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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tri-State Cattlemen's Market, Inc.

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Signature

Requested by:

Name

Date

Time

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- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
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- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRI-STATE CATTLEMEN'S MARKET, INC.
A FLORIDA CORPORATION**

The undersigned, in order to form a corporation under and pursuant to the Laws of the State of Florida, hereby adopt the following Articles of Incorporation:

1. **NAME:** The name of the corporation is:

TRI-STATE CATTLEMEN'S MARKET, INC.

2. **PERIOD OF DURATION:** The period for the duration of the corporation shall be perpetual.

3. **PURPOSES:** The purpose for which this corporation is organized is the ownership and operation of a stockyard, to buy, sell and deal in all classes and description of livestock, and the transaction of any and all lawful businesses for which corporations may be incorporated under the Florida Business Corporation Act.

4. **AUTHORIZED SHARES:** The aggregate number of shares of stock which the corporation shall have the authority to issue shall be One Thousand (1000) shares of stock of the par value of One (\$1.00) Dollars per share.

5. **RESTRICTIONS ON TRANSFER OF STOCK:** All issued shares of stock of this corporation shall be subject to the following restriction on transfer; and all such shares shall refer to the provisions of this section, acknowledging that their transfer is restricted:

- (a) For purposes of this Paragraph 5:

(i) A shareholder desiring to sell or otherwise transfer, give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offeror";

(ii) A shareholder or non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree"; and

(iii) The shareholders, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the "optionee(s)".

(b) Any shareholder in this corporation may, sell, or otherwise transfer, his or her stock herein, in whole or in part, to other shareholder of this corporation, in proportionate shares equal to their existing interests in the corporation, or to the corporation itself.

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree the following procedure shall be followed:

(i) The offeror shall furnish and deliver to the corporation and to the optionee, at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated.

(ii) The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (i) hereinabove.

(iii) The corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionee(s), at each of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the corporation bears to the total percentage of all stock interest in the corporation held by all the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.

(iv) If the corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

(v) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph 5.

(vi) If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all of the terms, conditions, and restrictions of this Paragraph 5 of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchaser pursuant to said original offer shall terminate.

6. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address are:

**REGISTERED OFFICE
AND REGISTERED AGENT
AT SUCH ADDRESS**

John Shannon Edwards
2154 Corinth Road
Westville, FL 32464

**MAILING ADDRESS OF
REGISTERED OFFICE**

2154 Corinth Road
Westville, FL 32464

7. INITIAL BOARD OF DIRECTORS: The initial board of directors shall consist of two persons. The name and addresses of the persons who shall serve as directors until the first annual meeting of shareholders of the corporation, or, until the successors to such directors are elected and qualified are:

NAME

ADDRESS

John Shannon Edwards

2154 Corinth Road
Westville, FL 32464

Charles Shon Edwards

30043 Edwards Rd.
Florala, AL 36442

8. INCORPORATORS: The name and address of the incorporator is:

NAME

ADDRESS

John Shannon Edwards

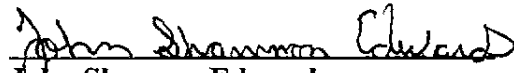
2154 Corinth Road
Westville, FL 32464


Charles Shon Edwards

30043 Edwards Rd.
Florala, AL 36442

9. INDEMNIFICATION: The corporation shall indemnify any person who was, or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually or reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by law, in such cases made and provided, upon such determination having been made as to his good faith and conduct as is required by said law in such cases made as provided. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of the law in such cases made and provided, upon receipt of the statement by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

EXECUTED ON THIS 11th day of December, 2005.


John Shannon Edwards
Incorporator


Charles Shon Edwards
Incorporator

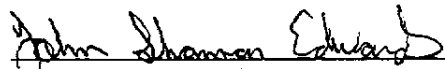
STATE OF ALABAMA

GENEVA COUNTY


BEFORE ME, the undersigned authority, personally appeared John Shannon Edwards, who being by me first duly sworn, deposes and says as follows: The following persons have subscribed to the following number of shares of stock of Tri-State Cattlemen's Market, Inc., a proposed Florida corporation.

NAME OF SUBSCRIBER	NO. OF SHARES	CONSIDERATION
John Shannon Edwards	500	\$500.00
Charles Shon Edwards	500	\$500.00

I further certify that of the subscriptions as hereinabove set forth, each has been paid in full for such shares of stock as set opposite the respective name of each subscriber.


John Shannon Edwards

Sworn to and subscribed before me this 16th day of December, 2005.


Notary Public
My commission expires: 8/17/09

Having been named as resident registered agent and to accept service process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


John Shannon Edwards