

ARTICLES OF INCORPORATION
OF
THE COMIC STRIP FOOD & FUN, INC.

The undersigned, for the purpose of forming a Corporation under the Alabama Business Corporation Act (Alabama Code Section 10-2B-1.01, et seq., 1975, as amended) hereby adopts the following Articles of Incorporation:

1. The name of the Corporation is **The Comic Strip Food & Fun, Inc.**
2. The Corporation shall have authority to issue an aggregate number of shares totaling **one hundred (100)**. Said shares shall consist of one class only, to-wit, common shares, for which the par value of each is **ten (\$10.00) dollars**.
3. The **physical location** and mailing address of the initial **Registered Office**, and the initial **Registered Agent** shall be:

Felecia S. Bowen
370 Pineview Road
Montevallo, AL 35115

4. The name and address of the **Incorporators** are:

Stephanie S. Brown
P. O. Box 622
Montevallo, AL 35115

Felecia S. Bowen
370 Pineview Road
Montevallo, AL 35115

5. The number of Directors constituting the initial Board of Directors shall be **Two (2)**. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors be elected or qualify are:

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SHELBY COUNTY JUDGE OF PROBATE
006 MEL 105.00

Inst # 2001-13185

**Stephanie S. Brown
P. O. Box 622
Montevallo, AL 35115**

**Felecia S. Bowen
370 Pineview Road
Montevallo, AL 35115**

6. **The Corporation is organized for the purpose of operating a restaurant, and providing food, beverage and entertainment to its patrons, within a “family setting”; and shall include the transaction of any and all lawful business for which Corporations may be incorporated under the Alabama Business Corporation Act.**

7. **The initial Shareholders and Officers of the Corporation are designated as follows:**

**Stephanie S. Brown
P. O. Box 622
Montevallo, AL 35115**

**50 Shares
Shareholder—President**

**Felecia S. Bowen
370 Pineview Road
Montevallo, AL 35115**

**50 Shares
Shareholder—Secretary/Treasurer**

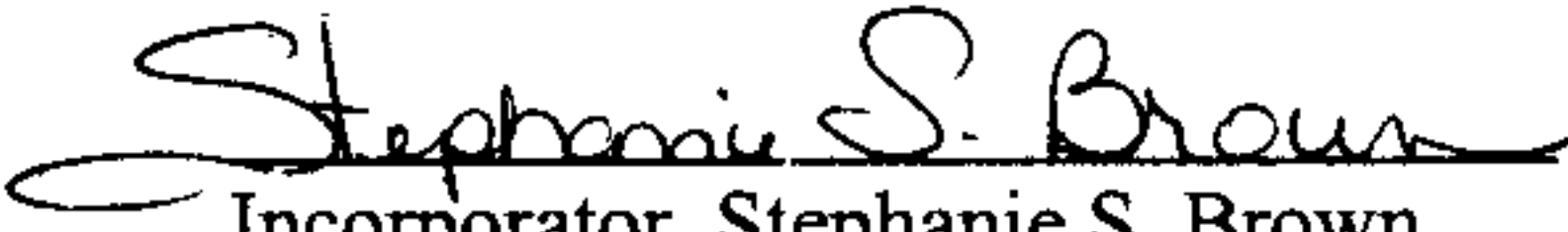
8. **The term of existence of the Corporation shall be perpetual.**
9. **The Board of Directors of the Corporation shall maintain authority to amend these Articles to expand or alter the class of shares, to establish series, and fix and determine the variations in the relative rights and preferences between the series.**
10. **Shares of the Corporation may be freely transferred, except that a Shareholder desiring to transfer any such shares of the corporate stock shall first offer to the Corporation, or to any other Shareholder of the Corporation, or to any**


combination of the foregoing, prior opportunity, to be exercised within a reasonable time, to acquire the “restrictive transfer” shares, at the reasonable market value thereof. Each Shareholder of the Corporation shall further have the preemptive right to purchase treasury shares of the Corporation, or other shares being sold by the Corporation for the fair market value thereof.

11. The herein above designated Corporation does hereby eliminate the liability of a Director to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for the following:

- A) The amount of a financial benefit received by a Director to which he or she is not entitled;
- B) Any intentional infliction of harm on the Corporation or the Shareholders;
- C) An intentional violation of criminal law;
- D) A breach of the Directors duty of loyalty to the Corporation or its Shareholders;
- E) Each Director is held only to the standard of “exercising sound business judgment”, within his or her role as a Director of the Corporation.

I, the undersigned have subscribed my name this 5th day of April,
2001.


Incorporator, Stephanie S. Brown


Incorporator, Felecia S. Bowen

STATE OF ALABAMA)
COUNTY OF SHELBY)

Sworn to and subscribed before me this 5th day of April, 2001.

Sharon J. Spear
Notary Public
My Commission Expires: 9/7/2002

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:

The Comic Strip Food & Fun, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mitchell Spears, PO Box 119, Montevallo, AL 35115 for a period of one hundred twenty days beginning March 28, 2001 and expiring July 27, 2001.



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 28, 2001

Date

Jim Bennett

Secretary of State

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