

STATE OF ALABAMA  
COUNTY OF SHELBY

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)

## ARTICLES OF ORGANIZATION

OF

### EDGAR'S BIRMINGHAM, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the *1975 Code of Alabama*, as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

#### ARTICLE I

The name of the limited liability company is Edgar's Birmingham, LLC (the "Company").

#### ARTICLE II

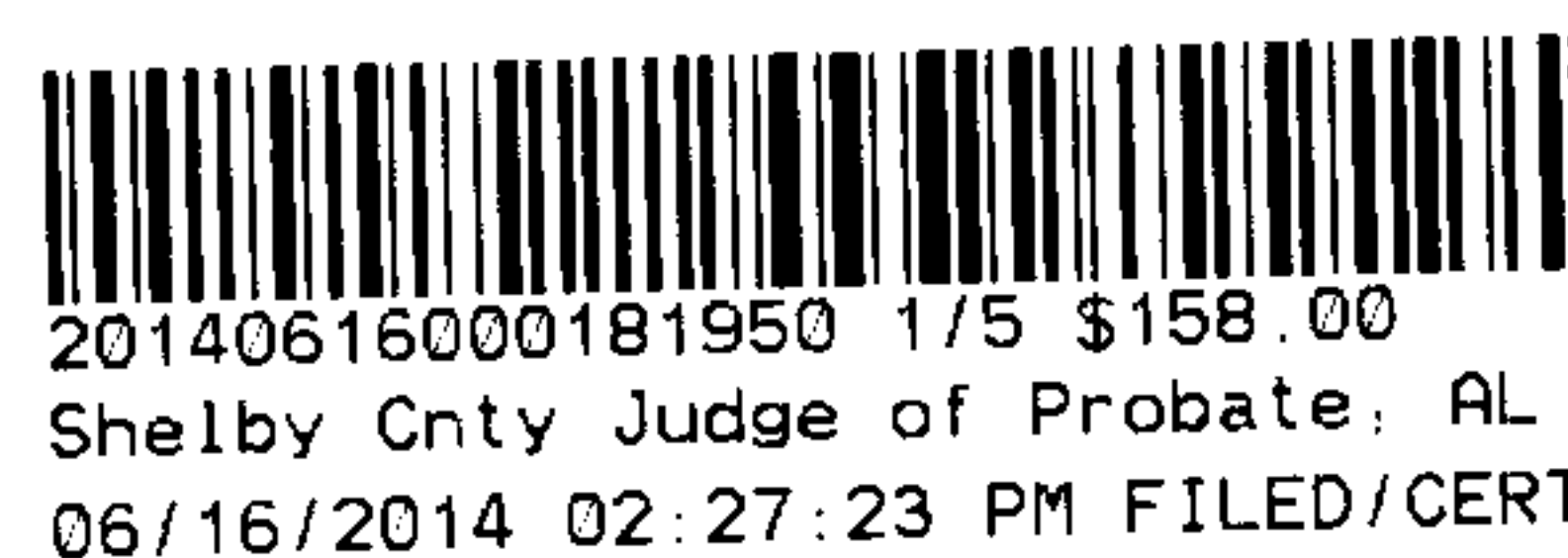
The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama in perpetuity or until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all the members of the Company.

#### ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.



- (b) To operate a restaurant.
- (c) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company.
- (d) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and
- (e) To do any other acts or things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the Company, subject to the terms and conditions of this Operating Agreement.

#### ARTICLE IV

The location and mailing address of the initial registered office of the company shall be 499 Southgate Drive, Pelham, AL 35124. The initial registered agent at the foregoing address shall be Terry Smith.

#### ARTICLE V

The names and mailing addresses of the initial members of the company are as follows:

##### NAME

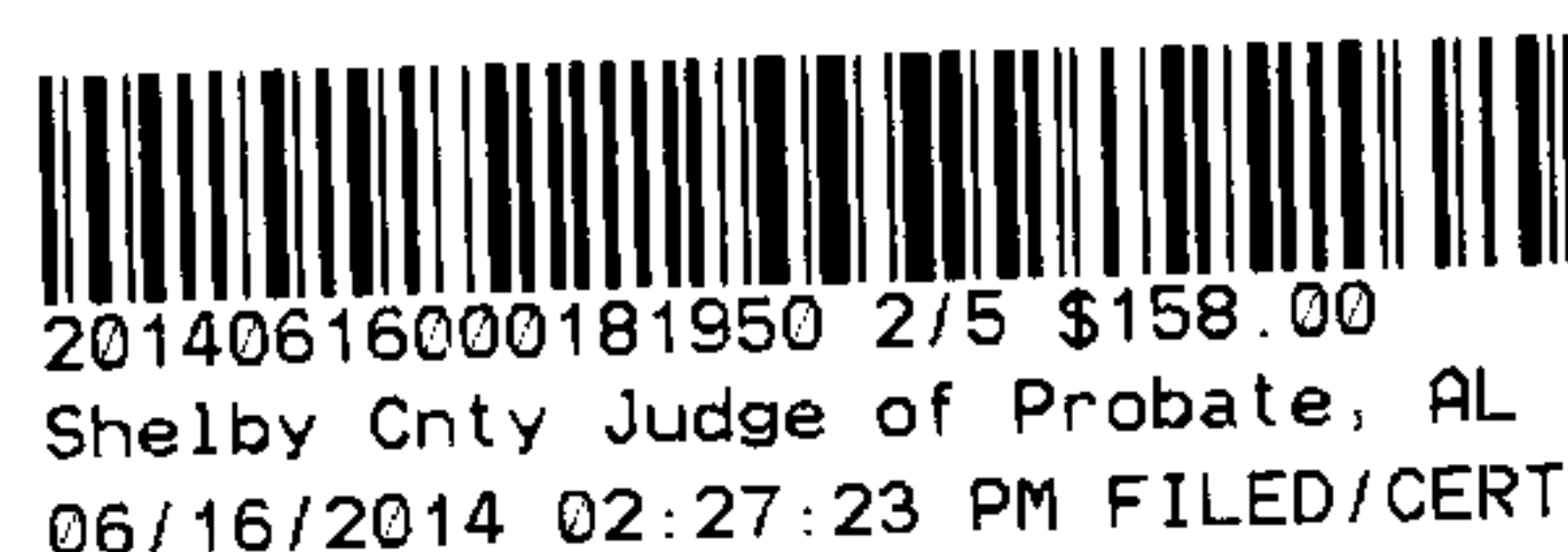
##### MAILING ADDRESS

Edgar's Old Style Bakery, Inc.

499 Southgate Drive, Pelham, AL 35124

#### ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all the members of the Company.



## ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there are at least one remaining member; and (ii) the legal existence and business of the Company is continued by a written consent of all the remaining member(s) within 90 days after a member's cessation of membership.

## ARTICLE VIII

The Company shall be managed by its members.

## ARTICLE IX

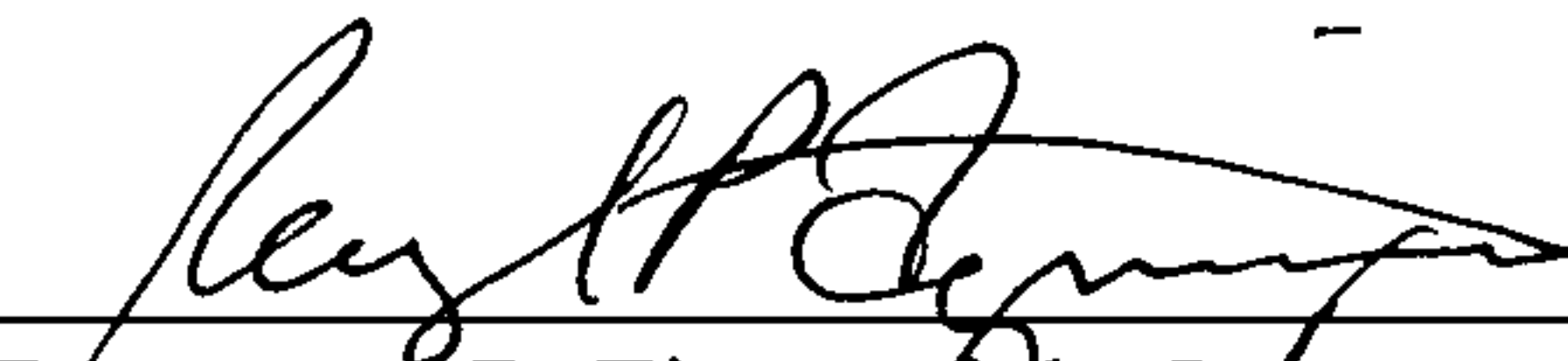
The members of the Company shall have no liability for any debt, obligation, or liability of the company, as provided in the Alabama Limited Liability Company Act.

## ARTICLE X


The organizer of the Company is:

Raymond P. Fitzpatrick, Jr.  
1200 Corporate Drive, Ste. 105  
Birmingham, AL 35242

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this 13th day of June, 2014.

  
Raymond P. Fitzpatrick, Jr.

This instrument was prepared by:  
Raymond P. Fitzpatrick, Jr.  
1200 Corporate Drive, Ste. 105  
Birmingham, Alabama 35242

  
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Shelby Cnty Judge of Probate, AL  
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STATE OF ALABAMA )


COUNTY OF SHELBY )

Subscribed, sworn to and acknowledged before me by Raymond P. Fitzpatrick, Jr., this  
13th day of June 201~~3~~.

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Debra B. Christopher  
Notary Public

My Commission Expires: 10/29/2016

  
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Shelby Cnty Judge of Probate, AL  
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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:

**Edgar's Birmingham, LLC**

This name reservation is for the exclusive use of Raymond P. Fitzpatrick, Jr., 1200  
Corporate Dr., Ste. 105, Birmingham, AL 35242 for a period of one year  
beginning June 12, 2014 and expiring June 12, 2015

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Shelby Cnty Judge of Probate, AL  
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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.**

June 12, 2014

Date

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

Jim Bennett

Secretary of State