

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)


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Shelby Cnty Judge of Probate, AL
08/20/2009 08:51:04 AM FILED/CERT

ARTICLES OF INCORPORATION

OF

Fino Food Services , INC.

KNOW ALL MEN BY THESE PRESENTS, that for the purpose of forming a corporation under and pursuant to the Laws of the State of Alabama, particularly under the provisions of Title 10, Code of Alabama, 1975, Section 10-1-1 et seq., the undersigned, **Nabil A. Fino**, being the sole shareholders of subscriptions of all of the capital stock hereinafter named, have associated themselves, and have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon proper filing hereof pursuant to law.

ARTICLE I

The name of the corporation is, and shall be: **Fino Food Services, Inc.**

ARTICLE II

The object or objects and purposes for which the corporation is formed are as follows:

1. To operate a retail clothing business, and the doing of any and all business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.
2. To manage and conduct for any and all purposes which may now or

hereafter be lawful all business and operations as may determined from time to time.

3. To purchase to the extend allowed by law, hold, sell, and reissue, and otherwise deal in, its own capital stock, debentures and other forms of evidence of indebtedness and those of other persons, firms or corporations.

4. To acquire the good will, business and property and assets, and to assume or undertake the whole, or similar business, as well as contracts for the exclusive, or other, rights in and to the services of any person or persons whose services are deemed desirable, and to pay the same in cash, stocks, bonds, debentures or other securities of this Corporation or otherwise as the Shareholders so determine.

5. To do any and all other acts and things which may be necessary, proper, or incidental to the exercise of all of the foregoing powers, and the proper transaction of the business of the Corporation now or hereafter permitted by law; and generally to do any and all such acts as may be necessary, proper and convenient in carrying out or accomplishing the general purposes for which the Corporation is formed.

6. To transact any or all lawful business foe which Corporations may be incorporated under the Alabama Business Corporation Act, as last amended, and particularly as set in Section 10-2A-3 thereof.

ARTICLE III

The address of the initial registered office of the corporation is **1200 Legacy Dr, Birmingham, Alabama, 35242**; the name of the registered agent at such address is **Nabil A. Fino**.

ARTICLE IV

Section 1: The total number of shares of stock which the corporation to issue shall be One Hundred (100) shares of common stocks of a par value of Ten and No/100 (\$10.00) Dollars per share, being a total authorized capital stock of One Thousand and No/100 (\$1000.00) Dollars and none shall be preferred stock of a different class.

Section 2: The corporation shall begin business with One hundred (100) shares of common stock of aggregate value of One Thousand and No/100 (\$1000.00) Dollars which shall be paid for on full at the commencement of business as shown by the subscription list hereinafter set out and attached as Exhibit "A". Until expiration of a Plan adopted prior to incorporation, or until further action by the Board of Directors of Shareholders, all shares shall be issued as "section 1244" Small Business Corporation Stock pursuant to that certain Plan adopted by all Incorporators and Subscribers to the stock under the terms, conditions and requirements of said Plan.

Section 3: Certificates of stock for shares of common stock of the corporation shall be in such form as shall be approved by the President and Secretary of this corporation and each holder of stock in the corporation shall be entitled to have certificate, or certificates, signed in the name of the corporation by the President and the Secretary or by such officers as the President and Secretary or by such officers as the President and Secretary shall designate, certify the number of shares owned by him in such corporation.

ARTICLE V

The names and addresses of the officers designated by Incorporators to receive subscriptions to capital stock: **Nabil A. Fino, 1200 Legacy Dr., Birmingham, Alabama, 35242.**

ARTICLE VI

The names and addresses of the Incorporators, the number of shares of stock subscribed for by each, and the aggregate value of said subscription with which the corporation shall commence business are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Nabil A. Fino	1200 Legacy Dr. Birmingham, Alabama 35242	100

ARTICLE VII

The name and addresses of the Director chosen for the first year is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nabil A. Fino	1200 Legacy Dr. Birmingham, Al 35242

ARTICLE VIII

The Officers of the corporation shall consist of a President, Secretary and Secretary; it is further provided that the office that of President and Secretary may be consolidated into one office and then the office may be designated as President/Secretary and the office of Vice President and Secretary may be consolidated into one office and then the office may be designated as Vice President/Secretary.

