

# ARTICLES OF INCORPORATION

## OF

### BS PUB & GRILLE, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation:

#### ARTICLE I. NAME

The name of the corporation is BS PUB & GRILLE, INC.

#### ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

#### ARTICLE III. PURPOSE

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 transact any and all lawful business for which corporations may be incorporated under Section 10-2(a)-1 et seq. of the Code of Alabama, 1975 as amended.

#### ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One Thousand (1,000), all of which shall be common shares with par value of One Dollar (\$1.00) per share.

BS Pub + Grille  
2015 Valleydale Rd  
Suite 7  
Pelham Al 35124

**ARTICLE V. LOCATION OF INITIAL REGISTERED OFFICE AND  
NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office shall be 2005 Valleydale Road, Suite 7, Pelham, Alabama 35124, and the name of the initial registered agent at such address shall be Susan L. Williams.

**ARTICLE VI. DIRECTORS**

The corporation shall operate with no less than two (2) directors. The names and addresses of the initial Board of Directors who shall serve until predecessors have been elected is as follows:

Susan L. Williams	606 Breckenridge Park Helena, Alabama 35080
Deloris Williams	105 Joyce Lane Ashland City, Tennessee 37015

**ARTICLE VII. INCORPORATOR**

The name and address of the incorporator of the corporation is as follows:

E. Farley Moody, II	Suite 200-A 100 Vestavia Office Park Birmingham, Alabama 35216
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**ARTICLE VIII. ACTION BY STOCKHOLDERS OR DIRECTORS  
WITHOUT MEETING**

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders, or any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors, or of the stockholders, or of the committee, if applicable, and if such written consent is filed with the minutes of proceedings of the Board of Directors, the stockholders, or the

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committee, whichever is applicable.

I, the undersigned, being the incorporator, have subscribed my name this 8th  
day of April, 1992.

Farley Moody  
E. Farley Moody, II

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# STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

BS PUB & GRILLE, INC.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Karen Bradberry, 100 Vestavia Office Pk - Ste 200A, Birmingham, AL 35216 for a period of one hundred twenty days beginning March 10, 1992 and expiring July 9, 1992.

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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 this day.

March 10, 1992

Date

Billy Joe Camp

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

BS PUB & GRILLE, 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 BS PUB & GRILLE, 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 BS PUB & GRILLE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of APRIL, 19 92.

*Thomas A. Snowden, Jr.*

Judge of Probate

04/10/1992 4186  
02:46 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 HCD 88.00