

CERTIFICATE OF INCORPORATION
OF
TIME OUT FOR-BIRMINGHAM NO. 2, INC.

The undersigned natural person, having capacity to contract and acting as the Incorporator of a corporation under Title 10-2A of the 1975 Code of Alabama and the Alabama Business Corporation Act, adopts the following Charter for such corporation.

1. The name of the corporation is TIME OUT FOR-BIRMINGHAM NO. 2, INC.

2. The duration of the corporation is perpetual

3. The address of the principal office of the corporation in the State of Alabama shall be:

✓ TIME OUT FOR-BIRMINGHAM NO. 2, INC.
3469 N. Broken Bow Drive
Birmingham, Alabama 35242

4. The corporation is for profit.

5. The purposes for which the corporation is organized are:

(a) Fast Food in modular buildings.

(b) To engage in all forms of the Double Drive-Thru industry.

(c) To engage in all forms of restaurant and

restaurant equipment, catering and franchising business - developing, constructing, owning, opening, operating, buying, selling, leasing, renting and syndicating (in all forms) restaurants and food service, and catering businesses and to do all things in furtherance of said purposes and others as set forth below.

(d) To such extent as a corporation organized under the Corporate Laws of the State of Alabama may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporate

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laws of the State of Alabama or under any act amendatory thereof, supplemental thereto, or substitute therefor.

In addition, to buy, engage in and operate any and all lawful businesses other than ones to which specific statutory provisions apply beyond the scope of the Alabama Business Corporation Act.

To have such powers as are defined under Title 10-2A of the 1975 Code of Alabama and the Alabama Business Corporation Act.

To acquire by purchase, subscription, underwriting, or otherwise, and to own, hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every sort and description and whatsoever situated, including shares of stock, bonds, debentures, notes, script, securities, evidences of indebtedness, contracts of all kinds including future contracts, or obligations of any corporation, associations, or trust estates, domestic or foreign, or of any firm or individual or of the United States or any state, territory, or dependency of the United States or any foreign country or any municipality or local authority within or without the United States, and also to issue in exchange therefor stocks, bonds, or other securities or evidences of indebtedness of this corporation, and while the owner or holder of any such property, to receive, collect, and dispose of the interest, dividends, and income on or from such property and to possess and exercise in respect thereto all rights, powers, and privileges of ownership including all voting power thereon.

6. The maximum number of shares which the corporation shall have the authority to issue is one hundred million (100,000,000) shares of common stock with a par value of one tenth of one cent (\$.001) per share par value.

7. The corporation will not commence business until consideration of One Thousand (\$1,000.00) Dollars has been received for the issuance of shares.

8. No holder of any shares of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation of any class now or hereafter authorized,

or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

9. The Board of Directors of this corporation shall have authority to act by written consent pursuant to Title 10-2A of the 1975 Code of Alabama.

10. Every person who now is or hereafter shall be a Director, Officer, Accountant or Legal Counsel of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) actually and necessarily incurred by or imposed upon him in connection with or resulting from any action, suit, or proceeding of whatever nature to which he is or shall be made a party by reason of his being or having been a Director, Officer, Accountant or Legal Counsel of the corporation (whether or not he is a Director, Officer, Accountant or Legal Counsel of the corporation at the time he is made a party to such action, suit or proceeding or at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duties as such Director, Officer, Accountant or Legal Counsel provided, however, that in the case of an action, suit, or proceeding which is settled or compromised, such right of indemnification shall be applicable only a) (a) if such settlement or compromise is approved by the Court having jurisdiction of such action, suit, or proceeding, and (b) to the extent provided in the terms of such compromise or settlement so approved. Every such person shall be entitled, with demand by him upon the corporation or in any action by the corporation to enforce his right to such indemnity in an action at law against the corporation.

The right of indemnification hereinabove provided shall not be deemed exclusive of any other rights to which any such person may now or hereafter otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights, pursuant to Statute or otherwise, of any such person in any such action, suit, or proceeding, to have assessed or allowed in his favor against the corporation or otherwise, his costs and expenses

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incurred therein or in connection therewith or any part thereof.

11. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Accountant or Legal Counsel of the corporation, or is or was serving at the request of the corporation as a Director, Officer, Accountant or Legal Counsel of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

12. Any contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the Director or Directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested Director or Directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Dated: October 19, 1989


Thomas L. Pounds, III, Incorporator


Loretta Pounds, Incorporator

DESIGNATION, REVOCATION OR CHANGE

OF

REGISTERED AGENT

OF

TIME OUT FOR-BIRMINGHAM NO. 2, INC.

