

ARTICLES OF INCORPORATION

OF

PILATOS', INC.

Inst # 2000-41702

12/05/2000-41702
09:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
013 C31 105.00

KNOW ALL MEN BY THESE PRESENTS:

That for the purpose of forming a corporation under and pursuant to the provisions of Title 10-2A of the 1975 Code of Alabama, as last amended, the undersigned persons have associated themselves together, and have agreed upon and adopted these Articles of Incorporation, the same constitute and become charger for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law.

(I)

The name of the Corporation is Pilatos', Inc.

(II)

The Corporation is organized pursuant to the provisions of the Alabama Business Corporations Act.

(III)

The period of its duration is perpetual.

(IV)

The purpose for which it is created is as follows:

The purpose for which the Corporation is organized is to conduct the business of a restaurant and restaurant management, and to transact any or all lawful business for which Corporations may be incorporated under Title 10-2A of the 1975 Code of Alabama.

To subscribe for, purchase, or otherwise acquire and hold with the same rights of ownership therein as may be permitted natural persons, the shares, bonds and obligations of the corporation.

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, associations, corporation, town, city, county, country, body politic, state, territory, government, governmental dependency, division or agency.

To establish lines of credit with banking houses or elsewhere, for the purposes herein before enumerated and set forth, and incur indebtedness, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of, bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of any kind whether secured by mortgage, pledge, deed of trust, or otherwise, for the purpose of adding additional capital, or for any other purposes in or about its business or affairs without limit as to amount except as provided by statute, this to be done on such terms and conditions, and by such officers as said banking house or houses may require.

To do such other things as are incidental, proper or necessary to the operations of the business, or to the carrying out of the objects, purposes, powers and privileged herein granted, as well as to exercise all those powers expressly conferred on business corporations and

enumerated in the Alabama Business Corporation Act, together with all other rights bestowed upon such corporations under the laws of the State of Alabama.

To do any and all things herein set forth, and in addition, such other acts and things as are necessary , or convenient to attainment of the purposes of this corporation, or any of them, to the same extent as natural persons might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the General Corporation Acts of the State of Alabama.

To acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation: to pay for the same in cash, the stock of this corporation bonds, or otherwise: to hold or in any manner to dispose of the whole or any part of the property so purchased: to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

This corporation shall have the power to sell or mortgage its real estate and personal property by the signature of the officers of Pilato's, Inc., attested by its Secretary, without the authority of any of the stockholders or directors of this corporation.

The foregoing clauses may be construed both as objects and powers and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

To borrow money from any person, firms, or corporations, and to executed mortgages, deeds of trust, and any and all other or different kinds of instruments to secure any such loans upon any or all of the corporation's real property, personal property or mixed property, including the right to borrow money under any and all Federal Housing Acts, including specifically under

Title VI of the National Housing Act, as last amended, and to execute mortgages, deeds of trust and other instruments of security on any and all of the corporation's real, personal or mixed property to secure any such loans, and to execute any and all necessary papers in connection therewith, or which may be required by any such lending agency.

To have one or more offices, and to conduct any or all of its operations and business and to promote its objects within or without the State of Alabama, without restriction as to place or amount.

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

To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of the capital stock, bonds or other evidences of indebtedness created by other corporations, and while the holder of such stock, to execute all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To protect the business of the corporation, or any part thereof by trade marks, trade names, or any distinguishing name or title, and to acquire or take over the trade marks, trade names, process, formulae, patent rights, inventions, and apparatus useful and convenient in the conduct of the same business of the corporation.

(V)

(a) The aggregate number of shares which the corporation shall have the authority to issue shall be 1000 shares of common stock of a par value of \$1.00 per share. The total of authorized capital stock is thus \$1000.00 and all of said stock shall be common, and none shall be preferred stock, or stock of a different class.

(b) The corporation will begin business with 1000 shares of said common stock of the aggregate value of \$1000.00 full paid for as shown by the subscription list hereinafter set out.

(VI)

The domicile is Shelby County, Alabama. The address of the initial registered office of the corporation is 121 Greystone Glen Drive, Birmingham, Alabama 35242, and the initial registered agent of the corporation at such address is George M. Pilato.

