

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

**ARTICLES OF INCORPORATION
OF
J.R.FOODSERVICE, INC.**

TO THE PROBATE JUDGE OF SHELBY COUNTY:

UNDER AND BY VIRTUE of the Alabama Business Corporation Act, the undersigned Incorporator, does hereby make and file these Articles of Incorporation, pursuant to the provisions of said laws, to become thereunder a body corporate, for the purpose of carrying on the business hereinafter named, and hereby declare and certify as follows:

ARTICLE I

The name of the corporation shall be J.R. Foodservice, Inc.

ARTICLE II

The address of the Corporation's initial registered office in the State of Alabama is 1957 Hoover Court, #306, Hoover, Alabama 35226, and the name of its registered agent at such address is Malcolm S. McLeod. The County of the registered agent is Jefferson.

ARTICLE III

The principal office of said Corporation is 1148 Barkley Lane, Hoover, AL 35244. The county is Shelby.

ARTICLE IV

The duration of the Corporation shall be perpetual.

ARTICLE V

The objects and purposes for which this Corporation is formed are to engage in any lawful act or activity for which Alabama Corporations may be authorized pursuant to the Alabama Business Corporation Act.

The foregoing clause shall be construed as purposes and nothing



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herein shall be deemed to limit or exclude in any manner any right, power of privilege given to the Corporation by law or authority which it is or might be permitted to exercise under the laws of the State of Alabama.

ARTICLE VI

The name and address of the Incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jon R. Creel	1148 Barkley Lane Hoover, AL 35244
Cannon Prickett	46 Manning Place Hoover, AL 35242

ARTICLE VII

The initial Board of Directors shall consist of two (2).

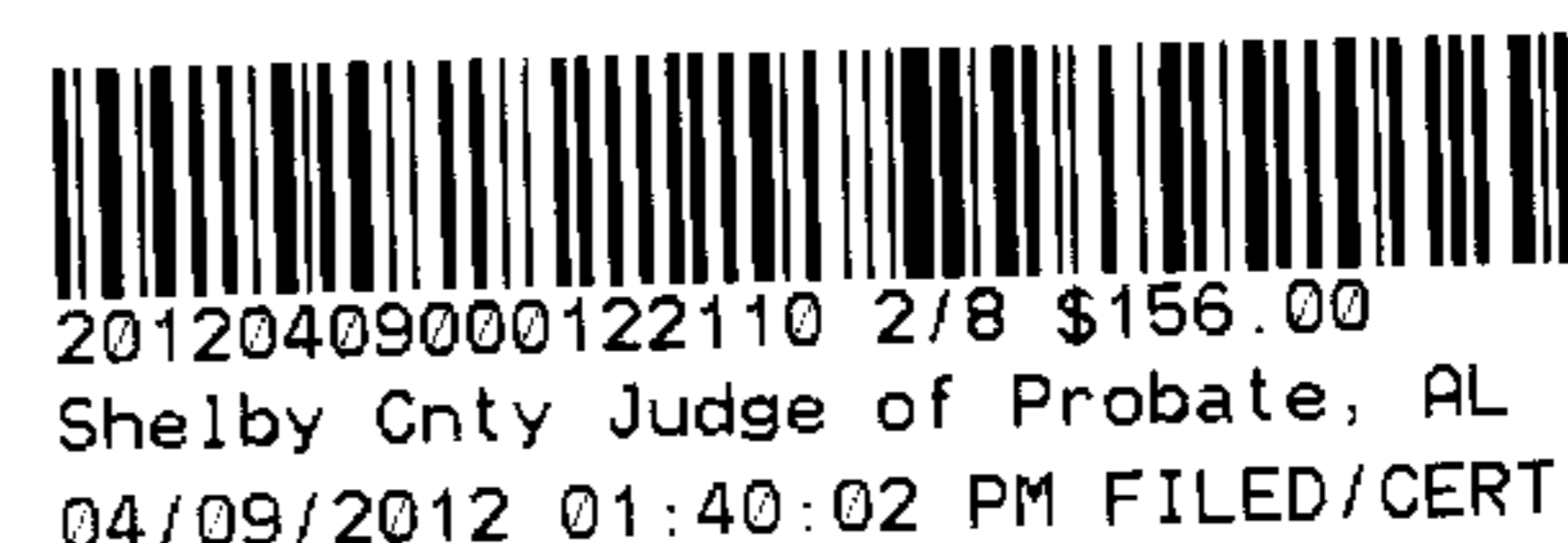
The names and addresses of the persons who are to serve as the Officer and Director of said Corporation until the first annual meeting of Shareholders, and until their successors have been elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jon R. Creel	President	1148 Barkley Lane Hoover, AL 35244
Cannon Prickett	Vice President	46 Manning Place Hoover, AL 35242

