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Pursuant to Section 48-20-107 of the Tennessee Business Corporation Act of the State of Tennessee the undersigned corporation adopts the following Restated 1992 Charter which does not contain any amendments and has been approved and adopted by its board of directors.

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Bryan M. Crowell
SECRETARY OF STATE

RESTATED CHARTER
OF

TPI RESTAURANTS, INC.

The undersigned person under the Tennessee Business Corporation Act adopts the following charter for the above listed corporation:

1. The name of the corporation is:

TPI RESTAURANTS, INC.

2. The number of shares of stock the corporation is authorized to issue is 1,000 Shares of Common Stock at \$.01 Par Value and 10,000 Shares of Preferred Stock each having a par value of one penny (\$.01).

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of one penny (\$.01), and 10,000 shares of Series A Preferred Stock, each having a par value of one penny (\$.01).

The relative rights, preferences and limitations of the Preferred Stock shall be as follows:

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Section 1. Liquidation Preference.

The Series A Preferred Stock shall have a liquidation value of \$4,000.00 per share (the "Liquidation Preference").

Section 2. Dividends and Distributions.

(a) The holders of shares of Series A Preferred Stock, in preference to the holders of shares of the Common Stock, par value \$0.01 per share (the "Common Stock"), of the Corporation and of any other capital stock of the Corporation ranking junior to the Series A Preferred Stock as to payment of dividends, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, cumulative cash dividends at the annual rate of \$400.00 per share, in equal quarterly payments on the first day of October, January, April and July in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing January 1, 1989.

(b) Dividends payable pursuant to paragraph (a) of this Section 2 shall begin to accrue and be cumulative from the date of original issue of the Series A Preferred Stock. The amount of dividends so payable shall be determined on the basis of twelve 30-day months and a 360-day year. Dividends paid on the shares of Series A Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Preferred Stock entitled to receive payment of a dividend declared thereon, which record date shall be no more than sixty days prior to the date fixed for the payment thereof.

Section 3. Voting Rights.

Except as otherwise provided by law, the Series A Preferred Stock shall not be entitled to vote on any matter.

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Section 4. Certain Restrictions.

(a) Whenever quarterly dividends payable on shares of Series A Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends, whether or not declared, on the outstanding shares of Series A Preferred Stock shall have been paid in full or declared and set apart for payment, thereafter and until all necessary funds shall have been set apart for payment, the Corporation shall not: (i) declare or pay dividends, or make any other distributions, on any shares of capital stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Preferred Stock, other than dividends or distributions payable in capital stock ranking junior (as to dividends and upon liquidation, dissolution or winding up) to the Series A Preferred Stock; or (ii) declare or pay dividends, or make any other distributions, on any shares of capital stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Preferred Stock, other than dividends or distributions payable in capital stock ranking junior (as to dividends and upon liquidation, dissolution or winding up) to the Series A Preferred Stock, except dividends paid ratably on the Series A Preferred Stock and all capital stock ranking on a parity with the Series A Preferred Stock and on which dividends are payable or in arrears, in proportion to the total amounts to which the holders of all such shares are then entitled.

(b) Whenever quarterly dividends payable on shares of Series A Preferred Stock as provided in Section 2 hereof are in arrears, thereafter and until all accrued and unpaid dividends, whether or not declared, on the outstanding shares of Series A Preferred Stock shall have been paid in full or declared and set apart for payment, thereafter and until all necessary funds shall have been set apart for payment, the Corporation shall not (i) redeem or purchase or otherwise acquire for consideration any shares of capital stock ranking (either as to dividends or upon liquidation, dissolution or winding up) junior to, or on a parity with, the Series A Preferred Stock; or (ii) redeem or purchase or otherwise acquire for consideration any shares of Se-

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ries A Preferred Stock; provided, that the Corporation may elect to redeem all outstanding shares of Series A Preferred Stock pursuant to paragraph (a) of Section 5 hereof.

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(c) The Corporation shall not permit any Subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of capital stock of the Corporation unless the Corporation could, pursuant to paragraph (b) of this Section, purchase such shares at such time and in such manner. "Subsidiary" of any Person means any corporation or other entity of which a majority of the voting power of the voting equity securities or equity interest is owned, directly or indirectly, by such Person. "Person" means any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

Section 5. Redemption.

(a) Subject to the restrictions contained in Section 4 hereof, the Corporation shall have the right, at its sole option and election, to redeem shares of Series A Preferred Stock, in whole or in part, at any time and from time to time at a redemption price of \$4,000.00 per share plus an amount per share equal to all unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of redemption.

(b) If less than all shares of Series A Preferred Stock at the time outstanding are to be redeemed, the shares to be redeemed shall be selected pro rata.

(c) Notice of any redemption of shares of Series A Preferred Stock shall be mailed at least thirty, but not more than sixty, days prior to the date fixed for redemption to each holder of shares of Series A Preferred Stock to be redeemed, at such holder's address as it appears on the transfer books of the Corporation. In order to facilitate the redemption of shares of Series A Preferred Stock, the Board of Directors may fix a record date for the determination of shares of Series A Preferred Stock to be redeemed, which record date shall be not more

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than sixty days or less than thirty days prior to
the date fixed for such redemption.

Section 6. Reacquired Shares.

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Any shares of Series A Preferred Stock re-
deemed, purchased or otherwise acquired by the Cor-
poration in any manner whatsoever shall be retired
and cancelled promptly after the acquisition there-
of. All such shares shall upon their cancellation
become authorized but unissued shares of Preferred
Stock of the Corporation and may be reissued as part
of another series of Preferred Stock of the Corpora-
tion to be created by resolution or resolutions of
the Board of Directors, subject to the conditions or
restrictions on issuance set forth herein.

