

ARTICLES OF INCORPORATION

OF

EDDIE'S PLACE, INC.

A CLOSE CORPORATION

**PURSUANT TO THE PROVISIONS OF SECTION 10-2A-300, et seq.,
CODE OF ALABAMA (1975)**

Inst # 1993-40940

12/21/1993-40940

10:14 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

90.00

009 MCD

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under the laws of the state of Alabama, do hereby adopt the following articles of incorporation for such corporation.

FIRST: NAME: The name of the corporation is EDDIE'S PLACE, INC., and the Corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation. The Corporation shall be a Close Corporation pursuant to the provisions of Section 161, et seq., of the Alabama Business Corporation Act [Section 10-2A-300, et seq., Code of Alabama (1975)].

SECOND: PURPOSES: The purposes for which the corporation is organized are:

To carry on a general business in the various fields of restaurant/food service, including buying and selling food and food service products, at retail and wholesale, and every other activity authorized a corporation by the Code of Alabama.

To do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with any other corporation, forms, or individuals, and to do every act or acts, thing or things, incidental to or growing out of or in connection with the aforesaid business or powers, or any part of parts thereof; provided, the same is not inconsistent with the laws under which this corporation is organized.

To borrow money, and to make and issue notes bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of, and deal in lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise, dispose of, or turn to account or deal with, all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company.

To purchase acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and real and personal property of every name and nature, including stocks and securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

To protect the products of the corporation by trademarks, trade-names or any distinguishing names or titles, and to acquire and take over, lease, grant leases on, to receive and grant licenses and other privileges on, and in connection with, any trademarks, patents or patent rights, processes, formulae, advertising matter, packaging methods and packages, and any and all other apparatus, rights, methods, names, selling devices and advertising matter which may from time to time be useful or convenient in promoting and protecting the preparation, advertising and sale of any and all goods and merchandise which may at any time be purchased, manufactured, handled or sold by the corporation.

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description.

The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the state of Alabama, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

THREE: REGISTERED OFFICE AND REGISTERED AGENT The location and mailing address of the corporation's initial registered office shall be 8123 Main Street, in the City of Calera, county of Shelby, State of Alabama, 35040, and the name of the Corporation's registered agent at such address shall be Seth Cosby.

FOURTH: CAPITAL STOCK The total number of shares that the corporation shall have the authority to issue is 2,000 shares, which shall be divided into 2,000 shares of common stock, of a par value of \$1.00 each. Each share shall have one vote. The corporation will begin business with 1,000 shares of stock issued.

Pursuant to Section 162(a) of the Alabama Business Corporation Act [Section 10-2A-301(a)(2), Code of Alabama (1975)], all of the shares of capital stock issued by the Corporation shall be restricted in the following manner: No stock in the Corporation may be transferred unless such transfer is made pursuant to the terms of that certain Stockholder's Agreement by and between Seth Cosby and Randall Parker and the Corporation, and in no event shall the number of shareholders exceed ten (10).

Pursuant to Section 163(3) of the Alabama Business Corporation Act [Section 10-2A-302(3), Code of Alabama (1975)], each certificate issued by the Corporation shall conspicuously bear the following restrictive legend:

"THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE ARE THE SHARES OF A CLOSE CORPORATION AS DEFINED BY SECTION 10-2A-301, CODE OF ALABAMA (1975), AND NEITHER THIS STOCK NOR ANY INTEREST THEREIN SHALL BE SOLD OR TRANSFERRED IN ANY MANNER EXCEPT AS PROVIDED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, FILED IN THE PROBATE COURT OF SHELBY COUNTY, ALABAMA, AND ALSO FILED AND AVAILABLE FOR EXAMINATION IN THE OFFICE OF THE CORPORATION IN CALERA, ALABAMA, AND TO WHICH RESTRICTIONS THE HOLDER OF THIS CERTIFICATE ASSENTS BY THE ACCEPTANCE HEREOF."

FIFTH: INCORPORATORS The names and post office address of the incorporators are:

Name	Address
SETH COSBY	BOX 247 CHILTON RD 95 CALERA, AL 35040
RANDALL PARKER	BOX 247 CHILTON RD 95 CALERA, AL 35040

SIXTH: DIRECTORS The number of directors constituting the initial board of directors of the corporation shall be two.

The names and addresses of those persons, each of whom shall serve as a director until the first annual meeting of shareholders or until his or her successor is elected and qualifies, are as follows:

Name	Address
SETH COSBY	BOX 247 CHILTON RD 95 CALERA, AL 35040
RANDALL PARKER	BOX 247 CHILTON RD 95 CALERA, AL 35040


SEVENTH: DURATION The duration of the corporation is perpetual.

