


ARTICLES OF INCORPORATION

OF

BENTON INVESTMENTS, INC.


20090407000126510 1/3 \$95.00
Shelby Cnty Judge of Probate, AL
04/07/2009 10:33:13AM FILED/CERT

1. The name of the corporation is **Benton Investments, Inc.**
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are to **operate quick, casual dining restaurants**; and to engage in any lawful act or activity for which a corporation may be organized under the Alabama Business Corporations Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is **1000** shares of common stock, par value of **\$1.00** per share.
5. The location and mailing address of the initial registered office of the corporation is **1103 1st Street North, Alabaster, Alabama 35007** and the name of its initial registered agent at this address is **Robert Elbert Benton**.
6. The number of directors constituting the initial board of directors of the corporation is 2, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Robert Elbert Benton	3521 Littleville Road Haleyville, Alabama 35565


7. The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
D. Barron Lakeman	1904 Indian Lake Drive Birmingham, Alabama 35244

8. Each shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.
9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the

corporation of its own shares, whether direct or indirect, may be made to the extent of unre-served and unrestricted earned surplus and capital surplus of the corporation available therefor.

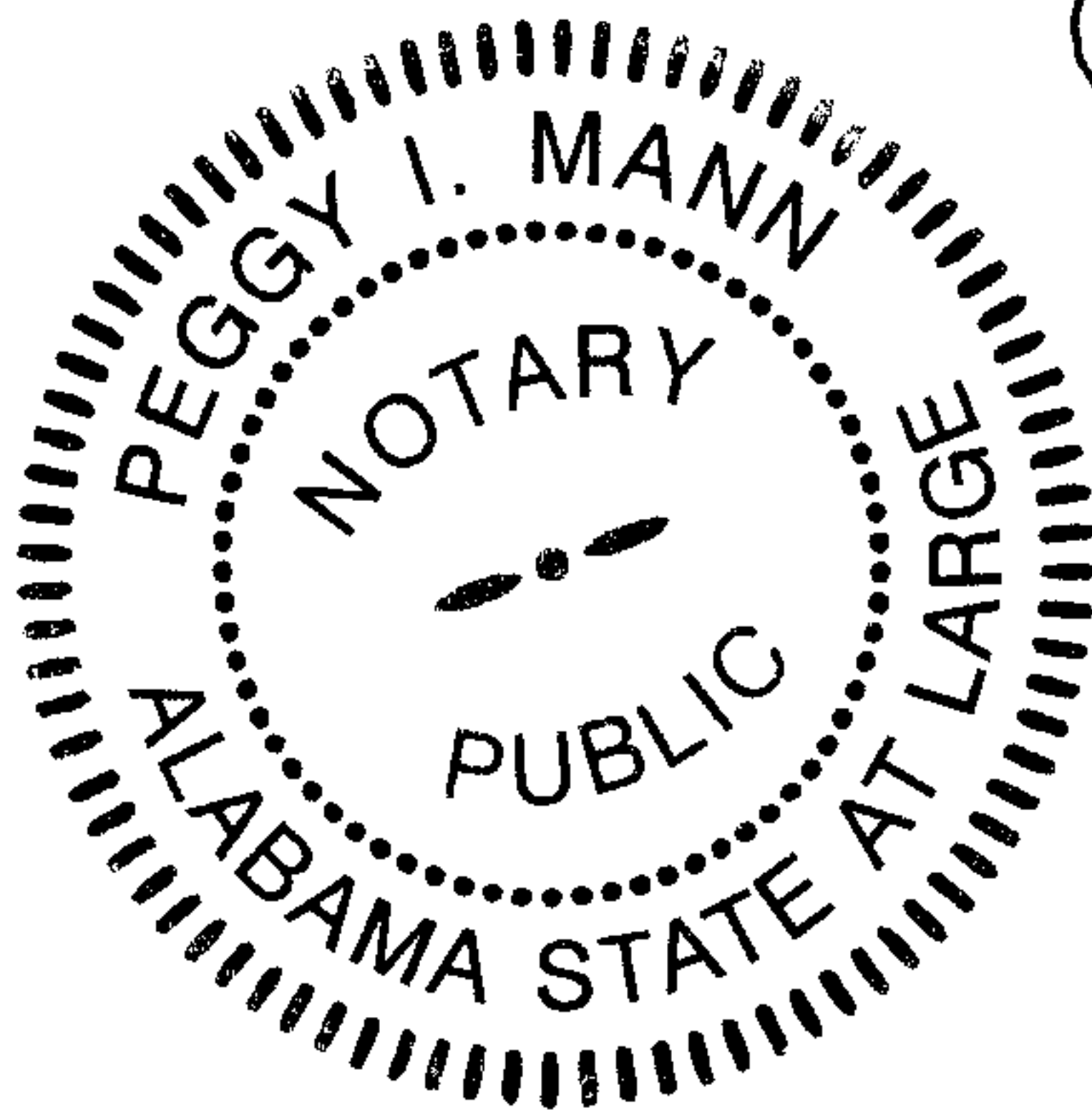
The undersigned, acting as the incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 6th day of April, 2009.


D. Barron Lakeman

State of Alabama)
County of Shelby)

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that D. Barron Lakeman, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, he executed the same voluntarily and as their act on the day the same bears date.

Given under my hand and official seal this the 6th day of April, 2009.




Notary Public

My commission expires: 2-5-11

PEGGY I. MANN
COMMISSION EXPIRES FEB 5, 2011

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:

Benton Investments, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Debbie Leonard, 1904 Indian Lake Dr, Birmingham, AL 35244 for a period of one hundred twenty days beginning April 2, 2009 and expiring August 1, 2009.



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.

April 2, 2009

Date

Beth Chapman

Beth Chapman

Secretary of State