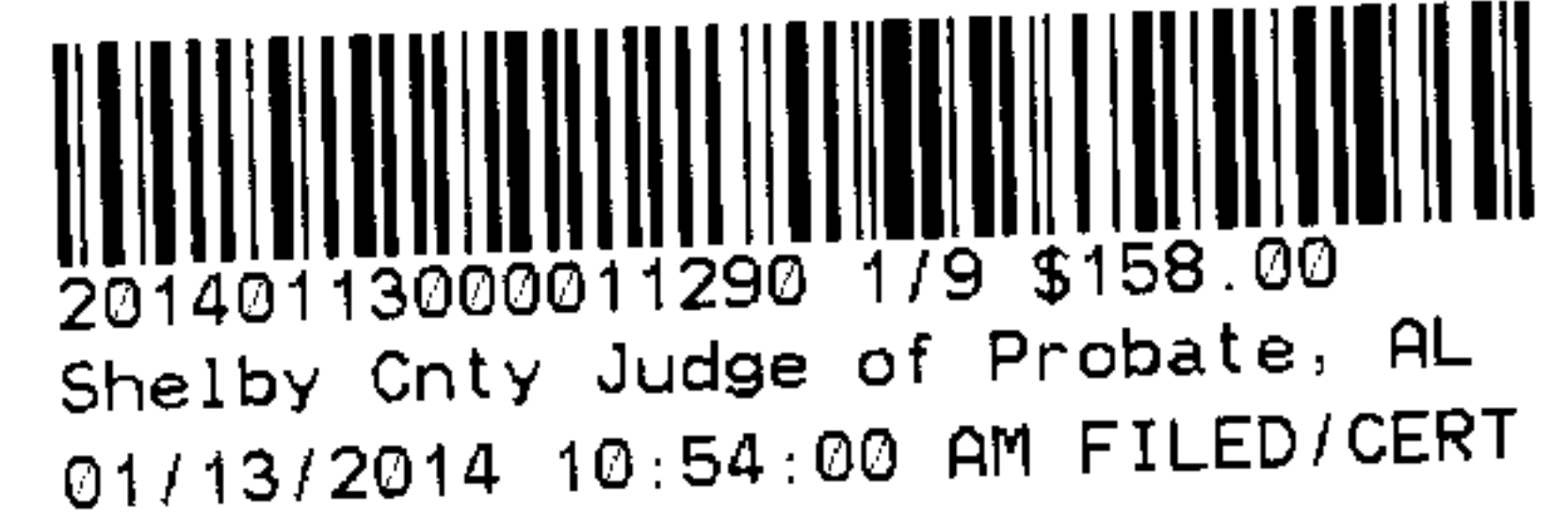


**CERTIFICATE OF FORMATION
AND
ARTICLES OF INCORPORATION
OF
FATBACK COLLECTIVE**



STATE OF ALABAMA)
:
COUNTY OF SHELBY)

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

The undersigned, desiring to form a nonprofit corporation under the laws of the State of Alabama, does hereby adopt the following Certificate of Formation and Articles of Incorporation (herein, the "Certificate of Formation"):

**ARTICLE I
NAME**

The name of the Corporation will be **FATBACK COLLECTIVE**.

**ARTICLE II
NONPROFIT CORPORATION**

This Corporation will be organized and operated in accordance with the Alabama Business and Non-Profit Entity Code, Code of Alabama, 1975, Title 10A, Chapters 1 and 3, and by the Alabama Nonprofit Corporation Law, §§10A-3-1.01, et seq., and any successor statute governing the operation of a nonprofit corporation in Alabama, both as amended from time to time (collectively, the "Alabama Nonprofit Law").

**ARTICLE III
PURPOSES**

The objects and purposes for which the Corporation is organized are:

(a) To operate as a civic organization, promoting the common good and general welfare of communities in the United States of America, by challenging the status quo, building community alliances, and supporting farmers, artisans, and progressive causes.

(b) To use the collective talents of chefs, restaurateurs, thinkers, writers, and entrepreneurs who gather often to invest energy and intellect to build alliances and forge stronger communities.

(c) To build, preserve and improve communities by raising funds to assist imperiled businesses and organizations in local communities that are rooted in place and rich in culture.

