

ARTICLES OF INCORPORATIONOFDARI-DEE, INC.

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Dari-Dee, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) To own, conduct, operate, maintain and carry on restaurant businesses, and to sell and dispense foods, beverages and liquids, and to do any and all things necessary and pertinent to said businesses.

(b) To buy, sell, own and deal in any and all types of real estate, personal property, or merchandise, and to negotiate and make loans, and to give mortgages on any and all real estate, or personal property owned by the corporation as security therefor; to borrow money on open account and make unsecured loans, or to give as security therefor promissory notes in the name of the corporation; to enter into contracts of all nature and description in the name of the corporation; to do all other things necessary, proper and expedient in order to properly carry on and conduct the corporate business.

(c) To make loans on mortgages secured by real estate in Alabama and to do all things incident to or in furtherance of the ownership, collection and liquidation of such loans.

(d) To purchase, acquire, sell, dispose of and otherwise deal in negotiable instruments of all kinds, whether secured by mortgage or otherwise, and to do all things to or in furtherance of the ownership and liquidation of such items.

(e) To acquire all or any of the good will, rights, property and business of any person, firm, corporation or association, and to hold, utilize, enjoy and in any manner dispose of the whole or any of the rights, property, and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, corporation or association.

J. Wayne Dancy

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade-names, rights, processes, formulae and the like, which may seem capable of being used for any of the purposes of the corporation, and to use, exercise, develop, grant licenses in respect of, sell, and otherwise turn to account, the same.

(g) To borrow money for any of the purposes of the corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate purposes.

(h) To guarantee the obligations of any person, corporation or association.

(i) To act as receiver or agent for any person, or corporation or in respect to any lawful undertaking or transaction.

(j) To lend its aid and credit to any person, firm or corporation.

(k) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is One-Hundred (100) shares of common stock with a par value of ten (\$10.00) dollars per share.

FIFTH: The address of the initial registered office of the corporation is 196 North Main Street, Montevallo, Alabama 35115, and the name of its initial registered agent at such address is DAVID LUDLUM.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor or successors are elected and qualify is:

<u>NAME</u>	<u>ADDRESS</u>
DAVID LUDLUM	77 Comanche Montevallo, Alabama 35115

SEVENTH: The name and address of the incorporator is:

NAME

ADDRESS

DAVID LUDLUM

77 Comanche  
Montevallo, Alabama 35115

Dated this 1st day of May, 1988.

  
DAVID LUDLUM - Incorporator

This instrument was prepared by:

V. Wayne Causey  
Attorney at Law  
P. O. Drawer D  
Calera, AL 35040

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EXHIBIT "A"  
SUBSCRIPTION LIST TO CAPITAL STOCK OF  
DARI-DEE, 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 "Dari-Dee, Inc." and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by me that the said stock will be paid for by the undersigned incorporator of said Alabama corporation upon the formation of the same.

Common stock is Ten (\$10.00) Dollars per share.

<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES OF COMMON STOCK SUBSCRIBED FOR</u>	<u>CONSIDERATION</u>
DAVID LUDLUM	100	\$1,000.00

Done this 1st day of May, 1988.

  
\_\_\_\_\_  
DAVID LUDLUM

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VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION  
TO CAPITAL STOCK OF  
DARI-DEE, INC.

STATE OF ALABAMA   )  
COUNTY OF SHELBY   )

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

That he is the agent or person designated by the incorporator of Dari-Dee, Inc., a proposed corporation, to receive the subscriptions to the capital stock of said corporation.

That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of the capital stock paid in is One Thousand and No/100 (\$1,000.00) Dollars which said amount is more than the minimum amount required by law.

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

  
\_\_\_\_\_  
DAVID LUDLUM

Sworn to and subscribed before me on this 1st day of  
May, 1988.

  
\_\_\_\_\_  
NOTARY PUBLIC Commission expires 1-10-91

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# STATE OF ALABAMA

I, Glen Browder, 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 Dari-Dee, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Dari-Dee, 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.

May 5, 1988 - expires 9-3-88

Date

*Glen Browder*

Glen Browder

Secretary of State

INC - 1

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION

OF

DARI-DEE, 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 DARI-DEE, INC., duly signed pursuant to the provisions 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 DARI-DEE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 7th day of JUNE, 19 88

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

88 JUN -7 AM 11:11

Thomas A. Snowling, Jr.  
JUDGE OF PROBATE

Judge of Probate

Rec 35.00  
Fees 1.00  
36.00