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This Instrument Was Prepared By:

✓ Claude McCain Moncus, Esq.
Corley, Moncus & Bynum, P.C.
2100 South Bridge Parkway
Suite 650
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION

OF

INVERNESS RESTAURANTS ASSOCIATES, INC.

TO THE HONORABLE JUDGE OF PROBATE,
SHELBY COUNTY, ALABAMA:

The undersigned, Steven C. Pearson, acting as incorporator and desiring to organize a body corporate under the laws of the State of Alabama, hereby adopts the following Articles of Incorporation:

(1) The name of the corporation is **Inverness Restaurants Associates, Inc.**, and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

(2) The objects for which the corporation is formed are as follows:

(a) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures,

machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in an with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

(b) To develop, build, manufacture, process, compound or otherwise produce, to purchase, lease, 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 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, 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 of instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidences 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 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, formulae, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof, letters patent and all rights connected therewith or appertaining thereto, copy rights, trademarks, trade names, trade symbols and other indications or 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, to or other security, evidence of obligation or indebtedness of 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 obligation 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 the Articles 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 negotiable and non-negotiable instruments and evidences of 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 general or limited partnership.

(p) To carry out any or all of the objects and purposes specified in this Paragraph 2 as principal or agent and alone 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 2, and to do all other things incidental thereto, connected therewith, conducive thereto, or expedient therefor.

(r) To carry out the objects and purposes specified in this Paragraph 2, 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 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.

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The objects and purposes specified in each subparagraph of Paragraph 2 shall, unless otherwise expressly provided, be in no wise limited by reference to, or in inference from, the terms of any other subparagraph of Paragraph 2, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing in this Paragraph 2 are used in their broadest sense and shall be so construed as authorizing this corporation to carry on the business of banking or that of a trust company, of the business of insurance.

3. 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 2 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 2.

(e) The corporation shall have and may exercise all powers set forth in any other Paragraph of the Articles of Incorporation.

(4) The location of the initial registered office of the corporation is 110 Inverness Plaza, Birmingham, Alabama, 35242. The name of the initial registered agent at such address is Charles Grelier.

(5) The amount of the total number of shares authorized shall be ten thousand (10,000) shares having a par value of one cent (\$.01) per share.

(6) The name and post office address of the incorporator is :

<u>NAME</u>	<u>ADDRESS</u>
Steven C. Pearson	2100 SouthBridge Parkway Suite 650 Birmingham, AL 35209

The names and post office addresses of the Director who shall hold office until the first annual meeting of Shareholders and until his successor has been elected and qualified is:

<u>NAME OF DIRECTOR</u>	<u>POST OFFICE ADDRESS</u>
Charles Grelier	2204 Lakeshore Drive Suite 200 Birmingham, AL 35209

(7) The period for the duration of the corporation shall be perpetual.

(8) This corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in whole or part cash, labor done, personal property, or real property, or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This corporation may from time to time lawfully enter into any agreement to which all the holders of record of the issued and outstanding shares of its Capital Stock shall be parties restricting the transfer of any or all shares of its Capital Stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

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(9) All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

(10) The Chairman of the Board, the President, or any Vice President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation and the Secretary or any Assistant Secretary shall have authority to affix said seal to instrument requiring it, and attest the same.

(11) The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To adopt, alter, amend and repeal the bylaws of the corporation, but bylaws so made by the directors may be altered or repealed by the directors or stockholders; and

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid-in;

(c) To take any action which it is authorized or permitted to take at any meeting by unanimous written consent of all members of the Board of Directors prior to the taking of such action; provided that such written consent is filed with the minutes of the Board of Directors.

The corporation may, in its bylaws, confer powers upon its Board of Directors, in addition to the

foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

(12) No contract or other transaction between the corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either;

(a) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient of the purpose without counting the votes or consent of such interested Directors; or

(b) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name to these Articles of Incorporation of this the 22nd day of February, 1989.


Steven C. Pearson

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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 Inverness Restaurant Associates, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Inverness Restaurant Associates, 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 ~~Jefferson~~.

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.

January 20, 1989 - expires - 5-21-89

Date

Glen Browder

Secretary of State

State of Alabama

Shelby County

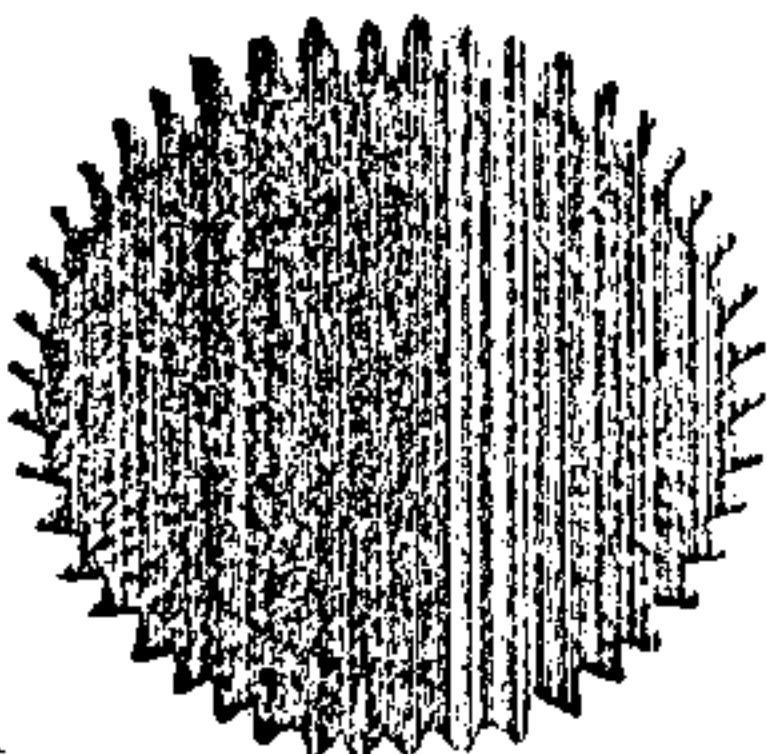
CERTIFICATE OF INCORPORATION OF

Inverness Restaurant Associates, 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 Inverness Restaurant Associates, 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 Inverness Restaurant Associates, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of February, 19 89



STATE OF ALA. SHEET
I CERTIFY THIS
INSTRUMENT WAS FILED

89 FEB 23 AM 9:21

Thomas A. Howard, Jr.
JUDGE OF PROBATE

Thomas A. Howard, Jr.
Judge of Probate

Recd 35.00
Jud 1.00
36.00