(VII)

The number of directors constituting the Board of Directors of the corporation is three (3), and the name and address of the persons chosen for the first year, and the office to which he has been chosen are as follows:

Name and Address	Office
George M. Pilato 121 Greystone Glen Drive Birmingham, Alabama 35242	President
Luke H. Pilato 121 Greystone Glen Drive Birmingham, Alabama 35242	Vice-President

Gabriel Pilato
121 Greystone Glen Drive
Birmingham, Alabama 35242

Secretary/Treasurer

(VIII)

The names and addresses of the incorporators, and the number of shares subscribed for by each are as follows:

Name and Address	Number of shares subscribed for
George H. Pilato 121 Greystone Glen Drive Birmingham, Alabama 35242	710
Luke H. Pilato 121 Greystone Glen Drive Birmingham, Alabama 35242	100
Gabriel Pilato 121 Greystone Glen Drive Birmingham, Alabama 35242	100
Sam A. Pilato, III 3257 Nick's Place Clearwater, Florida 33761	30
Mary P. Ross 912 Poplar Street Moody, Alabama 35004	30
Rosanna P. Tsivourakis 1913 Treetop Lane Birmingham, Alabama 35216	30


The business and affairs of the corporation shall be governed by the Board of Directors who shall be elected annually by the Stockholders at the annual meeting of the Stockholders. The number of Directors is fixed at two or any such number as may from time to time be fixed by the

By-Laws of the corporation. The By-Laws of the corporation shall determine the offices of the corporation and of the Board of Directors, at its annual meeting, shall elect the person(s) to fill the offices so determined.

The Board of Directors may make such rules and regulations for the government of the corporation as are not in conflict with its By-Laws or the laws of the State of Alabama.

WHEREFORE, these incorporators filed this their certificate and tender to the Probate Judge of Shelby County, Alabama, the lawful fees and charges and pray that this certificate may be examined and approved, that this corporation may be deemed to be incorporated for the purpose herein set out.

In witness thereof, the undersigned incorporator(s) has executed the Articles of Incorporation this 26th day of November, 2000.



George M. Pilato
President



Luke H. Pilato
Vice-President



Gabriel Pilato
Secretary/Treasurer

**STATE OF ALABAMA)
SHELBY COUNTY)**

Before me, the undersigned authority, in and for said county and in said state, do hereby certify that George M. Pilato, Luke H. Pilato and Gabriel Pilato, whose names are signed as incorporators to the foregoing Articles of Incorporation and who are known to me, acknowledged before me on this day that they, being informed of the contents of the said Articles of Incorporation, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 26th day of November, 2000.

Stephanie R. Stack
NOTARY PUBLIC MY COMMISSION EXPIRES
JULY 17, 2004.

EXHIBIT "A"
VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
PILATOS', INC.

A PROPOSED CORPORATION


STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned, a Notary Public in and for said county and in said state, personally appeared George M. Pilato, who, being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of Pilatos', Inc., a proposed corporation, to received subscriptions to the capital stock of said corporation;


That, as shown by the subscription list, hereto annexed, and marked EXHIBIT "B", the amount of capital stock paid in is \$1000.00 which said amount is more than twenty percent of the stock subscribed for, and is more than the minimum amount required by law.

That said subscriptions have been paid in cash to affiant as such agent for the said incorporators and none of the capital stock subscribed for has been paid in by contracts in writing call for the performance of stipulated labor or services nor for the transfer or conveyance of property.



George M. Pilato

Sworn to and subscribed before me this 26th day of November, 192000



NOTARY PUBLIC MY COMMISSION EXPIRES
JULY 17, 2004

EXHIBIT "B"

SUBSCRIPTION LIST TO CAPITAL STOCK OF

PILATOS', INC.

A PROPOSED CORPORATION

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, do hereby severally subscribed for and agree to take and pay for in cash the amount of stock set opposite my respective name, said stock to be issued by an Alabama corporation to be styled Pilatos' Inc., and with its initial principal offices to be located at 121 Greystone Glen Drive, Birmingham, Alabama, it being further understood and agreed by me that said stock will be paid for by the undersigned, as the incorporator of said Alabama corporation upon the formation of the same.

COMMON STOCK AT \$1.00 PER SHARE.

Name of Subscriber	No. of Shares	Consideration
George M. Pilato	710	\$710.00
Luke H. Pilato	100	\$100.00
Gabriel Pilato	100	\$100.00
Sam A. Pilato, III	30	\$ 30.00
Mary P. Ross	30	\$ 30.00
Rosanna P. Tsivourakis	30	\$ 30.00

Done this 26th day of November, 2000.




George M. Pilato
Subscriber

Subscription List of Capital Stock to Pilatos', Inc.
Page Two



Luke H. Pilato
Subscriber



Gabriel Pilato
Subscriber



Sam A. Pilato, III
Subscriber



Mary P. Ross
Subscriber



Rosanna P. Tsivourakis
Subscriber

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:

Pilatos', Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Timothy P Donahue, 2000A Southbridge Pkwy Ste 525, Birmingham, AL 35209 for a period of one hundred twenty days beginning November 17, 2000 and expiring March 18, 2001.



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.

November 17, 2000

Date

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

Jim Bennett

Secretary of State

Inst # 2000-41702

12/05/2000-41702
09:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
013 CJ1 105.00