(d) To foster and promote the sustainable foods systems, learn about different ways to raise and prepare food and then teach and lead others by example.

(e) To learn about, celebrate, and support what makes communities in the Southern United States special through food, culture, art, and music.

(f) To accept and hold as assets of the Corporation in trust or otherwise any monies or other properties which any person, trust, partnership, or corporation may offer to the Corporation as a contribution in trust or otherwise to its capital without the contributor thereby granting any interest in the corporate affairs or assets; provided, however, that the Board of Directors will have the right to reject the offer of any trust or assets, the acceptance of which, in its sole judgment, would not be in the best interest of the Corporation or consistent with its purposes as a business league.

(g) To sell, convey, and dispose of any such property and to invest and reinvest the principal and income thereof in such property, real, personal and mixed, including, without limitation, securities in, of or issued or created by any person, firm, partnership, association, corporation, joint venture, government or subdivision, agency or instrumentality thereof, or any other legal entity of any kind and nature.

The Corporation is not organized for profit, no part of the net earnings of the Corporation will inure to the benefit of any private individual, and the Corporation will not have or issue shares of stock. The Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

In order to carry out the purposes herein above set forth, the Corporation will have any and every power which a nonprofit corporation, organized under the provisions of the Alabama Nonprofit Law, as from time to time amended, can be authorized to exercise.

The foregoing clauses will be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers, will not be construed or held to limit or restrict in any manner the powers of the Corporation as expressly conferred by law, except as expressly stated herein.

ARTICLE IV **MEMBERSHIP**

The Bylaws may provide for different classes of membership and prescribe the qualifications and rights of each class of membership, including any voting or non-voting rights, and the steps and procedures

required of applicants for membership in any one or more classes including the dues required to be paid by members of each class and the method or manner in which membership in any class may be terminated.

ARTICLE V
LOCATION OF REGISTERED OFFICE
AND NAME OF REGISTERED AGENT

The initial registered office of the Corporation will be at 103 Perry Place, Birmingham, Alabama 35242, and the name of the initial registered agent at such address will be Nick R. Pihakis.

ARTICLE VI
ORGANIZER / INCORPORATOR

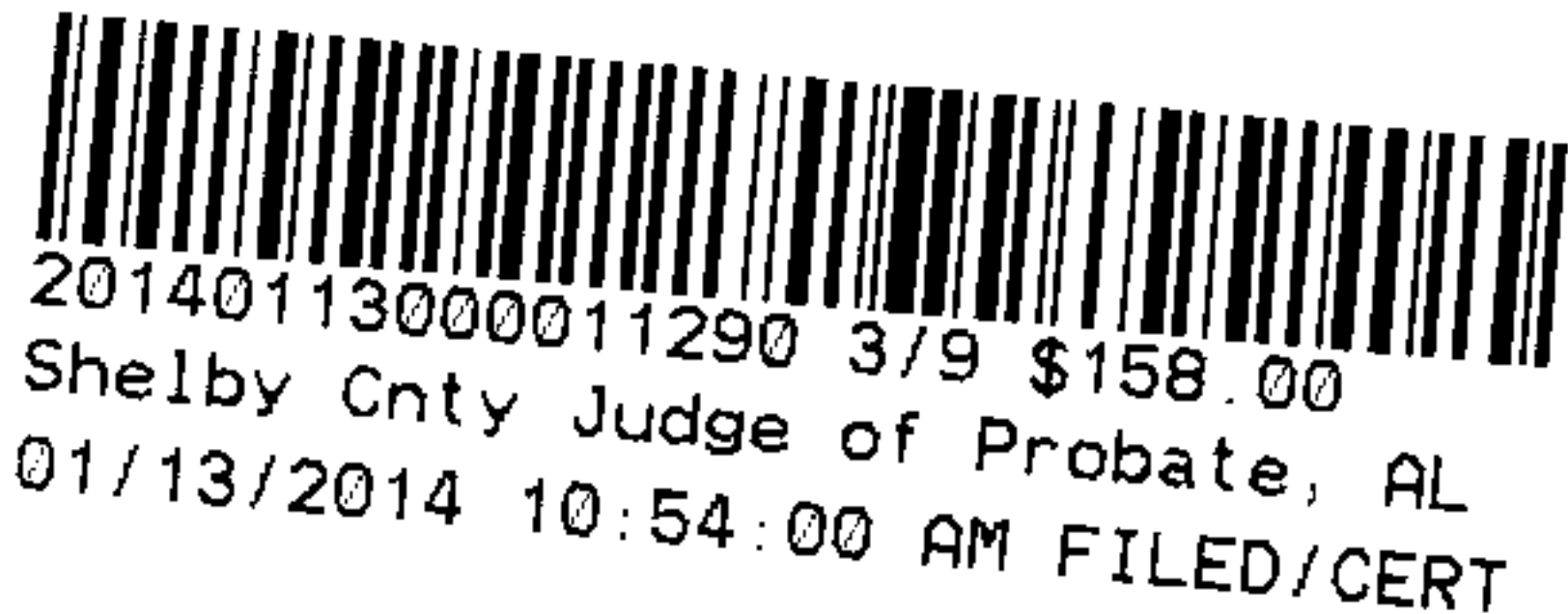
The name and mailing address of the Organizer(s) / Incorporator(s) of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert M. Ritchey	2660 Eastchase Lane, Suite 300 Montgomery, Alabama 36117