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Nabil A. Fino	1200 Legacy Dr. Birmingham, AL 35242	President/Secretary

ARTICLE IX

The period of duration of the corporation and the life of the corporation shall be perpetual unless sooner dissolved by law or by the act of the corporation by any proper or lawful dissolution, merger, consolidation, liquidation or similar action.

ARTICLE X

As provided by the Laws of State of Alabama, the consideration received for the issuance of the shares of the corporation shall constitute stated capital to the extent of the par value of such shares, and excess, if any, of such consideration shall constitute capital surplus; the stated capital of the corporation may be increased from time to time by resolution of the Board of Directors directing that all or part of the surplus of the corporation be transferred to stated capital.

ARTICLE XI

The corporation shall make and alter at its pleasure all needed By-Laws; the initial By-Laws of the corporation shall be adopted by an affirmative vote of the holders of at least two-third (2/3) of the voting common stock of the corporation at a meeting of the Stockholders called for that purpose at which at least a majority of the outstanding voting shares of the corporation are represented in person or by proxy. Thereafter, the power to amend, alter or repeal the By-Laws or adopt new By-Laws shall remain vested with the holders of voting common stock in the same manner provided for the adoption of the initial By-Laws.

ARTICLE XII

Attached hereto and marked exhibit "B", and included herewith is a statement

under oath by **Nabil A. Fino**, the persons authorized and designated
by the Incorporators to receive subscription to the capital stock of this corporation.
showing the amount of capital stock which has been subscribed and paid for by each
Incorporator in property or in cash and the amount in which such payments have been
made.

As previously indicated, there is also attached hereto and included herewith a
copy of the Subscription List and all of the Incorporators and Subscribers for the capital
stock of this corporation have fully paid for the stock subscribed to by them as shown in
said subscription on the sworn statement of **Nabil A. Fino**.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set
their hands and affixed their seals on this 20th day of August 2009.


Nabil A. Fino

Exhibit "A"

SUBSCRIPTION LIST OF THE CAPITAL STOCKS OF

Fino Food Services, INC.

A PROPOSED CORPORATION

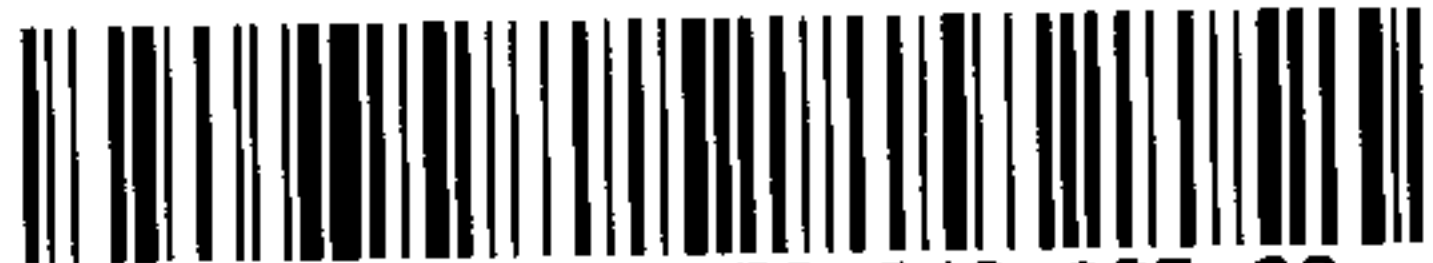
We, the undersigned, do here by separately subscribe for and agree to take,
purchase and pay for in cash the amount of stock set opposite our respective names, said
stock to be issued by an Alabama Corporation to be styled **Fino Food Services, Inc.**,
with its initial
principal office in Birmingham, Alabama, it being further understood and agreed by each
of us that said stock will be paid for by the undersigned, as the Incorporators of said
Alabama Corporation, prior to or concurrent with the formation of the same.