To the Secretary of State of the State of Alabama

Pursuant to the provisions of the Alabama Business Corporation Act, under Title 10-2A of the 1975 Code of Alabama, the undersigned foreign or domestic corporation or the incorporator or incorporators of a domestic corporation being organized under the Act submit the following statement for the purpose of designating, revoking or changing, as the case may be, the registered agent for the corporation in the state of Alabama.

1. The name of the corporation is TIME OUT FOR-BIRMINGHAM NO. 2, INC.

The address of the corporation is 3469 N. BROKEN BOW DRIVE,
BIRMINGHAM, ALABAMA 35242

If a foreign corporation, state or country of incorporation None

2. The name and street address of its registered agent in the State of Alabama shall be

Thomas L. Pounds, III

3469 N. Broken Bow Drive, Birmingham, Alabama 35242

Dated: October 19, 1989

TIME OUT FOR-BIRMINGHAM NO. 2, INC.
Name of Corporation

By Loretta Pounds
Loretta Pounds
Secretary (Title)

(incorporator
or incorporators
if corporation is
being organized)

Loretta Pounds
Loretta Pounds, Secretary
3469 N. Broken Bow Drive
Birmingham, Alabama 35242

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CHARTER

OF

TIME OUT FOR-BIRMINGHAM NO. 2, INC.

- I. The name of the corporation is TIME OUT FOR-BIRMINGHAM NO. 2, INC..
- II. The corporation is organized pursuant to the provisions of the Alabama Business Corporation Act, Title 10-2A of the 1975 Code of Alabama.
- III. The duration of the corporation is perpetual.
- IV. The corporation is a corporation for profit and is organized for the following purposes:
 - (a) Fast Food in modular buildings.
 - (b) To engage in all forms of the Double Drive-Thru industry.
 - (c) To engage in all forms of restaurant and restaurant equipment industry.
 - (d) To engage in the transaction of any or all lawful business for which corporations may be incorporated.
- V. The aggregate number of shares which the corporation shall be authority to issue is 100,000,000 and the par value of each share is \$.001.

The number of shares issued are _____.

- VI. The street address of the initial registered office of the corporation is 3469 N. Broken Bow Drive, Birmingham, Alabama 35242.

The initial registered agent of the corporation at the above address is Thomas L. Pounds, III.

- VII. The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| Thomas L. Pounds, III | 3469 N. Broken Bow Drive, Birmingham, AL 35242 |
| Ronald K. Mitchell | 3469 N. Broken Bow Drive, Birmingham, AL 35242 |
| Greg Hayes | 76 Lake Hayes, Trenton, Tennessee 38382 |

The name and addresses of the incorporators are:

| | |
|-----------------------|--|
| Thomas L. Pounds, III | 3469 N. Broken Bow Drive, Birmingham, AL 35242 |
| Loretta Pounds | 3469 N. Broken Bow Drive, Birmingham, AL 35242 |

In witness thereof, the undersigned incorporators have executed these Articles of Incorporation.

This 19th day of October, 1989

Thomas L. Pounds III
Thomas L. Pounds, III, Incorporator

Loretta Pounds
Loretta Pounds, Incorporator

In addition to all of the above which are required statements, the articles of incorporation may, as a matter of election, set forth:

(1) any provision, not inconsistent with law, for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares.

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Time Out For-Birmingham No. II, Inc.

I, Perry A. Hand, 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, based upon an examination of the corporation records on file in this office, the corporate name "Time Out For-Birmingham No. II, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Thomas Pounds III, 3469 N. Broken Bow, Birmingham, AL 35242 for a period of one hundred twenty days beginning October 19, 1989 and expiring February 17, 1990.

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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 October 19, 1989.

A handwritten signature in dark ink, appearing to read "Perry A. Hand".

Perry A. Hand
Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Time Out For - Birmingham No. 2, 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 Time Out For - Birmingham No. 2, 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.

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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 Time Out For - Birmingham No. 2, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 19th day of October, 19 89

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

89 OCT 19 AM 11:43

Thomas A. Howland, Jr.
JUDGE OF PROBATE

Thomas A. Howland, Jr.
Judge of Probate

\$40.35.00
\$100.30.00
38.00