

ARTICLES OF INCORPORATION  
OF  
CREOLE SPECIALTY FOODS, INC.

A Close Corporation

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Creole Specialty Foods, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the State of Alabama, and to participate in all types of business and activities which are allowed by the Laws of the State of Alabama.

FOURTH: The corporation shall have the authority to issue 1000 shares of common stock, par value \$1.00 per share.

FIFTH: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 10-2B-6.2 and 10-2A-301 of the Code of Alabama, 1975:

(a) A stockholder, which designation includes any transferee by operation of law, who shall first offer it in writing to the corporation, which shall have fifteen (15) days to elect in writing to purchase the said stock at a pre-arranged value. If the corporation does not so elect, the Secretary shall give written notice

Inst # 1999-14069

04/05/1999-14069  
09:07 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
Q13 MMS 90.00

of such fact to the non-selling stockholders on the earlier of the date of rejection or expiration of the offer, to the corporation, who shall have ten (10) days after the date of said notice to elect by written notice to purchase it at said value. A non-selling stockholder desiring to purchase after such notice, shall have the right to purchase such percentage of the stock as is arrived at by dividing the number of shares owned by him by the total number owned by all stockholders desiring to purchase. All notices shall be in writing and be send by certified or registered mail, postage prepaid.

(b) The pre-arranged value shall be determined at the annual meeting to the stockholders.

(c) Failure to give notice of acceptance by the corporation or stockholder within the time allowed shall be deemed to be a rejection of the offer.

(d) If the offers are rejected by the corporation or stockholders, the selling stockholder shall be free of all restrictions hereunder.

SIXTH: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) per persons.

SEVENTH: The address of the initial registered office of the corporation is 514 Navajo Circle, Alabaster, AL 35007, and the name of its initial register agent at such address is Stephen Fulmer.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor are elected and shall qualify are:

Stephen Fulmer, Director

514 Navajo Circle  
Alabaster, AL 35007

Pamela Fulmer, Director

514 Navajo Circle  
Alabaster, AL 35007

NINTH: The name of and address of each incorporator is:

| <u>NAME:</u> | <u>ADDRESS:</u> | <u>NO. SHARES</u> |
|--------------|-----------------|-------------------|
|--------------|-----------------|-------------------|

|                |  |     |
|----------------|--|-----|
| Stephen Fulmer | 514 Navajo Circle<br>Alabaster, AL 35007 | 500 |
|----------------|--|-----|

|               |  |     |
|---------------|--|-----|
| Pamela Fulmer | 514 Navajo Circle<br>Alabaster, AL 35007 | 500 |
|---------------|--|-----|

DATED, this the 30<sup>th</sup> day of September, 1998.

  
\_\_\_\_\_  
Stephen Fulmer  
Incorporator

  
\_\_\_\_\_  
Pamela Fulmer  
Incorporator

MINUTES OF ORGANIZATION MEETING OF  
CREOLE SPECIALTY FOODS, INC.

A Close Corporation

The organization meeting of incorporators of CREOLE SPECIALTY FOODS, INC., was held at 514 Navajo Circle, Alabaster, AL 35007, on the 30<sup>th</sup> day of September, 1998, at 8 a.m.

The following were present: Stephen Fulmer and Pamela Fulmer, being all the incorporators of the corporation. Stephen Fulmer, was appointed Chairman of the meeting.

The Chairman then presented and read to the meeting the Waiver of Notice of the meeting, subscribed by all the persons named in the Certificate of Incorporation, and it was ordered that it be appended to the minutes of the meeting. The Chairman then proceeded to read to the meeting a copy of the Articles of Incorporation and reported that on the \_\_\_\_\_ day of \_\_\_\_\_, 1998, the original thereof was filed in the Office of the Judge of Probate of Jefferson County, Alabama. The copy of the Certificate of Incorporation was ordered appended to the minutes of the meeting. The Secretary then read to the meeting a statement of the contributions made by each incorporator. A copy of this statement was ordered appended to the minutes of this meeting.

