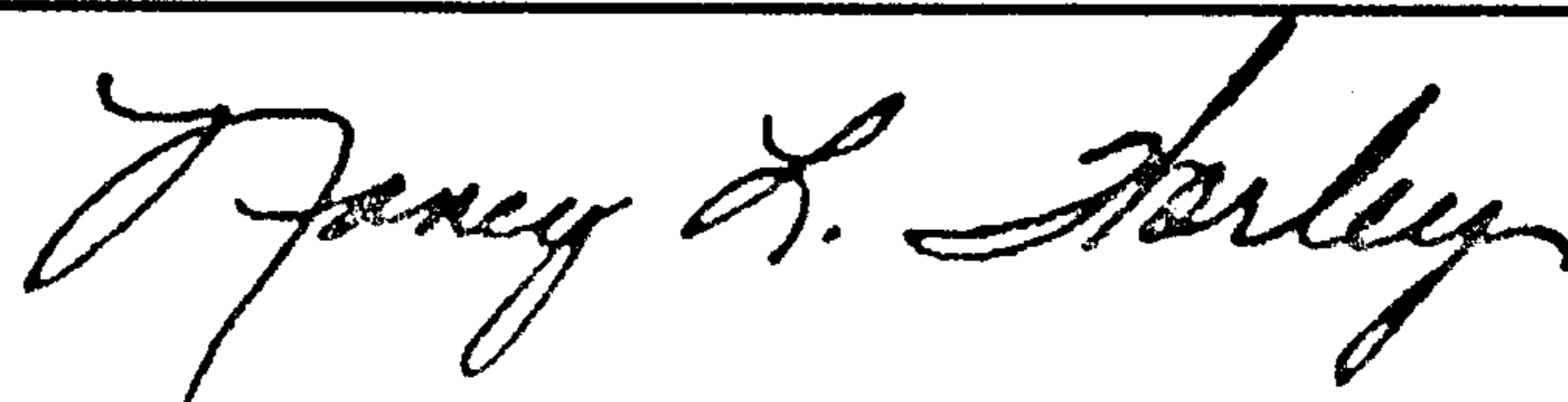
Rock Bags, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Bobby Bynum, 1240 First St N Ste 209, Alabaster, AL 35007 for a period of one hundred twenty days beginning June 27, 2006 and expiring October 26, 2006.

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.

June 27, 2006

Date



Nancy L. Worley

Secretary of State

