

ARTICLES OF INCORPORATION

OF

Mackajo, Inc.

STATE OF ALABAMA

SHELBY COUNTY

TO: THE HONORABLE PATRICIA FUHRMEISTER, JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA.

The undersigned, desiring to become a Corporation for the purposes of carrying on the business hereinafter stated and set forth, do hereby make and file these Articles of Incorporation pursuant to the provisions of the "Alabama Business Corporation Act" of Alabama, (Section 10-2A-1, et seq., Code of Alabama 1975) and any amendments thereto, stating and certifying as follows:

FIRST: The name of the Corporation is:

Mackajo, Inc.

SECOND: The corporation is formed for the following objects:

- a. To own and operate restaurants and catering services.
- b. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chooses in action and evidences of

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indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the Government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any Government agency (even to the extent of all or a controlling interest in the stock of another corporation, or even to the extent of all or any part of an issue of corporation stock, voting trust certificate, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, or chooses in action) and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

c. To merge or consolidate with any corporation in such manner as may be permitted by law.

d. To aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by the corporation or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations; to guarantee the payment of dividends on any stock or the principal or interest or

both, of any bonds or other obligations of any other corporation, and the performance of any contract of any other corporation.

e. To enter into, make, and perform contracts of every kind and description with any person, firm, association, corporation (including, without limiting the generality of the foregoing, any corporation in which this corporation owns all or a part of the capital stock), municipality, county, state, body politic or government or colony or dependency thereof.

f. To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the goodwill, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

g. To borrow or raise monies for any of the purposes of the corporation, and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, or other obligations of the corporation for its corporate purposes.

h. To loan to any person, firm or corporation any of its surplus funds, either with or without security.

i. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds of property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.

j. To have one or more offices to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

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.

The foregoing clauses shall be construed as objects and purposes of the corporation, in addition to those powers

specifically conferred upon the corporation by law in Alabama Code Section 10-2A-20, and it is hereby 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.

THIRD: The location of the principal office of the corporation in the State of Alabama is P. O. Box 361046, Birmingham, Alabama, 35236 and the name and address of its initial registered agent is Marie Ross, 4526 Lake Valley Drive, Birmingham, Alabama, 35244.

FOURTH: The amount of the total authorized capital stock of the corporation is 100. The capital stock shall be divided into 100 shares at \$1.00 par value per share. All stock issued shall be fully paid and non-assessable.

FIFTH: The amount of capital stock with which it shall begin business is 100 shares; as set forth in the Subscription to Capital stock attached and incorporated as Exhibit "A".

SIXTH: The name and address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock is Marie Ross, 4526 Lake Valley Drive, Birmingham, Alabama, 35244.

SEVENTH: The names and addresses of the incorporators and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Marie Ross	4526 Lake Valley Drive Birmingham, Alabama 35244	51

Kathryn R. Cheatham 6070 Woodvale Drive
Helena, Alabama 35080

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EIGHTH: The names and addresses of the Directors chosen for the first year are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marie Ross	4526 Lake Valley Drive Birmingham, Alabama 35244
Kathryn R. Cheatham	6070 Woodvale Drive Helena, Alabama 35080

NINTH: The names and addresses of the officers chosen for the first year are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Kathryn R. Cheatham	6070 Woodvale Drive Helena, Alabama 35080	President
Marie Ross	4526 Lake Valley Drive Birmingham, Alabama 35244	Secretary Treasurer

TENTH: The period for the duration of the corporation is perpetual.

ELEVENTH: Any action required or proposed to be taken by the directors or the stockholders, or both, may be effected without notice or formal meeting by embodying same in a resolution or instrument in writing signed by all of the directors or stockholders, or both, as the case may be, and such action shall be as fully and completely valid, binding and effective as if adopted in a formal meeting of such directors or stockholders, anything to the contrary contained herein notwithstanding, and the same shall be effected as of the date expressed therein, or, if no date therein expressed, then as of the time on which the same shall be filed by the secretary or entered in the minutes of the

corporation, whichever comes first.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted, subject to this reservation.

THIRTEENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

a. To make and alter the by-laws of this corporation, but by-laws made by the directors may be altered or repealed by the directors or stockholders.

b. To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends, to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

c. To make, alter, amend, change, add to, or repeal the by-laws of this corporation; to fix and vary the amount to be reserved for any proper usage; to determine the use and disposition of any surplus or net profits; to make, from time to time, (so far as may be permitted by law) temporary, secured or unsecured loans when, in the judgement of the Board of Directors, the money so loaned is not at the time required in the conduct of the business

of the corporation.


FOURTEENTH: The corporation may, in its by-laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

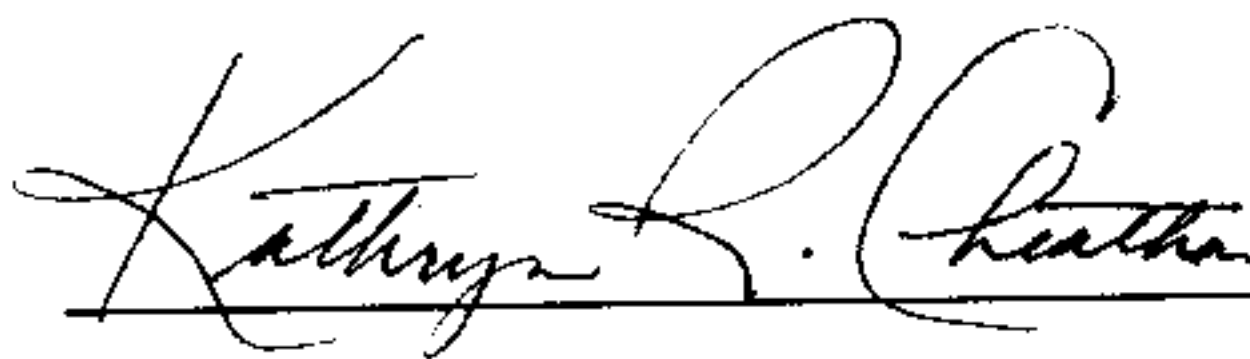
FIFTEENTH: Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator, or intestate, is or was a director, officer, or employee of this corporation, or of any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director, or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled by law.

SIXTEENTH: In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention hereto to give them a preference in the purchase of them, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the Corporation, stating the bona

bona fide terms of the sale. The secretary shall send a copy of said notice to all other stockholders, and unless the terms of the selling stockholder are accepted by any or all of the other stockholders within fifteen days thereafter, they shall be deemed to have waived their privilege of purchasing and he shall be at liberty to sell to anyone else on the same terms provided for in said notice, provided that said sale is bona fide in all respects. A further restriction on sale of this stock has been agreed to by the stockholders in a separate agreement.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, hereto attaching a statement under oath by the officer or agent of the Corporation designated to receive subscriptions to the capital stock of the Corporation showing the amount of capital stock, all of which that has been subscribed has been paid in, all under seal this 21st day of August, 1995.

 (SEAL)
Marie Ross

 (SEAL)
Kathryn R. Cheatham

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 10-2B-4.02, 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:

Mackajo, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Marie Ross, PO Box 361046, Birmingham, AL 35236 for a period of one hundred twenty days beginning July 27, 1995 and expiring November 25, 1995.



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.

July 27, 1995

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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