

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
CHANG & YANG, INC.
A CLOSE CORPORATION

The undersigned, acting as shareholder of a corporation under the Alabama Business Corporation Act, adopts the following Articles of incorporation for such corporation:

FIRST: The name of the corporation is Chang & Yang, Inc.

SECOND: The period of its duration is perpetual.

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

(A) To own and operate a restaurant.

(B) To buy and sell materials and services of all kinds as it may seem fit either upon its own account, or for a commission or other compensation, and for cash, or upon credit, and to own and operate motor vehicles, and to own and hold stock and bonds in other corporations as it may desire.

(C) To own and operate any and all kinds of vehicles as may be necessary or convenient in the conduct of a general business as is set forth in the preceding section.

(D) The corporation desires to do business in any and all of the counties and municipalities of Alabama, and also such other States of the United States as it may desire.

(E) To acquire, hold, sell, lease, manufacture, rent, buy or otherwise acquire and dispose of supplies, both new and used, parts or accessories or other merchandise necessary for the conduct of the general purpose of the business, or, if convenient or desirable, whether necessary or otherwise, to acquire, hold, own, operate, rent, lease, improve, assign, and sell real estate and personal property of every type and description, to lend money, and do all things necessary and incidental to the successful conduct of the business aforesaid, and generally to do and perform and enjoy the powers conferred by the State of Alabama, and to engage in and transact any and all and every kind of legitimate business not interdicted by the laws of the State of Alabama and the United States of America, and to undertake, assume or guarantee in whole or in part the obligations or liabilities of any person, firm, association, or corporation.

(F) To buy, sell, improve, lease, or otherwise acquire, improve and dispose of real property of every kind and

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description.

(G) To do any and all acts or business for which the corporation may be incorporated under the Alabama Business Corporation Act.

FOURTH:

A. The aggregate number of shares which the corporation shall have authority to issue is 2,000. The amount of the total authorized capital shall be Two Thousand and no/100 Dollars (\$2,000) divided into 2,000 shares of the par value of \$1.00 each. The amount of the capital stock with which the corporation will begin business shall be Two Thousand and no/100 Dollars (\$2,000).

B. The incorporators of the corporation are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Geoffrey J. Chang	2656-2658 Valleydale Rd. Birmingham, AL 35244	500
Ting Lan Yang	2656-2658 Valleydale Rd. Birmingham, AL 35244	500
You Lan Ma	2656-2658 Valleydale Rd. Birmingham, AL 35244	500
Chi-Bin Yang	2656-2658 Valleydale Rd. Birmingham, AL 35244	500
TOTAL SHARES		2,000

FIFTH: Provisions for the regulation of the internal affairs of the corporation are:

(A) The date on which the shareholders' annual meeting shall be held; the number of directors and their terms of office; and the terms of office of the officers; and the power and duties of the officers; shall be fixed by the by-laws of the corporation, at all times subject to changes hereinafter provided. Other offices than those named herein may be created in the by-laws and filled by the shareholders. The corporation shall have the power to make by-laws for the regulation and government of the corporation, its agents, servants, and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

(B) Any action or action proposed to be taken by shareholders may be validly affected in the following manner, without notice or formal meeting: Any resolution or proceeding approved in writing by all the shareholders, by subscription of their names in writing to the same, or concurrent, instrument shall valid and effective as if such action were adopted by the same vote at a regularly called meeting of such shareholders shall be effective as of the date therein expressed, or if, no effective date shall be designated, as of the date on which the same shall be filed and noted by the secretary on such resolution, and shall thereupon be entered in the minutes of the corporation under such effective date.

A shareholder of the corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any shareholder or any firm of which any shareholder is a member, or any corporation of which any shareholder is a shareholder, officer, or director, is in any way interested in such transaction or ratified or approved either (1) by a vote of a majority of a quorum of the shareholders, or (2) by the written consent, or by the vote at any shareholders' meeting of the holders of a majority of all the outstanding shares of stock of the Corporation entitled to vote; nor shall any shareholder be liable to account to this Corporation for any profits realized by or from or through any such transaction or contract of the corporation authorized, ratified or approved as aforesaid by reason of the fact that he, or any firm of which he is a member or any corporation, of which he is a shareholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner permitted by law.

No shareholder shall be liable to the Corporation or any of its shareholders in conjunction with any contracts or other transaction which is expressly stated to be valid by the preceding Section because of his relationship to the parties to or his interest in such contract or transaction. This section shall not be construed to impose any liability to the Corporation or any of its shareholders upon any shareholder because of any such relationship or interest if he would not be liable under applicable common or statutory law.

