


STATE OF ALABAMA

COUNTY OF SHELBY


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Shelby Cnty Judge of Probate, AL
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Articles of Incorporation

Of

Heavenly Harvest Foods, Inc.
A Non-Profit Corporation

Pursuant to the provisions of the Alabama Non-Profit Business Corporation Act, the undersigned, as incorporators, hereby adopt the following Articles of Incorporation:

Article I
Name

The name of the corporation is: **Heavenly Harvest Foods, Inc.**

Article II
Duration

The duration of the corporation is **perpetual**.

Article III
Purpose/Activity

The corporation has been organized for the following purpose(s):

1. The corporation is organized for the purpose of assisting personnel employed in public service sector;
2. The primary activity of the corporation shall be to provide public service personnel with quality food at prices substantially less than retail, and to encourage these public servants during the present difficult time;

3. The corporation may engage in any charitable, literary, educational, or religious activity in the furtherance of these ends within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law, but is specifically prohibited from carrying on activities which are not in furtherance of one or more purposes, exempt by law.
4. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

Article V
Registered Office/Agent

The location and mailing address of the initial registered office shall be Heavenly Harvest Foods, Inc., 5184 Caldwell Mill Road, Suite 204-351, Hoover, Alabama 35244, and its registered agent at such address is Mr. Leslie V. Moore, whose written consent to such appointment is shown at the end of the articles of incorporation.

Article VI
Board of Directors

All of the corporate powers of the corporation shall be vested in a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The Board of Directors shall elect its own officers in accordance with the method of election as determined by the By-Laws of the corporation. The officers of the corporation shall serve at the pleasure of the Board of Directors and may be members of the Board of Directors themselves. Additional Directors may be elected to the Board of Directors upon the approval of a majority of the then existing Board of Directors. A Director may be removed from the Board of Directors upon approval of a majority of the then existing Board of Directors. A Director shall possess the qualifications set forth in the By-Laws in order to serve or to continue serving as a Director. The number and qualifications of Directors may be changed or amended from time to time only by a majority vote of the then existing Board of Directors; however, under no circumstance shall the number of Directors be reduced below three (3).

The number of the initial Board Directors is five (5). The names and addresses of the initial Board of Directors who shall serve until their successors are duly qualified and elected are:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Leslie V. Moore	5184 Caldwell Mill Road Ste 204-351 Hoover, AL 35244
Paige Conner	3575 Ballybandon Ct. Cumming, GA 30040
Whitney Moore	1425 Oakridge Dr Birmingham, AL 35242
Thomas L. Morrison	1020 9 th Avenue SW, Ste 125 Bessemer, AL 35022
Brian Ray	#9 Old Tree Road Dadeville, AL 36853

Article VII
Incorporators

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Leslie V. Moore	5184 Caldwell Mill Road Ste 204-351 Hoover, AL 35244

Article VIII
No Private Inurement

No part of the net earnings of the corporation shall ever inure to the benefit of any donor, member, director or officer of the corporation or any private individual, and no donor, member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article III hereof.

Article IX
Protection of Tax Exempt Status

The corporation shall not participate in, or undertake, any activity or transactions that is in violation of Section 501 (c) (3) of the Internal Revenue Code or laws of the State of Alabama as they relate to non-profit corporations.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or its successor.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or its successor.

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or its successor.

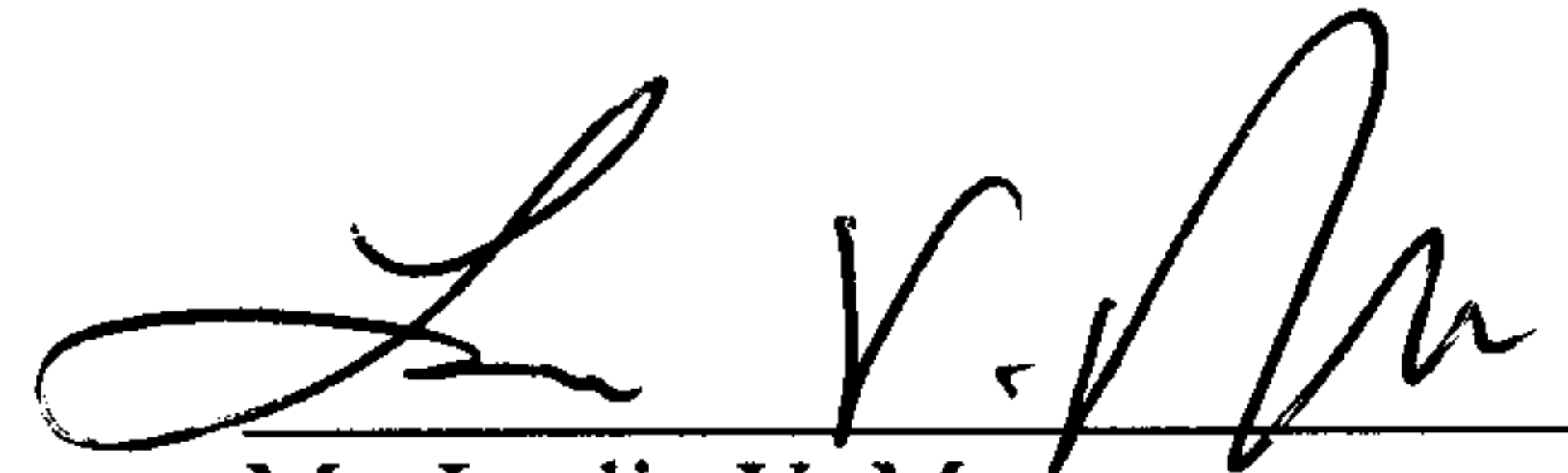
The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or its successor.

