

ARTICLES OF INCORPORATION
OF
GUIDO'S ITALIAN VILLA OF COLUMBIANA, INC.

STATE OF ALABAMA)

COUNTY OF SHELBY)

We, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a corporation organized under the Laws of the State of Alabama, adopt the following Certificate of Incorporation of such corporation:

FIRST: The name of the corporation is Guido's Italian Villa of Columbiana, Inc.

SECOND: The principal office or place of business of the corporation is to be located at 203 West College Street, Columbiana, Shelby County, Alabama. The registered agent of said corporation is Jack Skibbs, at said address above.

26
PAGE 940
THIRD: The term of existence may be perpetual.

FOURTH: The purpose or purposes for which the corporation is organized is as follows:

A. To operate a retail business for the purpose of serving food and alcoholic beverages.

B. To develop, build, manufacture, process, compound or otherwise produce, to purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of buildings, structures, machinery, equipment, apparatus, appliances, devices, products, materials, articles, processes, systems, goods, wares and merchandise of every kind, nature and description and to engage in any industrial manufacturing, mining, mercantile, trading, agricultural, service or other lawful business of any kind or character whatsoever.

C. To purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal

J. A. McBrayer
P.O. Box 1092
Alabaster, AL 35007

with, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of property, whether real, personal or mixed, of every kind, character and description whatsoever and wheresoever situated, or any interest therein.

D. To hold, own, use, operate, manage, improve, repair, erect, or otherwise have an interest in or deal with any building or other structure located on real property which is owned, held by or leased by the corporation, or in which the corporation has any interest whatsoever.

E. To render to others and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, whether similar or dissimilar to those hereinabove set forth, which a corporation may legally render.

F. To purchase, lease, exchange, take, receive or otherwise acquire all or any part of or any interest in the properties, assets, business, good will and rights of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidence of obligations or indebtedness of this corporation or of any other corporation, by undertaking, assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor or by any combination of any of the foregoing; to own, hold, use, operate, manage, improve, repair, reorganize or otherwise have an interest in or deal with all, or any part of, or any interest in, such properties, assets, business good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all or any part of or any interest in, such properties, assets, business, good will and rights, and, in conjunction with any of the foregoing, to undertake, assume or guarantee, the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor.

G. To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant licenses in respect of, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, to contract with reference to, any and all inventions,

devices, formula, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof, letters patent and all right connected therewith or appertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, concessions, or other rights granted by or recognized under the laws of any country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality.

H. To purchase, subscribe for in its own name or in the name of another, exchange, take, receive or otherwise acquire, to guarantee, to invest or reinvest in, to underwrite, to own, hold, use, manage or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of any stock, bond, or other security, evidence of obligations or indebtedness to any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality; to issue in connection with any acquisition of any of such property, shares of stock, bonds or other securities or evidences of indebtedness or obligations of this corporation; and, while the owner or holder of any such property, to receive, collect and dispose of the interest dividends, income and other rights accruing on or from such property, to possess and exercise in respect thereof all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do, to aid by loan, subsidy, guaranty, or in any other manner, financially or otherwise, those issuing, creating or responsible for any such property, and to do any other acts or things designed to protect, preserve, improve or enhance the value of any such property.

I. To purchase, exchange, take, receive, or otherwise acquire, to own, hold, use or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Alabama Business Corporation Act or this Certificate of Incorporation and provided that the corporation shall not vote, directly or indirectly, shares of its own stock except as provided by said Act.

J. To lend money or aid, or extend credit to any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division,

agency, authority or instrumentality on such terms and conditions and with whatever security, if any, it desires.

K. To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.

L. To act as agent, representative or receiver of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.

M. To borrow or raise money and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other obligation or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

N. To guarantee the obligations of, and to lend its aid and credit to, any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority, or instrumentality, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

O. To enter into with any one or more persons, firms, corporations, countries, states, counties, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any joint venture or limited partnership.

P. To carry out any or all of the objects and purposes specified in this Paragraph FOURTH as principal or agent and along or with one or more persons, firms, corporations, countries, states, counties, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities, and to execute from time to time such general or special powers of attorney as it may determine, granting such powers as it may deem proper, and to revoke such powers of attorney as and when it may desire.