The Chairman then stated that nominations were in order for the election of Directors of the Corporation to hold office until the first annual meeting of the stockholders and until after successors could be elected and shall qualify.

The following persons were nominated: Stephen Fulmer and Pamela Fulmer.

No further nominations were made, the nominations were closed and a vote was taken.

After the vote had been counted, the Chairman declared that the foregoing nominee was Director of the corporation.

The Chairman stated that the newly-elected Directors would assume their responsibilities immediately and that this meeting would be considered as the first meeting of the Directors to organize the corporation and to transact such business as should properly have come before the meeting.

The newly elected Directors were also present and they accepted the nomination and election as Directors of the corporation and entered into the business of the meeting.

The Secretary then presented a proposed form of By-Laws, which were read to the meeting, considered and upon motion duly made, seconded and carried, they were adopted as and for the By-Laws of the Corporation and ordered appended to the minutes of the meeting.

The Chairman of the meeting then called for the election of officers of the corporation. The following were nominated to office pending their names: President - Stephen Fulmer; Pamela Fulmer - Treasurer/Secretary.

No further nominations being made, the nominations were closed and the Director proceeded to vote on the nominees. The Chairman announced that the foregoing nominees were elected to the offices set before their respective names.

The foregoing officers were present and they accepted the nominations and election to their respective offices.

The Secretary then presented to the meeting a specimen stock



certificate proposed for the use as the corporate certificate of stock, and the stock transfer ledger. Upon motion duly made, seconded and carried, it was

RESOLVED, that the specimen stock certificate presented to this meeting be and is hereby adopted as the form of certificate of stock to be issued and to represent shares in the corporation and, further

RESOLVED, that the stock transfer ledger be and is hereby adopted, as the stock transfer ledger of the corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the Treasurer of the Corporation be and is hereby authorized to pay all charges and expenses incident to or arising out of the organization of the corporation and to reimburse any person who has made any disbursement therefore.

Upon motion duly made, seconded and carried, it was

RESOLVED, that an office of the corporation be established and maintained at Creole Specialty Foods, Inc., and the meeting of the Board of Directors from time to time be had either at the principal office or such other place as the Board of Directors shall from time to time order, both in and out of the State of Alabama.

The Chairman presented to the Board of Directors the question of taking advantage of the provisions of Section 1244 of the Internal Revenue Code. He stated that he had been advised this Section permits ordinary loss treatment when either the holder of Section 1244 Stock sells or exchanges such stock at a loss or when such stock becomes worthless. The following preambles were stated and upon motion duly made, and seconded, the following resolution was unanimously adopted.

Upon motion duly made and seconded, the following resolution was unanimously adopted.

RESOLVED, that the foregoing plan to issue Section 1244 Stock be and the same hereby is adopted by the corporation and further

RESOLVED, that the proper officers of the corporation be and they are hereby authorized, empowered and directed to do and perform any and all acts and duties necessary to carry out such plan.

Upon motion duly made, seconded and carried, it was

RESOLVED, that for the purpose of authorizing the corporation to do business in any state, territory or dependency of the United States, or any foreign country in which it is necessary or expedient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys of service of process, to designate and change the location of all necessary certificates, reports, powers of attorney and other instruments as may be required by the law of such state, territory, dependency or country to authorize the corporation to transact business therein.

The Chairman then stated that it was desirable to designate a depository for the funds of the corporation. Thereupon, on motion duly made, seconded and unanimously adopted it was

RESOLVED, that the Treasurer, or his appointed agent, be and is hereby authorized to open a bank account in behalf of the corporation with any bank located within the State of Alabama, as he may desire and that the Treasurer, or his appointed agent, may execute such forms as may be required by any said bank. The President, Treasurer, and/or Secretary, are authorized to cash checks. All checks written on the corporate account must be signed by either the President, and/or Secretary.