Section 7. Liquidation, Dissolution or
Winding Up.

(a) Except as provided in paragraph (b)
of this Section 7, upon any liquidation, dissolution
or winding up of the Corporation, no distribution
shall be made (i) to the holders of shares of capi-
tal stock of the Corporation ranking junior (upon
liquidation, dissolution or winding up) to the Se-
ries A Preferred Stock unless, prior thereto, the
holders of shares of Series A Preferred Stock shall
have received the Liquidation Preference per share
plus an amount per share equal to all unpaid divi-
dends thereon, including accrued dividends, whether
or not declared, to the date of such payment; or
(ii) to the holders of shares of capital stock rank-
ing on a parity (upon liquidation, dissolution or
winding up) with the Series A Preferred Stock, ex-
cept distributions made ratably on the Series A
Preferred Stock and all such parity stock in propor-
tion to the total amounts to which the holders of
all such shares are entitled upon such liquidation,
dissolution or winding up.

(b) If the Corporation shall commence a
voluntary case under the Federal bankruptcy laws or
any other applicable Federal or State bankruptcy,
insolvency or similar law, or consent to the entry
of an order for relief in an involuntary case under
any such law or to the appointment of a receiver,
liquidator, assignee, custodian, trustee, sequestra-

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or (or other similar official) of the Corporation or of any substantial part of its property, or make an assignment for the benefit of its creditors, or admit in writing its inability to pay its debts generally as they become due, or if a decree or order for relief in respect of the Corporation shall be entered by a court having jurisdiction in the premises in an involuntary case under the Federal bankruptcy laws or any other applicable Federal or State bankruptcy, insolvency or similar law, or appointing a receiver, liquidator, assignee, custodian, trustee, sequestrator (or other similar official) of the Corporation or of any substantial part of its property, or ordering the winding up or liquidation of its affairs, and any such decree or order shall be unstayed and in effect for a period of 90 consecutive days and on account of any such event the Corporation shall liquidate, dissolve or wind up, no distribution shall be made (i) to the holders of shares of capital stock of the Corporation ranking junior (upon liquidation, dissolution or winding up) to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received the Liquidated Preference per share, plus an amount per share equal to all unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of such payment or (ii) to the holders of shares of capital stock ranking on a parity (upon liquidation, dissolution or winding up) with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

(c) Neither the consolidation, merger or other business combination of the Corporation with or into any other Person or Persons nor the sale of all or substantially all of the assets of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 7.

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Section 8. Conversion.

Shares of Series A Preferred Stock shall not be convertible into shares of any other class of stock of the Corporation.

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Section 9. Sinking Fund.

No sinking fund will be established for the retirement or redemption of shares of the Series A Preferred Stock.

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[Signature]
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3. (a) The complete address of the corporation's initial registered office in Tennessee is 530 Gay Street, Knoxville, Tennessee 37902, County of Knox.

(b) The name of the initial registered agent, to be located at the address listed in 3(a), is C T CORPORATION SYSTEM.

4. The name and complete address of each incorporator is: Paul J. Schuba, 208 South LaSalle Street, Chicago, Illinois 60604.

5. The complete address of the corporation's principal office is: 885 Third Avenue, New York, New York 10022.

6. The corporation is for profit.

7. Other Provisions: No holder of any shares of any class of stock of the corporation shall be entitled, as such, as a matter of right, to subscribe for or purchase or receive any part of any unissued stock of any class of the corporation, or of any stock of any class

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and thereafter created, or of any securities of any kind convertible into or evidencing the right to subscribe for or purchase or receive any stock of any class of the corporation, whether now authorized or hereafter created, and in either case, whether issued for cash, property, services or any other consideration.

SECRETARY OF STATE

IN WITNESS WHEREOF, TPI Restaurants, Inc. has caused this Restated Charter to be executed in its corporate name this 10th day of October, 1988.

TPI Restaurants, Inc.

By: James H. Prentiss
Name: James H. Prentiss
Title: President

ATTEST:

By: Carol Handling
Name: Carol Handling
Title: Assistant Secretary

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ATTACHMENT B

CHARTER
OF
SHONEY'S SOUTH, INC.

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Bryan Millington
SECRETARY OF STATE

The undersigned person under the Tennessee
Business Corporation Act adopts the following charter for
the above listed corporation:

1. The name of the corporation is:
SHONEY'S SOUTH, INC.
2. The number of shares of stock the corporation is authorized to issue is 1,000 Shares of Common Stock at \$.01 Par Value.
3. (a) The complete address of the corporation's initial registered office in Tennessee is 530 Gay Street, Knoxville, Tennessee 37902 County of Knox.
(b) The name of the initial registered agent, to be located at the address listed in 3(a), is C T CORPORATION SYSTEM.
4. The name and complete address of each incorporator is: Paul J. Schuba, 208 South LaSalle Street, Chicago, Illinois 60604.

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5. The complete address of the corporation's principal office is: 885 Third Avenue, New York, New York 10022.

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6. The corporation is for profit.

7. Other Provisions: No holder of any shares of any class of stock of the corporation shall be entitled, as such, as a matter of right, to subscribe for or purchase or receive any part of any unissued stock of any class of the corporation, or of any stock of any class issued and thereafter acquired by the corporation, whether now authorized or hereafter created, or of any securities of any kind convertible into or evidencing the right to subscribe for or purchase or receive any stock of any class of the corporation, whether now authorized or hereafter created, and in either case, whether issued for cash, property, services or any other consideration.

Dated March 21, 1988

Paul J. Schuba
Incorporator

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