Any person who is either a shareholder or an officer, or both, of the Corporation shall, as an incident of his office and as an inducement and consideration thereof, be entitled, without further act on his part, to indemnity from (i) fees, (ii) damages, and (iii) amounts paid by way of any settlement or compromise (unless such settlement or compromise is disapproved in writing by the Corporation after notice), which such person shall have incurred or paid in connection with or growing out of any claim, litigation or proceeding, whether criminal, civil, or of some other nature, asserted against such person or to which such person shall be a party by reason of his agreeing to be, being or having been a shareholder or an officer at the time of incurring or paying such expenses; provided, however, that such person not be indemnified by the Corporation for expenses incurred in conjunction with any claim, litigation or proceeding in which such person is adjudged (i) to have been guilty, with respect to the Corporation, of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the performance of his duties as such officer or director or (ii) to have caused, negligently or by his misconduct, physical

injury to persons or property.

Each shareholder shall have the pre-emptive right, as defined by the laws of the State of Alabama, to purchase or acquire additional or treasury shares of stock in CHANG & YANG, INC.

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

SIXTH: The address of the initial registered office of the corporation is 2656-2658 Valleydale Road, Birmingham, AL 35244; and the name of its initial registered agent at such address is Geoffrey J. Chang.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is two 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>
Geoffrey J. Chang	2656-2658 Valleydale Rd., B'ham, AL 35244
Ting Lan Yang	2656-2658 Valleydale Rd., B'ham, AL 35244

Direct shareholder control as permitted by Section 10-2A-308 has been elected.

EIGHTH: The name and address of each shareholder and incorporator is:

<u>Name</u>	<u>Address</u>
Geoffrey J. Chang	2656-2658 Valleydale Rd., B'ham, AL 35244
Ting Lan Yang	2656-2658 Valleydale Rd., B'ham, AL 35244
You Lan Ma	2656-2658 Valleydale Rd., B'ham, AL 35244
Chi-Bin Yang	2656-2658 Valleydale Rd., B'ham, AL 35244

NINTH: The corporation is a close corporation authorized by SS 10-2A-300 thru 10-2A-313, Code of Alabama (1975), as amended.

TENTH: The corporation being a close corporation authorized by 10-2A-300 et seq. Code of AL as amended, as permitted by Sections 10-2A-41 and 10-2A-301, the following restrictions, permitted by 10-2A-41 are imposed on the transfer of the shares of stock issued by this corporation:

1) All of the Corporation's issued shares of all classes exclusive of treasury stock, shall be held not more than thirty

(30) persons.

2) For purposes of determining the number of holders of record of the stock of this close corporation, stock held in joint tenancy shall be treated as held by one shareholder.

ELEVENTH: All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than 30 persons.

(A) The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors as authorized by Title 10-2A-308, Code of Alabama.

(B) This Corporation can be dissolved by the vote of any shareholder who holds as many as one (1) share of stock.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation. Additionally, all shareholders have approved the following:

1. As provided in Section 10-2A-56 any action required to be taken at a meeting of shareholders of this close corporation may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all the shareholders entitled to vote with respect to the subject matter thereof.

2. As provided in Section 10-2A-77 the following shall hold the office of:

President: Geoffrey J. Chang
Secy./Treasurer: Ting Lan Yang

3. Waiver of Notice as permitted by section 10-2A-49 is adopted as a policy to be used extensively and freely.

4. All shareholders waive the receipt of the financial statement signed by an officer or a CPA within 120 days of the end of the year as required by Section 10-2A-796, and waives the need that the statement be prepared in accordance with generally accepted accounting principles, and agree that only on request by shareholder, a copy of the federal or Alabama income tax return sent in response to such request will satisfy this requirement of Section 10-2A-79(e). Any such statement or substitute therefor must be requested before the Corporation is required to send it to the shareholder.

5. As provided in Section 10-2A-308, the Corporation shall be managed by the shareholders rather than by the board of directors. No meeting will be held to elect directors; the shareholders deemed hereby to be the directors subject to all liabilities as such directors. Indemnity by the Corporation as permitted by Section 10-2A-21 shall be given the directors,

shareholders, and counsel.

6. Name: Geoffrey J. Chang
Address: 2656-2658 Valleydale Road, Birmingham, AL 35244
shall be the registered agent and the address shall be shown
above until changed.

7. Certificates of stock shall show where applicable:

a. The management by shareholders with directors.

b. The restriction on transfer of the capital stock as
indicated by any buy-sell agreement, hereinafter adopted.

c. The fact that the Corporation is a close
corporation.

d. The fact that financial statement receipt is
waived, except on request by shareholder.

