

**ARTICLES OF INCORPORATION  
OF  
JACKSON CONSULTING SERVICES, INC.**

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is Jackson Consulting Services, Inc.

**ARTICLE II**

The purposes for which the Corporation is formed are:

- (a) the performance of food service consulting services; and
- (b) the transaction of any lawful business for which corporations may be organized under the Alabama Business Corporation Act.

**ARTICLE III**

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, consisting of 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV**

The address of the Corporation's initial registered office in the State of Alabama is 3009 Old Stone Drive, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is David L. Jackson.

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## **ARTICLE V**

The names and mailing addresses of the initial Board of Directors, to serve until their successors are elected and qualified pursuant to the Alabama Business Corporation Act and the Bylaws adopted by this Corporation, are as follows:

David L. Jackson	3009 Old Stone Drive Birmingham, Alabama 35242
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Election of Directors need not be by written ballot.

## **ARTICLE VI**

A Director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for (a) the amount of a financial benefit received by a Director to which he or she is not entitled, (b) an intentional infliction of harm on the Corporation or its shareholders, (c) a violation of Section 10-2B-8.33 of the Code of Alabama 1975, as amended, (d) an intentional violation of criminal law, or (e) a breach of the Director's duty of loyalty to the Corporation or its shareholders.

## **ARTICLE VII**

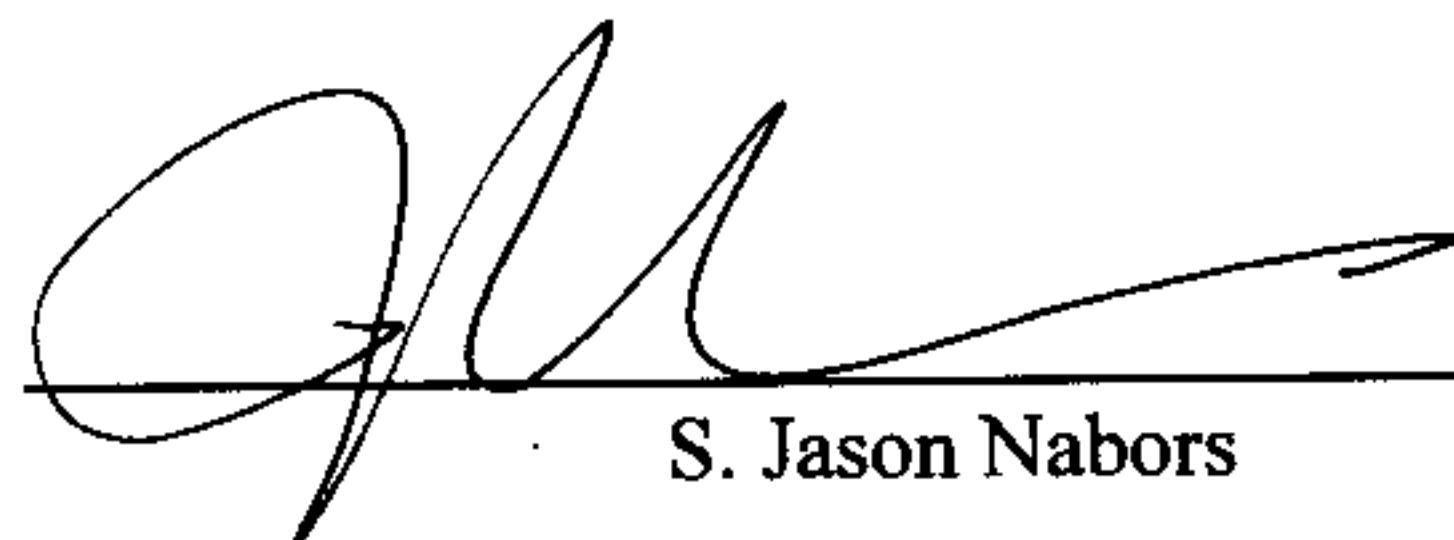
The name and mailing address of the sole Incorporator is as follows:

S. Jason Nabors	Haskell Slaughter Young & Rediker, L.L.C. 1200 AmSouth/Harbert Plaza 1901 Sixth Avenue North Birmingham, Alabama 35203
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## **ARTICLE VIII**

No shareholder, by virtue of being a shareholder, shall enjoy any preemptive rights with regard to purchase of stock.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, does make these Articles of Incorporation and does hereby declare and certify that the facts stated herein are true, and accordingly does hereunto sign these Articles of Incorporation this 2nd day of January, 2002.



S. Jason Nabors

This instrument prepared by:

S. Jason Nabors  
Haskell Slaughter Young & Rediker, L.L.C.  
1200 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203

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# 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:

Jackson Consulting Services, Inc.

*Shelley SJN*  
This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ County and is for the exclusive use of Jason Nabors, 1901 Sixth Ave North Ste 1200, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 28, 2001 and expiring April 28, 2002.



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.

December 28, 2001

Date

*Jim Bennett*

Jim Bennett

Secretary of State

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