Q. To do everything necessary, proper, advisable, suitable or convenient for the accomplishment of the objects and purposes specified in this Paragraph FOURTH, and to do all other things incidental thereto, connected therewith, conductive thereto, or expedient therefore.

R. To carry out the objects and purposes specified in this Paragraph FOURTH, in any country, state, county, municipality or governmental unit to the extent that such objects and purposes are not forbidden by the law thereof, and, in the case of any country, state, county, municipality or governmental unit to the extent that such objects and purposes are not forbidden by the law thereof, and, in the case of any country, state, county, municipality, or governmental unit in which one or more of such objects or purposes are forbidden by law, to limit the object or objects or purpose or purposes as are not forbidden by the law thereof in any certificate or application to do business therein.

44
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PAGE
26
BOOK

The objects and purposes specified in each subparagraph of Paragraph FOURTH shall, unless otherwise expressly provided, be in no wise limited by reference to, or inference from the terms of any other subparagraph of Paragraph FOURTH, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing in this Paragraph FOURTH are used in their broadest sense and shall be so construed. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

FIFTH: The corporation shall have the following powers:

A. The corporation shall have the capacity to act possessed by natural persons.

B. The corporation shall have and may exercise the powers given corporations by the terms and provisions of

the "Alabama Business Corporation Act," as amended and by any other law of the State of Alabama as if such powers were set forth in full herein.

C. The objects and purposes set forth in Paragraph FOURTH above shall be construed as powers as well as objects and purposes, and the corporation shall have and may exercise such powers as if such powers were set forth in full herein.

D. The corporation shall have and may exercise all powers as shall enable it to do each and every thing necessary, suitable, convenient, expedient or proper for the accomplishment of any or all of the purposes and the attainment of any or all of the objects set forth in Paragraph FOURTH.

E. The corporation shall have and may exercise all powers set forth in any other paragraph of the Certificate of Incorporation.

SIXTH: The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock. The hereinafter designated Secretary/Treasurer of the corporation, Jack Skibbs, is authorized to receive subscriptions to the capital stock of the corporation at 203 West College Street, Columbiana, Alabama.

SEVENTH: The corporation will not commence business until at least One Hundred Dollars (\$100.00) has been received by it as consideration for the issuance of shares.

EIGHTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

NONE

NINTH: Provisions for the regulation of the Internal Affairs of the corporation are:

NONE

TENTH: The number of directors constituting the

initial Board of Directors of the corporation is two (2), and the name and address of the person who is to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

James L. Thompson, II
343 Oak Leaf Circle
Bessemer, Alabama 35020

Jack Skibbs
1929 Chandalar Court
Pelham, Alabama 35124

ELEVENTH: The name, address, office held, and shares subscribed for by each incorporator is as follows:

James L. Thompson, II President 50 shares
(address above)

Jack Skibbs Vice President/ 50 shares
Secty./Treas.

26 PAGE 946
TWELFTH: The corporation is authorized to issue only one (1) class of shares of stock. The number of shares is 100. The aggregate par value of such shares is One Hundred Dollars (\$100.00), and the par value of each share is One Dollar (\$1.00).

THIRTEENTH: Any shareholder desiring to sell any shares of the corporation shall first offer such shares to the corporation and the other shareholders in the following manner:

1. Such shareholder shall give written notice by Registered mail to the Secretary of the corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the the sale is to be made. In the event that there is an uneven number of shares to be purchased by the existing shareholders, the corporation shall buy a number of shares equal to the amount required to allow an

equal number of shares to be purchased by the existing shareholders. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the corporation.

2. In the event that the corporation should fail to purchase all of such shares within the ten (10) day period, the Secretary of the corporation shall, within five (5) days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the corporation. Within ten (10) days after the mailing of said notice, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the Secretary of the corporation a written offer for the number of shares desired by him accompanied by the purchase price thereof with authorization to pay such purchase price against delivery of such shares.