The Chairman stated that advisability of election by the corporation to be treated as a Small Business Corporation for tax purposes commonly called the Sub-Chapter S Election, and explained that the corporation did qualify for said election and explained on

motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the President and Stockholders execute for 2553, Revised May, 1975, Department of the Treasury, Internal Revenue Service, for purposes of electing to be taxed as a Small Business Corporation.

Upon Motion duly made, seconded and carried, it was

RESOLVED, that the officers are hereby authorized and instructed to do all acts on behalf of the corporation which shall be required or in his discretion proper to cause it to comply with the requirements of the law and further,

RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

The Chairman then stated that it would be desirable for the corporation to issue and sell 1000 shares of its \$1.00 per share par value common stock. Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED that the President and the Secretary of the corporation be, and they hereby are, authorized and directed to execute and to issue to the following named persons stock certificates of the corporation representing that number of shares fully paid and nonassessable common stock of the corporation, having a par value of \$1.00 per share, set opposite their respective names, payment for which, at the rate of \$1.00 per share, shall be received by the corporation.



| NAME OF SHAREHOLDER<br>MATERIAL | CERTIFICATE<br>NUMBER | NO. OF<br>SHARES | C A S H &<br>RECEIVED |
|---------------------------------|-----------------------|------------------|-----------------------|
| Stephen Fulmer                  | 001                   | 500              | \$500.00              |
| Pamela Fulmer                   | 002                   | 500              | \$500.00              |

There being no further business to come before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

  
 \_\_\_\_\_  
 Stephen Fulmer

WAIVER OF NOTICE OF THE ORGANIZATION MEETING OF  
CREOLE SPECIALTY FOODS, INC.

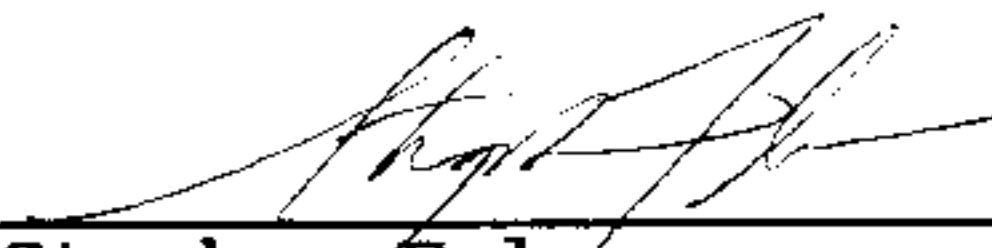
A Close Corporation

I the undersigned, being one of the incorporators named in the Articles of Incorporation of the above corporation, hereby agree and consent that the organization meeting thereof be held on the date and at the time and place stated below and hereby waive all notices of such meeting and of any adjournment thereof.

DATE OF MEETING: 10-2-98

TIME OF MEETING: 1:00 P.m.

PLACE OF MEETING: 514 N. W. 10th Ave.

  
\_\_\_\_\_  
Stephen Fulmer

WAIVER OF NOTICE OF THE ORGANIZATION MEETING OF  
CREOLE SPECIALTY FOODS, INC.

A Close Corporation

I the undersigned, being one of the incorporators named in the Articles of Incorporation of the above corporation, hereby agree and consent that the organization meeting thereof be held on the date and at the time and place stated below and hereby waive all notices of such meeting and of any adjournment thereof.

DATE OF MEETING: 10-2-98

TIME OF MEETING: 1:00 p.m.

PLACE OF MEETING: 514 Masajo Circle

Pamela Fulmer

# 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:

Creole Specialty Foods, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Adam Hyde, 3250 Independence Dr, Birmingham, AL 35209 for a period of one hundred twenty days beginning September 25, 1998 and expiring January 24, 1999.



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 25, 1998  
Date

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

Jim Bennett

Secretary of State



Creole Specialty Foods Inc.  
2531 Rocky Ridge  
Suite 105  
Vestavia AL 35243

Inst # 1999-14069

04/05/1999-14069  
09:07 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
013 MMS 90.00