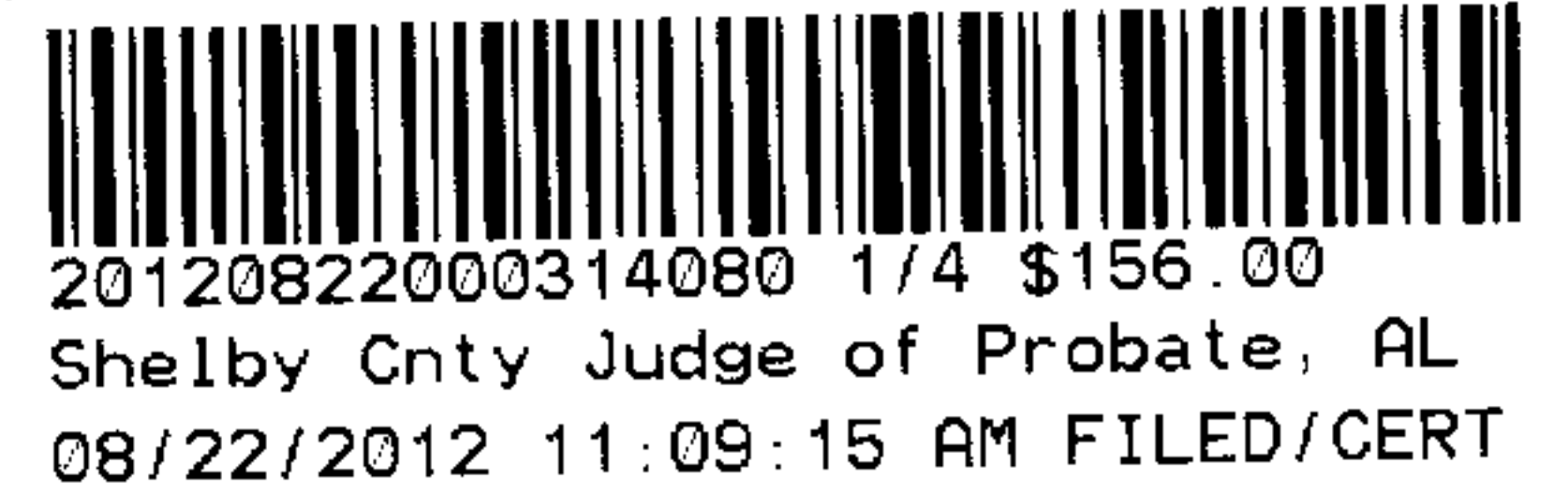


ARTICLES OF INCORPORATION
OF
Johnny Ray's BBQ, Incorporated



IN THE OFFICES OF THE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA

We, the undersigned persons of the age of nineteen (19) years or more, desiring to become a body corporate under the laws of the State of Alabama for the purpose of carrying on the business hereinafter stated and set forth, does hereby make and file with Your Honor, as Judge of said Court, these Articles of Incorporation, in accordance with the provisions of the Constitution and Laws of Alabama (specifically, under the Alabama Business Corporation Act and act amendatory thereof, supplementary thereto or substituted therefore), and I hereby declare as follows:

Article I – Name

The Name of the corporation is to be **Johnny Ray's BBQ, Incorporated** (the "Company").

Article II – Duration

The Company's existence shall be perpetual.

Article III – Business Purposes

This Company is organized for the following purposes:

- (A) to perform any and all lawful acts and transactions pertaining to the management of any lawful business as well as to engage in and to do any lawful act or activity concerning any and all lawful business for which corporations may be incorporated under Alabama Code § 10-2b-1, et seq. (1975), as such shall be amended from time to time;
- (B) to enter into and make, perform and carry out contracts of every kind and description made for lawful purposes, without limit as to amount, with any person, firm, association, limited liability company, or corporation, either public or private;
- (C) to have one or more locations and to carry on all or any of the objects and purposes herein enumerated, and to conduct the business of the Company in any of the states of the United States of America, the District of Columbia, the territories of the United States, and foreign countries;
- (D) to do business under fictitious or assumed names; to act as agent or principal; to become a member of a limited liability company, joint venture, association, general or limited partnership, trust, or any other form of business organization, or a stockholder in a corporation, by purchase, investment, affiliation or otherwise.
- (E) to operate a restaurant and retail establishment that serves prepared and cooked food as well other branded products that is served to the public;
- (F) to operate a franchise operation with the corporation serving as franchisor, licensor, administrator and managing entity of the franchise organization and a system of individual franchise locations;
- (G) to operate and/or distribute from an internet-based outlet that allows the sale of retail products and/or branded merchandise that may or may not be associated with, and not limited, to the restaurant or foodservice industries;
- (H) to purchase, otherwise acquire, hold and sell for investment purposes real and personal property and make other real and personal (or mixed) property investments, of every character and nature and wherever situated, as the members shall determine;
- (I) to borrow money and issue notes and other evidences of indebtedness, and to secure the payment or performance of its obligations by mortgage, deeds of trust, pledge, or otherwise;
- (J) to lend money with or without security, including but not limited to the security of mortgages, deeds of trust, pledges, or other hypothecations of real and personal property;

- (K) to draw, make, accept, endorse, discount, execute or issue promissory notes, drafts, bills of exchange, warrants, and other negotiable or transferable instruments;
- (L) to carry on any other lawful business permitted by Alabama law and to perform all acts in furtherance thereof.

Article IV – Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1000), all of said shares to be common stock, par value one dollar (\$1.00) per share.

Article V – Classes of Stock

The corporation shall have one class of stock, which is common stock.

Article VI – Bylaws

The Board of Directors of the corporation shall adopt the initial bylaws for the corporation.

Article VII – Shareholder Liability

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever.

Article VIII - Registered Agent

The location and street address of the initial registered office of the Company shall be 128 Timber Cove, Pelham, AL 35124, and the name of the initial registered agent at such address shall be C. Julian Swinford.

Article IX – Initial Board of Directors

The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor can be elected and qualified, is:

<u>NAME</u>	<u>ADDRESS</u>	<u>Title & % Ownership</u>
C. Julian Swinford	128 Timber Cove Pelham, AL 35124	Pres./Treasurer/ Secretary 100.0% Ownership

Article X – Incorporator

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Alton C. Shields	200 Peachtree Street NE, Suite 206 Atlanta, GA 30303

Article XI - Operating Agreement

An operating agreement is not required to be filed with the Division of Corporations & Commercial Code.

Article XII – Arbitration

Any controversy or claim arising out of or relating to these Articles, or the breach thereof shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. The decision of the arbitrator(s) shall be final and binding upon the parties, subject to right pursuant to the Alabama Arbitration Act as set out in the Alabama Code, sections 78-31a-1 through 78-31a-.

Article XIII – Indemnity

(A) Right to Indemnity. Every person who was or is a party, or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person