ARTICLE VII
BOARD OF DIRECTORS

The business, affairs and property of the Corporation will be managed, and all of the powers of the Corporation will be conducted by, a Board of Directors (each a “Director”) consisting of not less than three (3) Directors. The initial Board of Directors will consist of three (3) Directors, whose names, addresses and class designation are as follows:

<u>Names</u>	<u>Addresses</u>
Nick R. Pihakis	103 Perry Place Birmingham, Alabama 35242
Donald Link	5525 Garfield Street New Orleans, Louisiana 70115
John T. Edge	913 South 11 th Street Oxford, Mississippi 38655



The number of Directors will be fixed from time to time by or in the manner provided in the Bylaws. The classes of Directors, the times and procedures for meetings of the Board of Directors, the manner of nominating and electing the Directors, and the Directors' terms of office will likewise be established by the Bylaws. The Bylaws may provide that the Board of Directors may elect an Executive Committee composed of no less than three (3) members which during the interim between meetings of the Board of Directors will have all of the rights, privileges, powers and authority of the Board of Directors.

ARTICLE VIII **DURATION**

The duration of the Corporation will be perpetual.

In the event of dissolution or final liquidation of the Corporation, the Board of Directors will, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation or, in the event such Directors will be unable or unwilling to act, the Presiding Judge of the Circuit Court which includes Shelby County, Alabama, will determine:

- (a) a nonprofit organization or organizations which may have been created to succeed the Corporation; or
- (b) any other nonprofit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets; or
- (c) Fatback Collective Charitable Foundation, or any other nonprofit organization or organizations having similar aims and objects as Fatback Collective Charitable Foundation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations will then qualify and be exempt from federal income taxation as an organization described in Sections 501(c)(3) and 170(c)(2) of the Code, or corresponding sections of any prior or future Internal Revenue Code, contributions to which are deductible under Sections 501(c)(3) and 170(c)(2) of such Code, or to the Federal, State or local government to be used exclusively for public purposes.

ARTICLE X **BYLAWS**

The Board of Directors will have the power to authorize and adopt the Bylaws for the regulation and government and other officers of the Corporation, including the Board of Directors and the officers of the

Corporation (the “Officers”), and for all other purposes not in conflict with the laws of the State of Alabama or this Certificate of Formation.

ARTICLE XI **CORPORATE DEBTS**

No Officer, Member, or Director, nor any property of an Officer, Member or Director will be subject to or chargeable with the payment of the corporate debts or obligations of the Corporation.

ARTICLE XII **INDEMNIFICATION**

The Corporation will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceedings, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the Corporation, or is

or was serving at the request of the Corporation as a Director, officer, partner or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought will determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court will deem proper.

To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he will be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under this Article will (unless ordered by a court) be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth. Such determination will be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or

proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the Director, officer or agent to repay such amount if and to the extent it will ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.