The Corporation shall not accept any gift or grant if it contains conditions that would restrict or violate any of the charitable or educational purposes under which the charitable or educational purposes under which the Corporation holds its tax-exempt status, nor shall the Corporation accept any gift or grant which would require the Corporation to serve a private as opposed to public interest.

Article X
Distribution upon Dissolution

Upon the dissolution of the corporation, any assets of the corporation shall be distributed to one or more organizations recognized by the Internal Revenue Service as one organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate Court of the country in which the principal office or the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS THEROF, the undersigned incorporator has executed these Articles of Incorporation, on this, the 12th, day of April, 2010.



Mr. Leslie V. Moore
Incorporator

THIS INSTRUMENT PREPARED BY:

Thomas L. Morrison, CPA

**CONSENT TO APPOINTMENT
AS
REGISTERED AGENT**

Effective Date: April 9, 2010

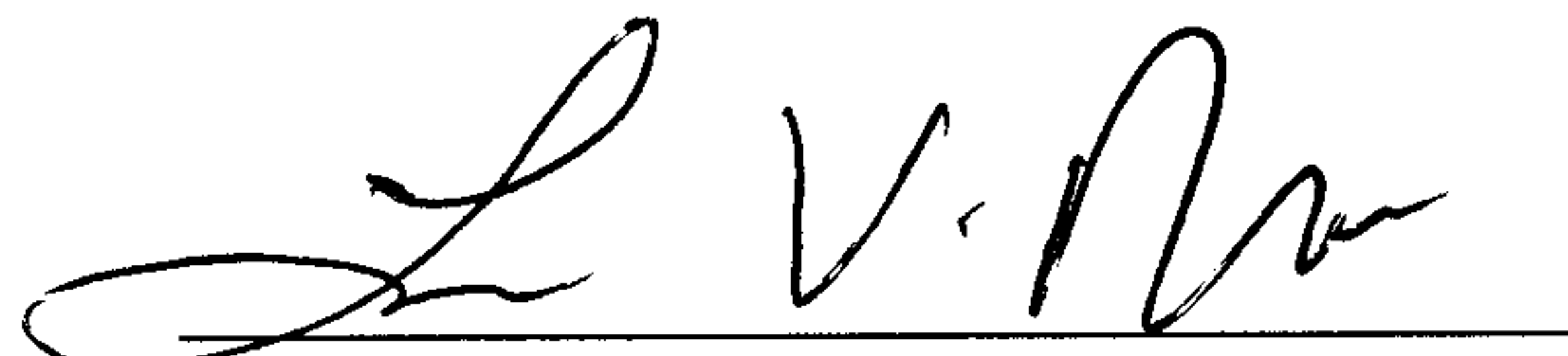
Registered Agent: Leslie V. Moore
5184 Caldwell Mill Road
Suite 204-351
Hoover, Alabama 35244
888-992-7778

For: Heavenly Harvest Foods, Inc.

I, Leslie V. Moore, voluntarily consent to serve as the registered agent for Heavenly Harvest Foods, Inc. as of the effective date first written above.

I am familiar with and understand the duties of a registered agent as set forth by the State of Alabama.

This the 9th day of April, 2010.


Leslie V. Moore

State of Alabama
Shelby County

Certificate of Corporation

Of

HEAVENLY HARVEST FOODS, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of

HEAVENLY HARVEST FOODS, INC.

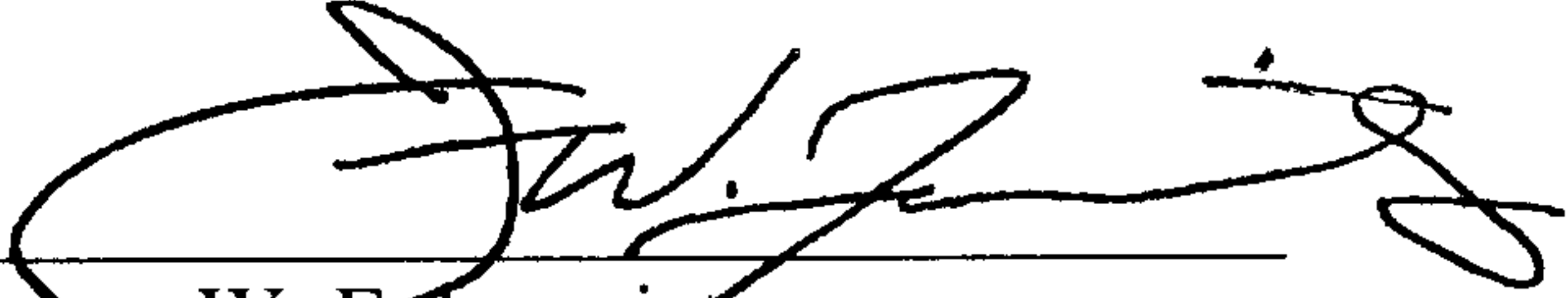
duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of

HEAVENLY HARVEST FOODS, INC.

and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 12th day of
April, 2010


James W. Fuhrmeister
Judge of Probate