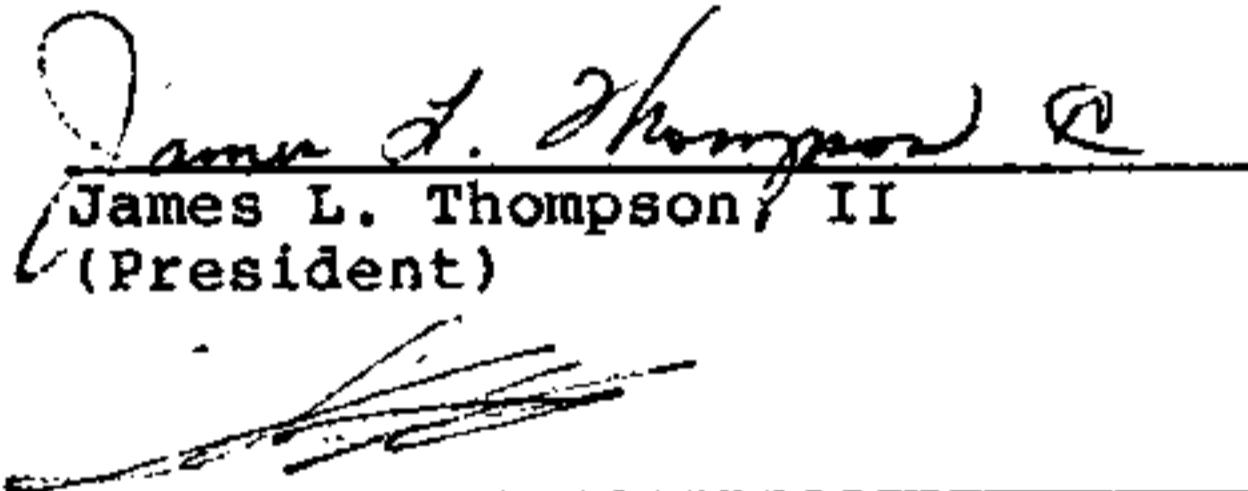
3. If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such portion of said shares to the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholders should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the over plus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

4. If none or only part of the shares offered for sale is purchased by the corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter, the right to sell the said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than to those specified in the written notice he gave the corporation.

5. Any share of the stock of the corporation shall be null and void unless the provisions of this Article are strictly observed and followed. The stock certificates of the corporation shall be imprinted with the notice that there is a restrictive transfer of said shares of stock by the holder of said shares.

FOURTEENTH: The corporation reserves the right to amend, alter, change, or repeal any or all of the provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute and all rights conferred upon stockholders and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, including the persons, hereinabove named as First Directors and First Officers, have executed these Articles of Incorporation this 27th day of November, 1984.


James L. Thompson, II
(President)


Jack Skibbs
(Vice-President &
Secty/Treasurer)

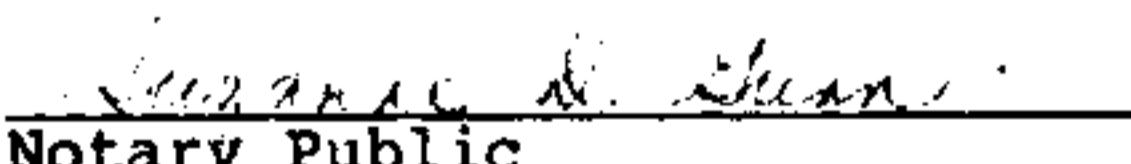
26 BOOK
PAGE 948

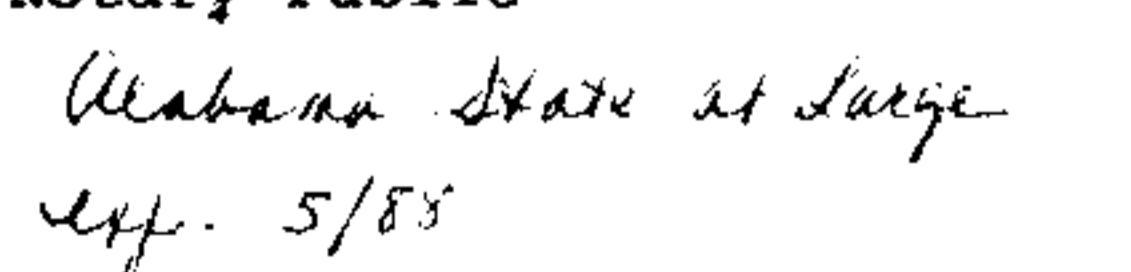
STATE OF ALABAMA)

COUNTY OF SHELBY)

On this 27th day of November, 1984, before me, a Notary Public, in and for said County and State, personally appeared James L. Thompson, II, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he has executed the same voluntarily.

