

**ARTICLES OF INCORPORATION
OF
H & J PIZZA COMPANY, INC.**

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a corporation (the "Company") pursuant to the Alabama Business Corporation Act (the "Act"), do hereby certify as follows:

1. NAME. The name of the Company is:

"H & J PIZZA COMPANY, INC."

2. DURATION. The period of duration of the Company shall be from the date of filing (the "Filing Date") these Articles of Incorporation with the office of the Judge of Probate for Shelby County, Alabama until the earlier to occur of the following:

- (a) the fiftieth (50th) anniversary of the Filing Date;
- (b) the written consent of all the Members to dissolve the company;
- (c) the occurrence of an event of disassociation of a Member specified under the Act, unless the legal existence and business of the Company is continued pursuant to the Act and the Operating Agreement referred to in Paragraph 7 below (herein the "Operating Agreement");
- (d) the Company merges or consolidates with one or more entities and is not the survivor of such merger or consolidation; or
- (e) the entry of a decree of judicial dissolution under the Act.

3. PURPOSE. The Company has been organized to transact any lawful business for which a corporation may be formed under the Act but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company.

4. POWERS. The Company shall have and may exercise all power and authority to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the following:

- (a) To sue and be sued, complain and defend, in its name.
- (b) To purchase, acquire own, hold, improve, develop, operate, manage, sell, convey, assign, transfer, exchange, release, dispose of, mortgage, encumber, pledge, create security interests in, lease, hire, deal in, and loan or borrow money upon, real and personal

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property, tangible and intangible, of every kind, character and description, including but not limited to general partnership interests, limited partnership interests, and interests in limited liability companies, corporations or other entities, or interest therein, along or in conjunction with others, or in the name of one or more partnerships, limited partnerships, limited liability companies, corporations or other entities in which it may constitute one of the partners, members or shareholders.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and with any license, power, authority, concession, right or privilege which any corporation may make or grant.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the Company.

(e) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any entity in Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences or indebtedness, promissory notes, mortgages or securities, notes, bonds or other evidences of indebtedness of the Company, and the Company shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, by it and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provide by the laws of Alabama.

(f) To endorse, lend its credit to, or otherwise guarantee, or become a surety with respect to, obligate itself for, or pledge or mortgage all or any part of its properties to secure the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, lease, mortgage, or obligation, of any subsidiary, affiliated or related corporation or entity or any other corporation, association or other entity, domestic or foreign, or of any person, firm, partnership, limited liability company or joint venture.

(g) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, limited liability company, corporation, municipality, county, state, territory,

government, governmental subdivision, or body politic.

(h) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, entity, association, limited liability company or corporation; to pay for the same in cash or with other assets of or interest in the Company, or otherwise; to hold, or in any manner dispose of the whole or any part of property so acquired, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(i) To borrow money from any partnership, limited liability company, corporation, entity or person (including, without limitation, any manager or member of the Company and their respective affiliates), without security, or upon the giving of security by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty or otherwise, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other financial or institutional investors.

(j) To lend money to any partnership, limited liability company, corporation, entity or other person (including, without limitation, any manager or member of the Company, and their respective affiliates), upon the receipt of such security as the managers or members of the Company may deem advisable by way of mortgage, pledge, transfer, or assignment or otherwise, of real and personal property of every nature and description, or by way of guaranty or otherwise.

(k) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills, of exchange, warrants, debentures and other negotiable or transferable instruments.

(l) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(m) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interest therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(n) To enter into any lawful arrangements for sharing of profits, union of interest, reciprocal concessions or cooperation, as partner (general or limited), member, joint venture or otherwise, with any person, partnership, corporation, limited liability company, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which the Company is authorized to carry

on, or any business which the Company is authorized to carry on, or any transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of the Company.

(o) To have one or more offices to carry on all of the Company's operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, or country.

5. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at such address are as follows:

**James V. Green, Jr., Esquire
Karle & Green, L.L.C.
115 First Street North
P. O. Box 878
Alabaster, Alabama 35007**

6. MEMBERS. The Company shall initially have two (2) members, whose names and addresses are as follows.

<u>NAME</u>	<u>ADDRESS</u>
Ed Hancock	920 Frontier Drive Pelham, Alabama 35124
Stewart Johnson	3334 Ridge Manor Drive Hoover, Alabama 35216

7. OPERATING AGREEMENT. The business of the Company and the relationship of the members are subject to the terms and conditions of that certain Operating Agreement of even date herewith (the "Operating Agreement") by and among all of the initial members. A copy of the Operating Agreement is maintained at the Company's principal office.

8. ADMISSIONS OF MEMBERS. Any new members shall be admitted at the Company only upon the terms set forth in the Operating Agreement.

9. ISSUANCE AND DISPOSITION OF MEMBERSHIP INTERESTS.

(a) Issuance of Membership Interests. The Company may from time to time issue membership interests pursuant to the Operating Agreement, and may receive in

payment thereof, in whole or in part, cash, services actually performed, real or personal property (tangible or intangible), or a promissory note or other binding obligation to pay cash, convey property or render services.

(b) Restrictions on Transfer of Membership Interests. Membership interests shall be transferable only upon such terms and conditions as set forth in the Operating Agreement.

(c) Rights and Options. Rights or options entitling the holders thereof to purchase membership interests from the Company shall be created and issued by the Company only as set forth in the Operating Agreement.

(d) Acquisition of Membership Interests. Any person or entity which shall acquire a membership interest in the Company shall acquire it subject to the provisions of these Articles of Organization and the Operating Agreement. So far as not otherwise expressly provided by the laws of the State of Alabama, the Company shall be entitled to treat the person or entity in whose name any membership interest is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said membership interest on the part of any other person or entity, whether or not the Company shall have notice thereof.

(e) Certificates of Interest. The Company may issue certificates from time to time to evidence the interests of the members of the Company.

10. MEMBER MANAGED. Except as may be otherwise provided by law, in these Articles of Incorporation or in the Operating Agreement, all powers of the Company shall be exercised by the Company's members and the business and affairs of the Company shall be managed under their direction.

11. INDEMNIFICATION OF MEMBERS, OFFICERS, EMPLOYEES AND AGENTS. The Company may indemnify its members, managers, and employees to the maximum extent provided by law.

12. SUBSEQUENTLY ADOPTED LAWS. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the holders of membership interests or managers of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the holders of membership interests or managers of any such corporation, shall apply to this Company and to every manager and holder of membership interests thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

13. AMENDMENT. The Company reserves the right to amend, alter, change or

repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law and all rights conferred upon holders of membership interests and managers herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of a majority of the members on the effective date of any such amendment.

IN WITNESS WHEREOF, the undersigned acting as the initial members of the Company, have executed these Articles of Organization as of this the 2nd day of February, 2000.

Edwin Hancock Jr
ED HANCOCK

Stewart Johnson
STEWART JOHNSON
Stuart SS

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that ED HANCOCK, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand this the 2nd day of February, 2000.

Kimberly J. Watson
Notary Public

My Commission Expires: 2/28/2003

SEAL

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State hereby certify that STEWART JOHNSON, whose is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand this the 2nd day of February, 2000.

Kimberly J. Watson
Notary Public

My Commission Expires: 2/28/2003

SEAL

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:

H&J Pizza Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James V Green Jr, PO Box 878, Alabaster, AL 35007 for a period of one hundred twenty days beginning January 19, 2000 and expiring May 19, 2000.



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.

January 19, 2000

Date

Jim Bennett

Jim Bennett

Secretary of State

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