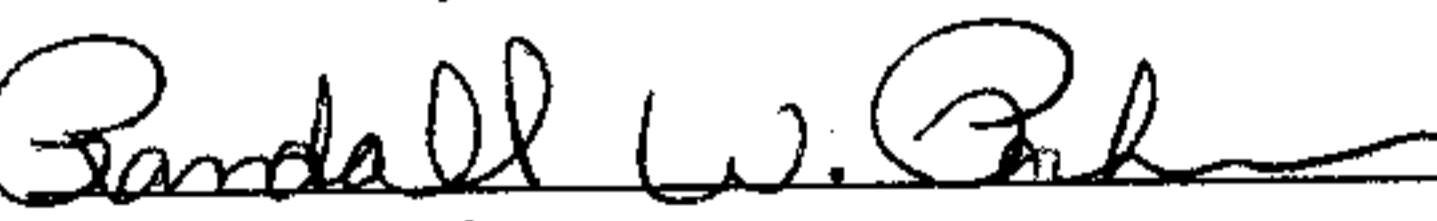
EIGHTH: OTHER PROVISIONS The corporation shall have all of the rights, powers, privileges and immunities as set out in the Code of Alabama for the year 1975 and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as though set out in full herein.

The stockholders shall have the right to increase or decrease the capital stock to such sums as they may desire, and as may be permitted by the laws of the State of Alabama.

Every director and officer shall be indemnified against all liabilities, including all reasonable expenses of defense, except to the extent that he or she shall have been finally adjudged to be liable for negligence or misconduct, in the matter out of which the liability arises.

IN WITNESS WHEREOF, We have executed these Articles of Incorporation on this 1st day of October, 1993.


Seth Cosby


Randall Parker

STATE OF ALABAMA)
JEFFERSON COUNTY)



I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this 14 day of October, 1993, personally appeared before me Seth Cosby and Randall Parker, who, being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Lura H. Chappin
Notary Public

MY COMMISSION EXPIRES AUGUST 1996

EXHIBIT "A"**SUBSCRIPTION LIST**

We, the undersigned incorporators of EDDIE'S PLACE, INC., hereby subscribe to the shares of capital stock of said corporation set opposite our respective signatures, and do further, agree to pay the amounts set opposite our respective signatures in cash, or in like value, to the designated Agent.

<u>Subscribers</u>	<u>Shares Subscribed</u>	<u>Par Value Subscribed</u>
 SETH COSBY	900	900
 RANDALL PARKER	100	100

Total\$ 1000 Paid In 1000

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned authority, in and for said County, in said State, personally appeared the Agent designed by the incorporators of EDDIE'S PLACE, INC., a corporation, to receive subscriptions to the capital stock of said corporation, who is known to me, and who, after being first duly sworn, deposes and says on oath:

"That I, SETH COSBY, am the Agent designated to receive such subscriptions; that the foregoing is the Declaration of Incorporation of said Incorporators and that the same is signed by me and Randall Parker; that the total authorized capital stock of said corporation of \$2,000.00, divided into 1000 shares of the par value of \$1.00 per share; that said corporation will begin business with 1000 shares of stock subscribed;

That the subscribers to the stock of said corporation have discharged their subscription by payment in value or in cash of the amount set opposite their names on the foregoing subscription list, shown as Exhibit "A"; that I state upon oath that I have received from said subscribers payment in value or in cash for the subscribed stock of said corporation as set out above on Exhibit "A", payment having been received as follows:

<u>Name</u>	<u>Shares</u>	<u>Cash</u>	<u>Equipment and other Asset</u>
Seth Cosby	900	900	-0-
Randall Parker	100	100	-0-
Total	1000	1000	

That I state upon oath that I have received from said subscribers payment in cash of \$1,000 and in value of equipment and other assets of \$ -0- which is in total the amount of the authorized capital stock, and of the stock subscribed for.

Seth Cosby
Seth Cosby

Sworn to and subscribed before me this 1st day of October, 1993.

Ara H. Cuffman
Notary Public

MY COMMISSION EXPIRES AUGUST 1996

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 10-2A-26, 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:

Eddie's Place, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Michael Trucks, P O Box 536, Fairfield, AL 35064 for a period of one hundred twenty days beginning September 21, 1993 and expiring January 20, 1994.



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.

September 21, 1993

Date

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

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

EDDIE'S PLACE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of EDDIE'S PLACE, INC., duly signed pursuant to the provisions 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 EDDIE'S PLACE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 21 day of DECEMBER, 19 93.

Thomas A. Snowden, Jr.

Judge of Probate

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SHELBY COUNTY JUDGE OF PROBATE
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