

249

ARTICLES OF INCORPORATION  
OF  
HUNAN TOO, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Hunan Too, Inc.

SECOND: The period of its duration is perpetual.

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

(a) To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

(b) To do and engage in any business which a natural person can do.

(c) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

(e) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(f) To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

040 PAGE 244  
BOOK

GREEN & PINO, P.C.  
Post Office Box 766  
Albion, Alabama 35007

(h) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(i) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purposes of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(j) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects of other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(k) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as the objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) of the par value of Ten and No/100 Dollars (\$10.00) per share.

FIFTH: The address of the initial registered office of the

040 sub 245  
box

corporation is 1969 Chandaway Circle, Pelham, Shelby County, Alabama 35124, and the name of its initial registered agent at such address is Amy C. Barrett.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Amy C. Barrett	1969 Chandaway Circle, Pelham, Alabama 35124
Chung Siow	3111 C Carousel Court Birmingham, Alabama 35216

SEVENTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Amy C. Barrett	1969 Chandaway Circle, Pelham, Alabama 35124
Chung Siow	3111 Carousel Court Birmingham, Alabama 35216

Dated this the 1<sup>st</sup> day of November, 1989.

Amy C. Barrett  
Amy C. Barrett

Chung Siow  
Chung Siow

EXHIBIT "A"SUBSCRIPTION LIST TO CAPITAL STOCK OF  
PRESSED FOR TIME, INC.

STATE OF ALABAMA:

COUNTY OF SHELBY:

We, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite our respective names, said stock to be issued by an Alabama corporation to be styled "Hunan Too, Inc." and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by us that the said stock will be paid for by the undersigned, incorporators of said Alabama corporation upon the formation of the same.

Common stock is Ten and No/100 Dollars (\$10.00) per share.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Amy C. Barrett	50	\$ 500.00
Chung Siow	50	\$ 500.00

Done this the 1<sup>st</sup> day of November, 1989.

Amy C. Barrett

Chung Siow

**VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION  
TO CAPITAL STOCK OF  
HUNAN TOO, INC.**

STATE OF ALABAMA:

COUNTY OF SHELBY:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Amy C. Barrett and Chung Siow, who, being by me first duly sworn, depose and say as follows:

That they are the agents or persons designated by the incorporators of Hunan Too, Inc., a proposed corporation, to receive 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 capital stock paid in is One Thousand and No/100 Dollars (\$1,000.00) which said amount is the minimum amount required by law.

That the said Amy C. Barrett and Chung Siow, have paid in cash and/or contributions to the capital assets to affiants as such agents 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.

Amy C. Barrett

Chung Siow

Sworn to and subscribed before me on this 1<sup>st</sup> day of November, 1989.

John E. Pino  
Notary Public



**OFFICE OF THE SECRETARY OF STATE**  
State of Alabama

**PERRY A. HAND**  
SECRETARY OF STATE

**NAME RESERVATION CERTIFICATE**

**FOR**

**Hunan Too, 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 "Hunan Too, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James C. Pino, P. O. Box 766, Alabaster, AL 35007 for a period of one hundred twenty days beginning October 12, 1989 and expiring February 10, 1990.

BOOK 040 PAGE 249



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 12, 1989.

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

Perry A. Hand  
Secretary of State

# State of Alabama

shelby County

## CERTIFICATE OF INCORPORATION OF

Hunan Too, 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 Hunan Too, 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 Hunan Too, 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 November, 19 89.

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

John A. Shadley, Jr.

Judge of Probate

89 NOV -3 AM 10:15

John A. Shadley, Jr.

JUDGE OF PROBATE

Rec 35.00  
Fees 3.00  
38.00