Common Stock
\$10.00 par value

<u>Subscriber</u>	<u>Shares</u>	<u>Amount</u>
Nabil A. Fino	100	\$1000.00


Nabil A. Fino

EXHIBIT "B"


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STATE OF ALABAMA

)

:

COUNTY OF SHELBY)

**REPORT OF OFFICER AND AGENT DESIGNATED
BY THE INCORPORATORS OF**

Fino Food Services, INC.

**TO RECEIVE SUBSCRIPTION TO THE
CAPITAL STOCK OF THE CORPORATION**

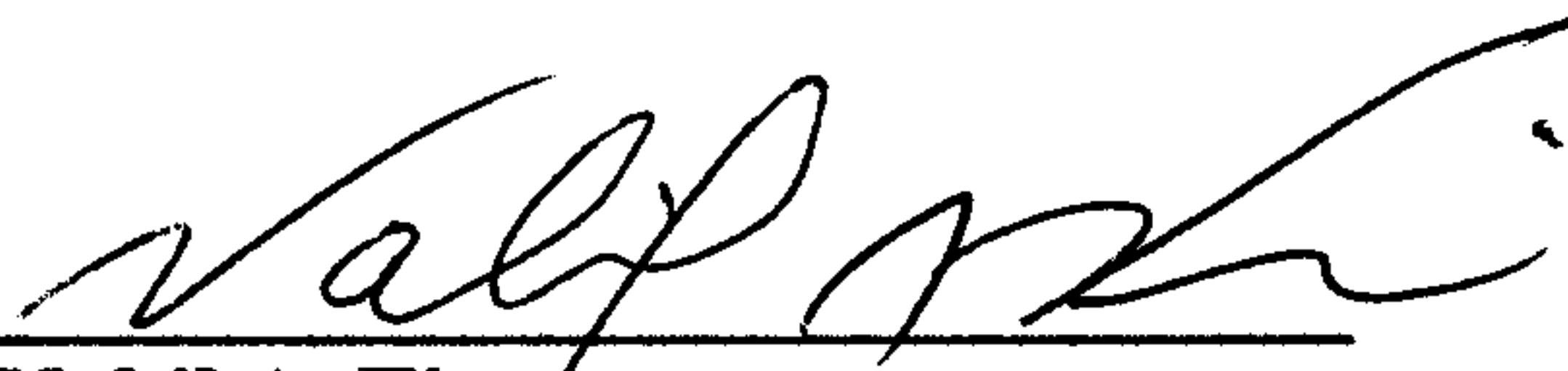
Before me, the undersigned, a Notary Public, personally appeared **Nabil A. Fino**, who are known to me, or made known to me, and who having been by me first duly sworn, depose and say on oath that they are officers and agents designated by the Incorporators of **Fino Food Services, Inc.** to receive subscriptions to the capital stock of said corporation, and the sum of Five Hundred and No/100 (\$500.00) Dollars per each officer mentioned hereinabove for a total of On Thousand and No/100 (\$1,000.00) Dollars has been delivered in equipment, inventory, and other assets and paid to affiants for the corporation for the sale of One Hundred (100) shares of the capital stock thereof and said property is received in payment of the stock subscribed by the Incorporators at Ten and No/100 (\$10.00) Dollars per share as follows:

NAME(S) OF SUBSCRIBERS

Nabil A. Fino

**NUMBER OF SHARES
SUBSCRIBED FOR**

100


Nabil A. Fino, Affiant



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Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, 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:

Fino Food Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Nabil Fino, 1200 Legacy Drive, Hoover, AL 35242 for a period of one hundred twenty days beginning June 29, 2009 and expiring October 28, 2009.



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.

June 29, 2009

Date

Beth Chapman

Beth Chapman

Secretary of State