Notwithstanding any contrary provisions contained in these Articles of Incorporation, the Shareholders holding the majority of outstanding common stock of the Corporation may remove all or any of the Directors of the Corporation, before the expiration of their terms, at any regular or special Shareholders' meeting.

ARTICLE VIII

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing.




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

- a) To make and alter the Bylaws of this Corporation, but Bylaws so made by the Directors may be altered or repealed by the Directors or Shareholders;
- 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 deposition of any surplus or net profit over and above the capital stock paid in;
- c) To make, from time to time (so as may be permitted by law) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

The Corporation may, in its Bylaws, 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.

ARTICLE IX

The Corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act may have and exercise. Without in any way limiting the foregoing, this corporation shall have the power to endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefore, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, script, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporation, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation, which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another


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corporation, or (E) in which any one or more persons who own stock in this corporation also own stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations, evidences of indebtedness, or contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

ARTICLE X

The total number of shares which the Corporation shall have authority to issue shall be One Thousand (1000) shares of common stock of the par value of One Dollar (\$1.00) per share.

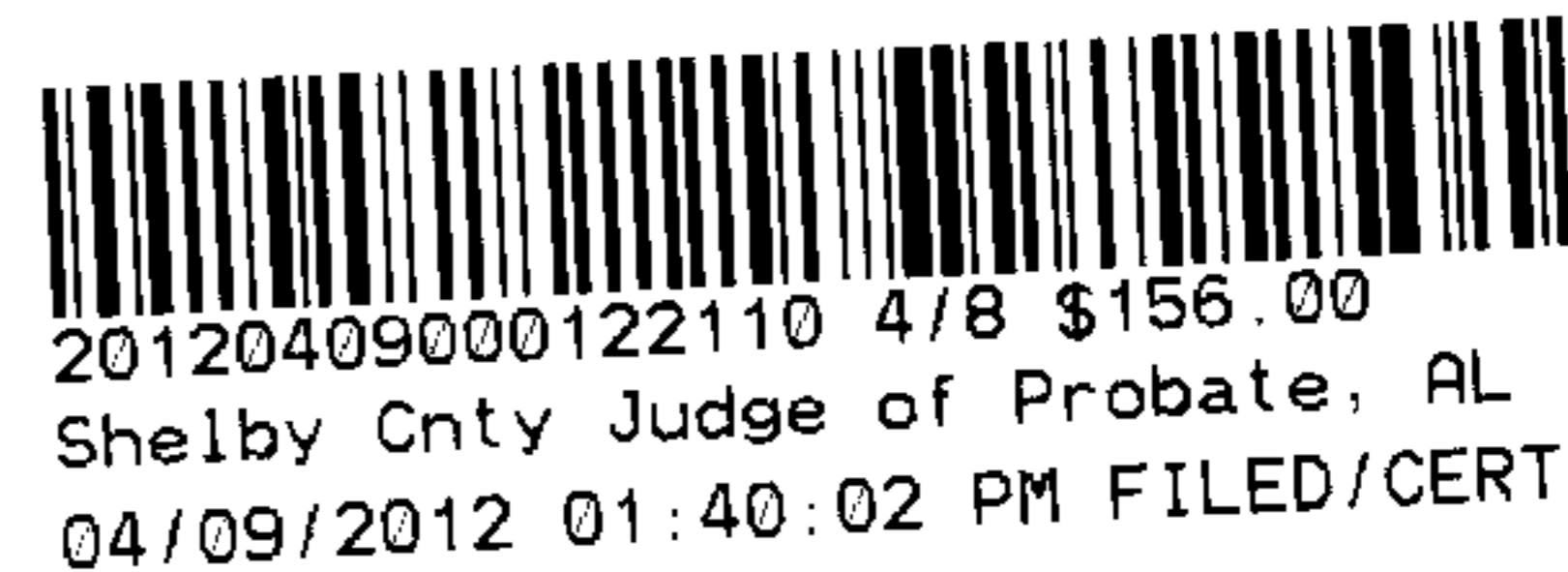
Each shareholder may have his, her or its share issued (a) in his, her or its individual name, or (b) in the names of two or more persons as joint tenants with right of survivorship and not as tenants in common, or (c) as tenants in common. At the date of execution:

Jon R. Creel possesses 500 shares of stock.
Cannon Prickett possesses 500 shares of stock.

ARTICLE XI

The Corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the Corporation is solvent), as may be fixed from time to time by the Board of Directors, and may receive in payment thereof, in whole or in part, cash, labor done, personal property, or real property, or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for the consideration so fixed shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This Corporation, may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefore.



ARTICLE XII

The Corporation shall have a lien on its shares of stock for any debt of liability incurred to it by a Shareholder, before notice of a transfer or levy on such shares.

ARTICLE XIII

The Corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of earned surplus or capital surplus available therefore.

ARTICLE XIV

All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock 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 share on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XV

Every person (and the heirs, executors, and administrators of such person) who is or was an officer, director, or employee of this Corporation, or of any other corporation which he or she served as such, at the request of this Corporation, and of which this Corporation directly or indirectly is a Shareholder or creditor of, or in the stocks, bonds, securities, or other obligations of which it is in any way interested, may in accordance with the second paragraph of this Article be indemnified by the Corporation against any and all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or against the Corporation and/or said individual or in the right of the Corporation or such other company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been an officer, director, or employee of the Corporation or such other corporation, or by reason of any action taken or not taken by him or her in such capacity, whether he or she continues to be such officer, director, or employee at the time such liability or expense shall have been

incurred, provided he or she acted in good faith in what he or she reasonably believed to be the best interests of the Corporation or such other corporation, as the case may be, and in addition, in any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. As used herein, the term "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such a person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the discretion of the Corporation, but only if the Board of Directors (with no Director who is a party to or interested in such claim, action, suit or proceeding, participating) shall find that such person has met the standards of conduct set forth in the preceding paragraph. If two-thirds or more of the Board of Directors are parties to or are interested in such claim, action, suit, or proceeding, the regular counsel for the Corporation shall determine whether such person has met such standards.

Expenses incurred with respect to any such claim, action, suit, or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification hereunder.

The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under the laws of the State of Alabama, and Bylaws, agreement vote of Shareholders, or otherwise.

