

CERTIFICATE OF FORMATION

OF

Rollin Dough Holdings, LLC

Pursuant to the Alabama Limited Liability Company Law as set forth in Chapter 1 and Chapter 5 of the Alabama Business and Nonprofit Entity Code, the undersigned hereby adopts the following Certificate of Formation:

NAME

The name of the limited liability company is Rollin Dough Holdings, LLC (the "Company").

TYPE

The Company is a limited liability company.

DURATION

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Business and Nonprofit Entity Code or the Operating Agreement of the Company.

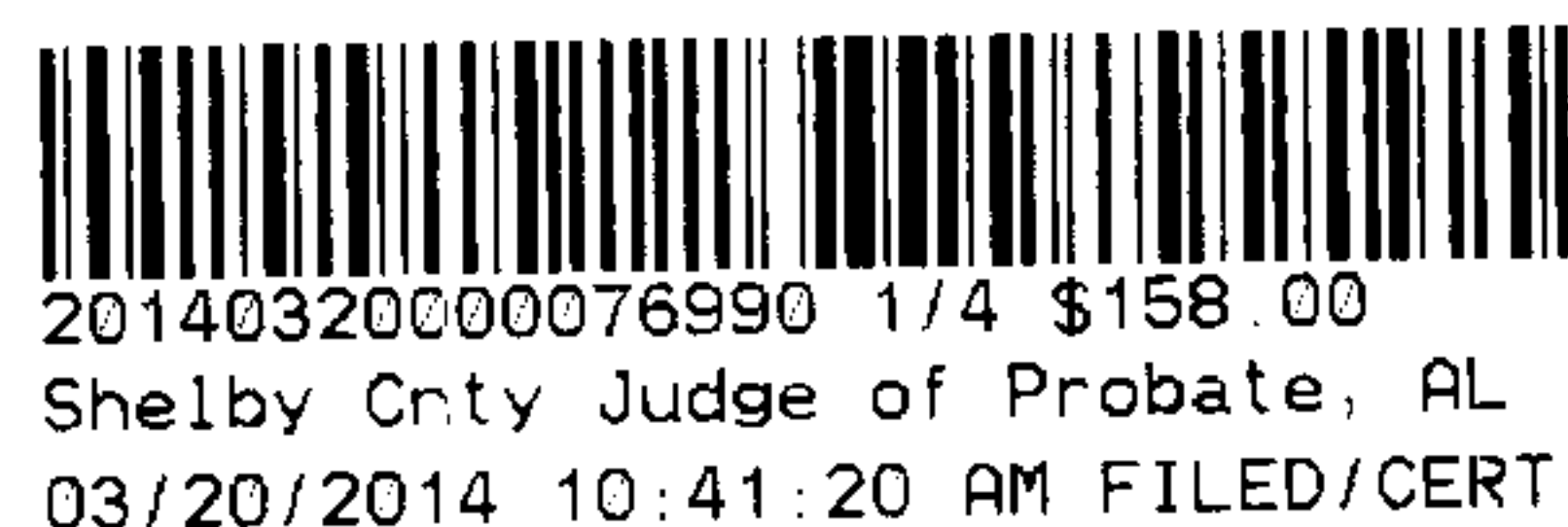
PURPOSES

The purposes for which the Company is formed are:

To own operate and manage food service businesses and restaurants, including, but not limited to business operations, administration, accounting, management and marketing for restaurants and ownership of other companies engaged in similar operations;

To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, accounting, bookkeeping, management and other services of every nature, kind and character, which it may legally render;

To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;



To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Alabama Limited Liability Company Law.

REGISTERED OFFICE; REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be at 5254 Cahaba Valley Cove, Birmingham, Alabama 35242, and its registered agent at such address shall be Courtney H. Mason.

ORGANIZER

The name and mailing address of the Organizers are:

Courtney H. Mason

5254 Cahaba Valley Cove

Birmingham, Alabama 35242

And

Russell Pate

4232 Caldwell Mill Road

Mt. Brook, Alabama 35243



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ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.

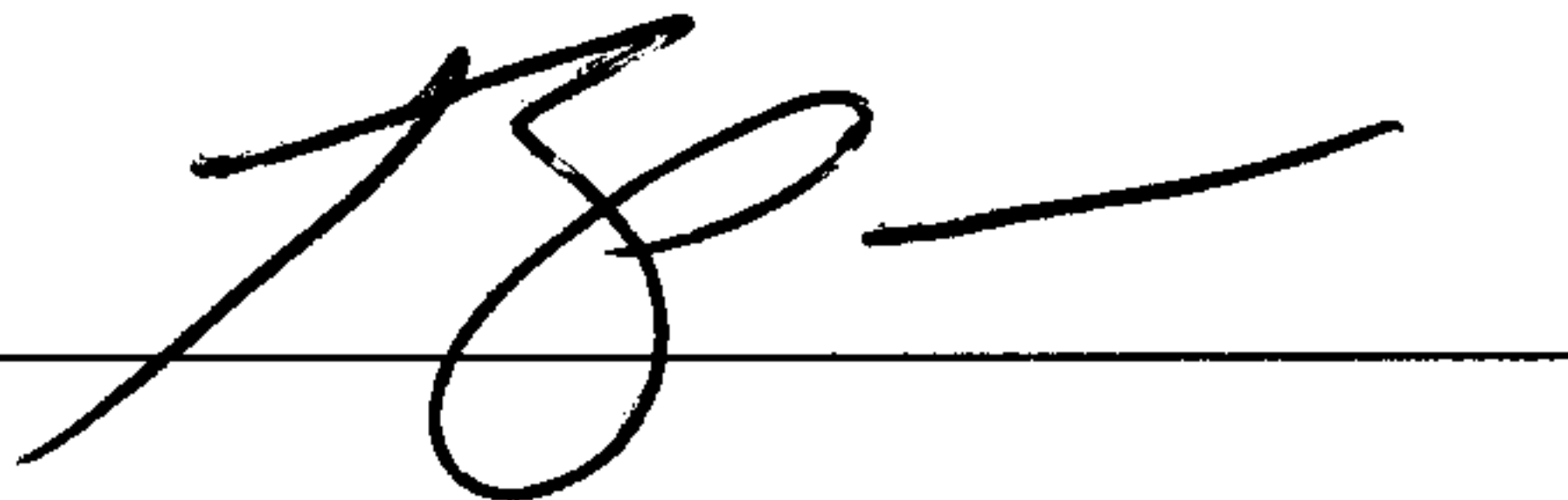
DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP

The cessation of membership of one or more members of the Company will not result in the dissolution of the Company.

20th IN WITNESS WHEREOF, this Certificate of Formation has been executed as of the day of March, 2014, by the undersigned, as its Organizers, who affirm that the statements made herein are true under the penalties of perjury.



Courtney H. Mason, Organizer



Russell Pate, Organizer

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prepared by:

Courtney H. Mason
P.O. Box 301208
Birmingham, AL 35238

Jim Bennett
Secretary of State

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

STATE OF ALABAMA

I, Jim Bennett, 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:

Rollin Dough Holdings, LLC

This name reservation is for the exclusive use of Courtney Mason, P.O.Box 381208, Birmingham, AL 35238 for a period of one year beginning March 14, 2014 and expiring March 14, 2015

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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 14, 2014

Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State