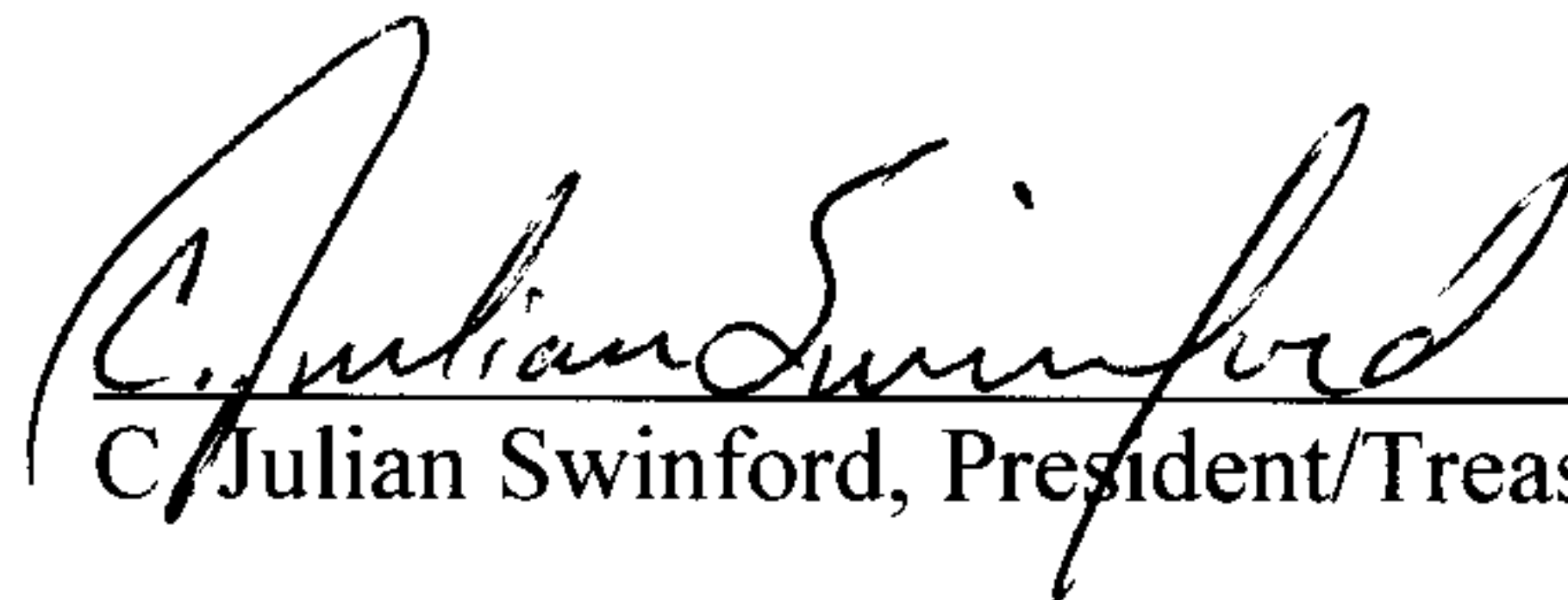
to whom he is the legal representative is or was a manager or member of the Company, or is or was serving at the request of the Company as a manager of another limited liability company, or as a director, officer or representative in a corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Alabama from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such managers, members or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any operating agreement or other agreement, vote of members, provision of law, or otherwise, as well as their rights under this Article.

(B) Expenses Advanced. Expenses of managers and members incurred in defending a civil or criminal action, suit or proceeding by reason of any act or omission of such managers or members acting as a manager or member shall be paid by the Company as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of any undertaking by or on behalf of the manager or member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Company.

(C) Operating Agreement; Insurance. Without limiting the application of the foregoing, the members may adopt a provision in the operating agreement, if any, from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Alabama, and may cause the Company to purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a manager or member of the Company, or who is or was serving at the request of the Company as a member or manager of another limited liability company, or as its representative in a corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, to the fullest extent permitted by the laws of the State of Alabama, whether or not the Company would have the power to indemnify such person.

Article XIV – Effective Date & Signatures

The effective date of this Articles of Incorporation for **Johnny Ray's BBQ, Incorporated**, shall be its date of filing with the Judge of Probate of Shelby County, Alabama. **IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation, Wednesday, August 15, 2012.


C Julian Swinford, President/Treasurer/Secretary

This instrument was prepared by:

Alton C. Shields

Infinity, L.L.C. d/b/a Infinity Biz & Realty Solutions

200 Peachtree Street NE, Suite 206

Atlanta, GA 30303

404.810.1738

Email: alton.shields@infinityllc.biz



Beth Chapman
Secretary of State

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

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Johnny Ray's BBQ Incorporated

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of C. Julian Swinford, 128 Timber Cove, Pelham, AL 35124 for
a period of one hundred twenty days beginning August 14, 2012 and expiring
December 12, 2012.



609-188

**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.**

August 14, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State



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Shelby Cnty Judge of Probate, AL
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