ARTICLE XVI

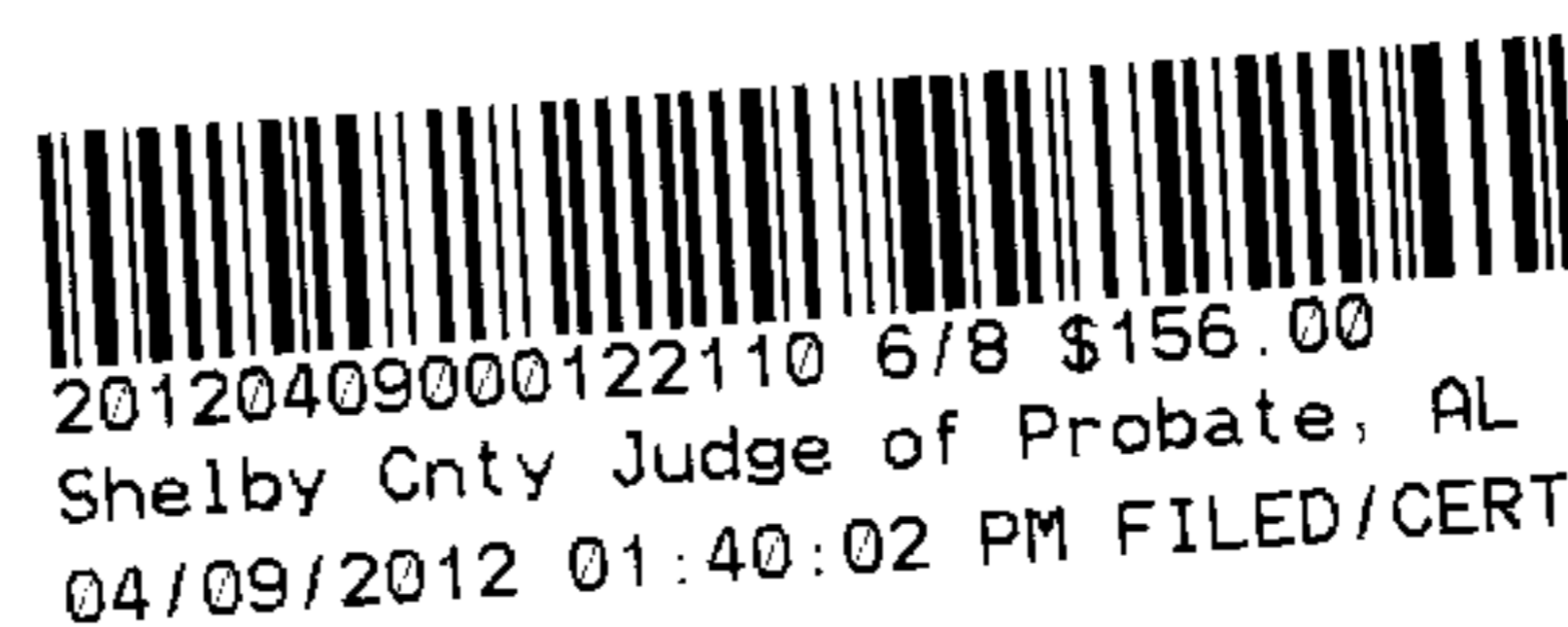
The private property of the Shareholders shall not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE XVII

The Shareholders of said Corporation shall have the right to increase or decrease the capital stock to such sum or sums as they may desire.

ARTICLE XVIII

The Directors and/or Shareholders may waive, in writing, any requirement under the laws of the State of Alabama (where law permits such waiver) for the holding of a formal meeting with respect to any business of the Corporation by



resolution executed or consented to in writing by all of the Directors and/or Shareholders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on the Corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

ARTICLE XIX

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 statute, and all rights conferred on Shareholders herein are granted subject to this reservation.

IN TESTIMONY WHEREOF, the Incorporators have hereunto signed and subscribed their names and file these Articles of Incorporation for record in the Office of the Probate Judge of Shelby County, Alabama, for the purposes of forming a corporation, in pursuance of said laws, this the 30 day of March, 2012.



JON R. CREEL
PRESIDENT



CANNON PRICKETT
VICE PRESIDENT

This document prepared by:
McLeod & Associates, LLC
Malcolm S. McLeod, Attorney
1957 Hoover Court, Suite 306
Birmingham, AL 35226



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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 Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama
1975*, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

J.R. Foodservice, Inc.

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of Malcolm S. McLeod, 1957 Hoover Court, #306, Hoover, AL
35226 for a period of one hundred twenty days beginning March 22, 2012 and
expiring July 20, 2012.


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**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 22, 2012

Date



Beth Chapman

Secretary of State