

THIS INSTRUMENT PREPARED BY:

Colin M. Daly
General Counsel
O'Charley's Inc.
3038 Sidco Drive
Nashville, TN 37204

**ARTICLES OF INCORPORATION
OF
O'CHARLEY'S SPORTS BAR ALABASTER, INC.**

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **O'Charley's Sports Bar Alabaster, Inc.**

SECOND: The period of duration is perpetual.

THIRD: The purpose, or purposes, for which the corporation is organized is (are):

To operate a private club under the applicable laws of the State of Alabama, said establishment to be operated for objects of a national, social, patriotic, political, athletic or similar nature, and to be a gathering place where food and beverages are available for sale to members and their guests; and to engage in any lawful business in which Alabama corporations are authorized to engage which does not conflict with the purposes cited hereinabove.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Five Hundred (500) shares of common stock of par value of One Dollar (\$1.00) per share. All of said stock shall be common and none shall be preferred stock or stock of a different class.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SIXTH: The address for the initial registered office of the corporation is: 285 South Colonial Drive, Alabaster, Shelby County, Alabama.

The name of the initial registered agent at such address is: The Corporation Company, 2000 Interstate Park Drive, Suite 204, Montgomery, AL 36109.

SEVENTH: The number of directors consisting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders and until their successors are elected, and shall qualify are as follows:

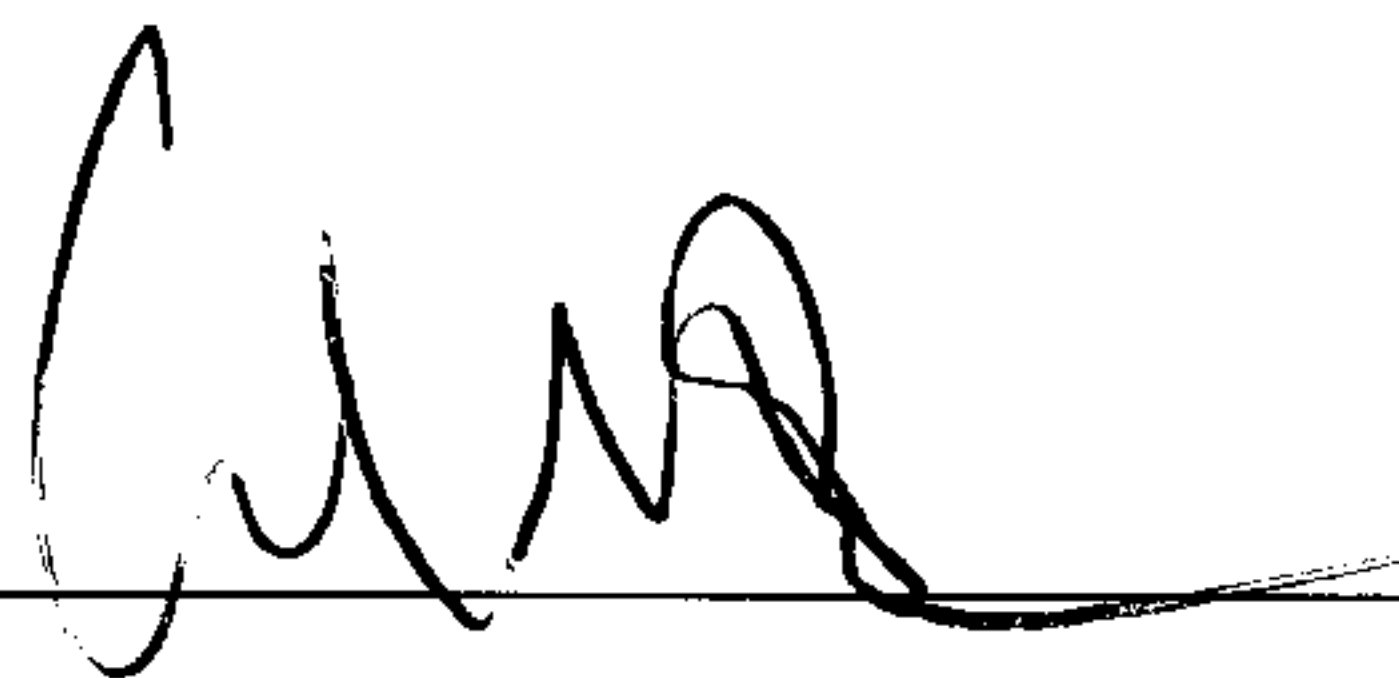
<u>NAME</u>	<u>ADDRESS</u>
Michael K. Ellis	3038 Sidco Drive Nashville, TN 37204
Jeff D. Warne	3038 Sidco Drive Nashville, TN 37204
Lawrence E. Hyatt	3038 Sidco Drive Nashville, TN 37204

EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Colin M. Daly, Esq.	3038 Sidco Drive Nashville, TN 37204

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation is 27 day of June, 2008.

O'CHARLEY'S SPORTS BAR ALABASTER, INC., an
Alabama corporation

By: 
Name: Colin M. Daly
Title: General Counsel

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

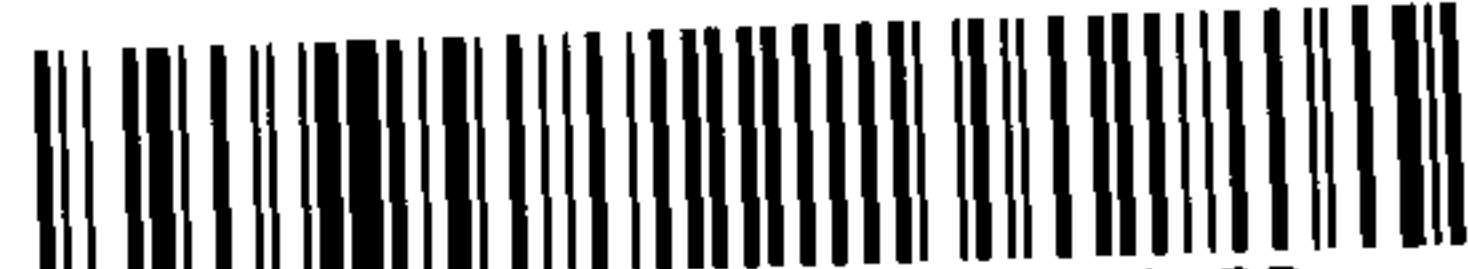
STATE OF ALABAMA

I, Beth Chapman, 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:

O'Charley's Sports Bar Alabaster, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Delsa Carter, 3038 Sidco Dr, Nashville, TN 37204 for a period of one hundred twenty days beginning June 23, 2008 and expiring October 22, 2008.


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Shelby Cnty Judge of Probate, AL
07/01/2008 12:36:05PM FILED/CERT



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.

June 23, 2008

Date

Beth Chapman

Beth Chapman

Secretary of State