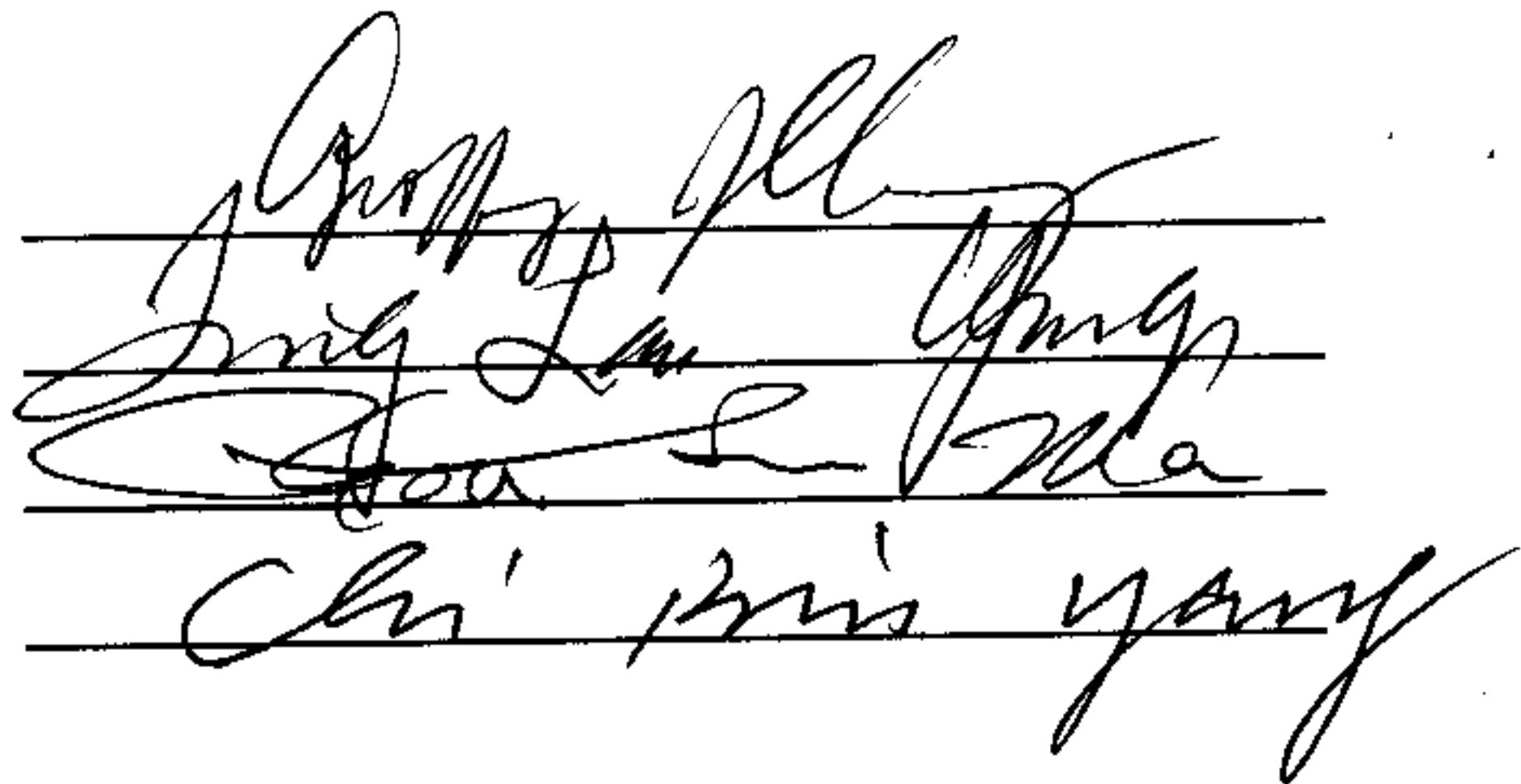
TWELFTH: All of the corporations issued shares of all
classes, exclusive of treasury shares, shall be held of record
by not more than 30 persons.

(A) The business of the corporation shall be managed by the
shareholders of the corporation rather than by a board of
directors as authorized by Title 10-2A-308, Code of Alabama.

(B) This corporation can be dissolved by the vote of any
shareholder who holds as many as one (1) share of stock.

The formation of the corporation as a close corporation has
been authorized by the affirmative vote of all holders of and
subscribers to shares of the corporation.

Dated January 3, 1994.


Geoffrey J. Chang
Eric Lee
Chir' Min' Yang

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, Kenny Joe Ausman, a notary public, state at large, in and for said county and state, appeared Geoffrey J. Chang, Ting Lan Yang, You Lan Ma and Chi-Bin Yang, who are known to me, and who, upon being duly sworn by me, acknowledged that, being informed of the contents of the within instrument they signed the same voluntarily on the day the same bears date.

Dated January 3, 1994.


NOTARY PUBLIC

My commission expires: 12/28/98

PREPARED IN THE OFFICES OF:
AUSMAN, KEYES & KEYES
PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
720 NORTH 18TH STREET
BESSEMER, AL 35020
(205) 428-5877

STATE OF ALABAMA

I, Jim Bennett, 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:

Chang & Yang, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joe Ausman, 1925 26th Ave North, Hueytown, AL 35023 for a period of one hundred twenty days beginning December 14, 1993 and expiring April 14, 1994.



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.

December 14, 1993

Date

A handwritten signature in dark ink that reads "Jim Bennett". The signature is written in a cursive, flowing style.

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

CHANG & YANG, 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 CHANG & YANG, 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 CHANG & YANG, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10 day of JANUARY, 19 94

Thomas A. Snowden, Jr.

Judge of Probate

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