The indemnification provided by this Article will not be deemed exclusive of, and will be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the Corporation's Certificate of Formation, bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, will continue as to a person who has ceased to be a Director or officer and will inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation will have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

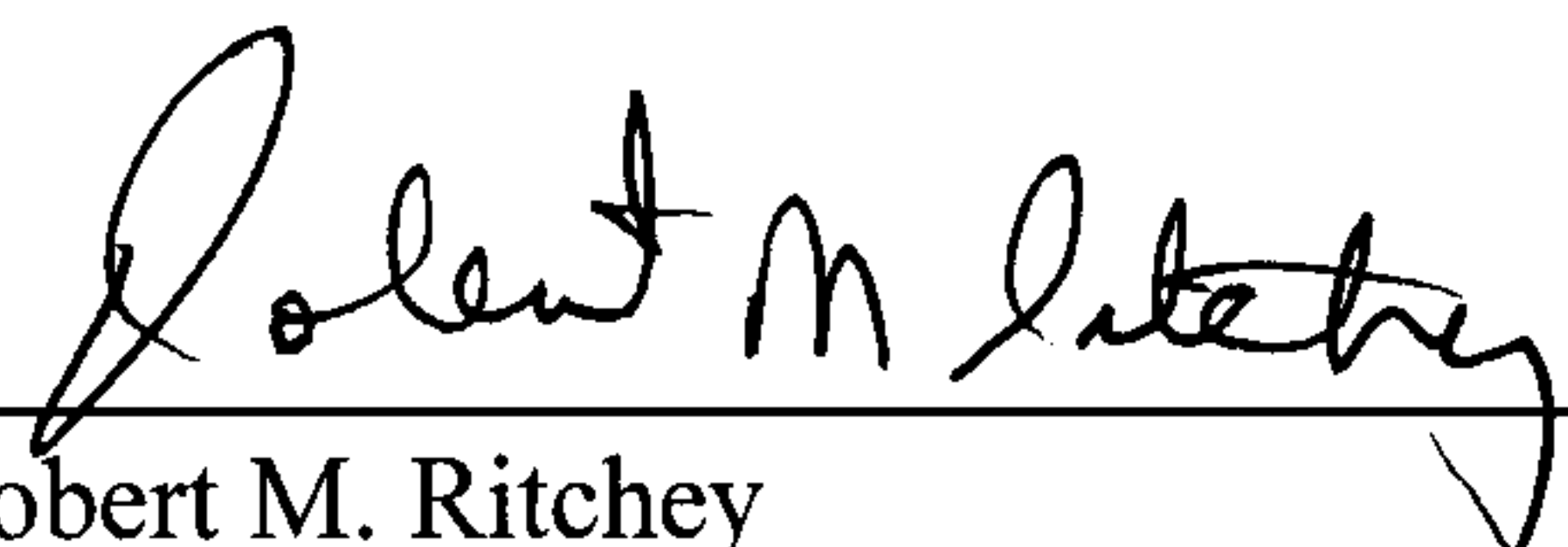
Notwithstanding anything herein to the contrary, whether explicit or implicit, the Directors of the Corporation will not, as such, be liable for obligations of the Corporation.


ARTICLE XIII **AMENDMENTS**

This Certificate of Formation, and any provision thereof, may be amended by resolution adopted by a two-thirds (2/3) majority vote of the Board of Directors at any meeting of the Board of Directors duly called for such purpose. Without limiting the foregoing, in amending this Certificate of Formation, the Corporation will adhere to such additional procedures, if any, as will be as prescribed in the Alabama Nonprofit Law, as amended from time to time.


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Shelby Cnty Judge of Probate, AL
01/13/2014 10:54:00 AM FILED/CERT

IN WITNESS WHEREOF, the undersigned Organizer / Incorporator of this Corporation, does hereby subscribe his signature to this Certificate of Formation on this 8th day of January 2014.


Robert M. Ritchey
2660 Eastchase Lane, Suite 300
Montgomery, Alabama 36117


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Shelby Cnty Judge of Probate, AL
01/13/2014 10:54:00 AM FILED/CERT

JIM BENNETT
SECRETARY OF STATE

ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

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 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:

Fatback Collective

This name reservation is for the exclusive use of Robert M. Ritchey, P.O. Box 4540, Montgomery, AL 36103 for a period of one year beginning January 8, 2014 and expiring January 8, 2015.



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Shelby Cnty Judge of Probate, AL
01/13/2014 10:54:00 AM FILED/CERT



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 8, 2014
Date

Jim Bennett

Secretary of State

RES644571