WITNESS my hand and official seal on this the 27th day of November, 1984.


James L. Thompson
Notary Public


Alabama State at Large
Eff. 5/85

STATE OF ALABAMA)

COUNTY OF SHELBY)

On this 27th day of November, 1984, before me, a Notary Public, in and for said County and State, personally appeared Jack Skibbs, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he has executed the same voluntarily.

Witness my hand and official seal on this the 27th day of November, 1984.

Suzanne D. June
Notary Public

Alabama State at Large
Expiration: 5/88



26 PAGE 949
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VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
GUIDO'S ITALIAN VILLA OF COLUMBIANA, INC.

STATE OF ALABAMA)

COUNTY OF SHELBY)

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Jack Skibbs, who, being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of Guido's Italian Villa of Columbiana, Inc., a proposed corporation, to receive subscriptions to the capital stock of said corporation.

That, as shown by the subscription list hereto attached and marked Exhibit "A" the amount of capital stock paid in is \$100.00, which said amount is more than the minimum amount required by law.

That the said Jack Skibbs has been paid in cash and/or contributions to the capital assets to affiant as such agent for the said incorporators and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.

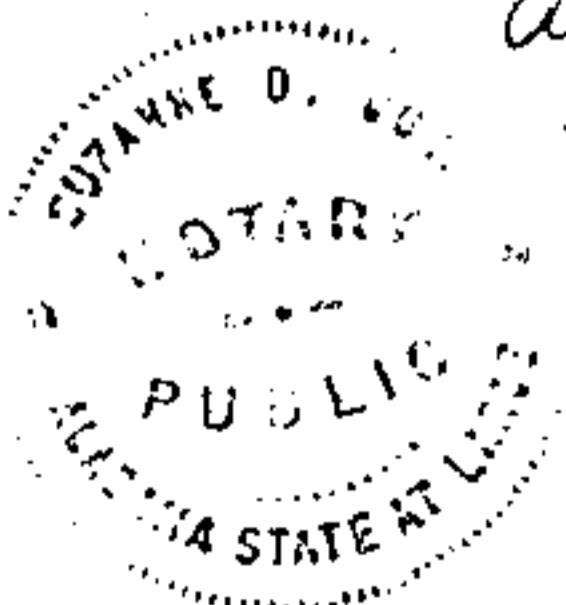


Jack Skibbs

Sworn to and subscribed before me
this 27th day of November,
1984.

Suzanne D. Guan
Notary Public

Alabama State at Large
Expiration: 5/88



26 PAGE 950
BOOK

EXHIBIT "A"
SUBSCRIPTION LIST TO CAPITAL STOCK OF
GUIDO'S ITALIAN VILLA OF COLUMBIANA, INC.

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, do hereby subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite my name, said stock to be issued by an Alabama corporation to be styled "Guido's Italian Villa of Columbiana, Inc.", and with its initial principal office to be located at 203 College Street, Columbiana Alabama, it being further understood and agreed by me that the said stock will be paid for by the undersigned, as the incorporators of said Alabama corporation upon the formation of the same.

Common stock is \$1.00 per share.

<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
James L. Thompson, II	50	\$50.00
Jack Skibbs	50	\$50.00

Done this 27th day of November, 1984.

James L. Thompson, II

Jack Skibbs

26 PAGE 951
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STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name _____

Guido's Italian Villa of Columbiana, Inc.

26 PAGE 952

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Guido's Italian Villa of Columbiana, Inc. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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 27, 1984 - 3-28-85

Date

A handwritten signature in black ink, appearing to read "Don Siegelman".

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

GUIDO'S ITALIAN VILLA OF COLUMBIANA, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of GUIDO'S ITALIAN VILLA OF COLUMBIANA, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of GUIDO'S ITALIAN VILLA OF COLUMBIANA, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of DECEMBER, 1984.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1984 DEC -3 PM 12:36


Thomas A. Smiley, Jr.
Judge of Probate

I CERTIFY THIS TO BE A TRUE AND
CORRECT COPY.
Thomas A. Smiley, Jr.
Probate Judge Shelby County
12-3-84

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BUREAU