

STATE OF ALABAMA

DOMESTIC BUSINESS CORPORATION  
CERTIFICATE OF FORMATION

**PURPOSE:** In order to form a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-3.05 and 10A-2-2.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

**INSTRUCTIONS:** Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



20150127000027420 1/5 \$158.00  
Shelby Cnty Judge of Probate, AL  
01/27/2015 08:36:44 AM FILED/CERT

(For County Probate Office Use Only)

**This form must be typed or laser printed.**

1. The name of the corporation (must contain the word "corporation" or "incorporated," or the abbreviation of one of those words, and comply with Code of Alabama Title 10A-1-5.04):

353911 Coffee Cafe, Inc.

2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Beth S. Hilscher, P.C.  
671 Main Street, Suite 200  
Suwanee, Georgia 30024

**DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION**

3. Street (**No PO Boxes**) address of principal office of the corporation: 264 Normandy Lane

Chelsea, Alabama 35043

Mailing address of principal office (if different from street address): \_\_\_\_\_

4. The name of the Registered Agent: Mark Seibert

Street (**No PO Boxes**) address of Registered Agent: 264 Normandy Lane, Chelsea, Shelby County

Alabama 35043

Mailing address of Registered Agent (if different from street address): \_\_\_\_\_

5. Purpose for which corporation is formed: Restuarant Business

\_\_\_\_\_ ; the  
purpose includes the transaction of any lawful business for which corporations may be incorporated in  
Alabama under Title 10A, Chapter 2 of the Code of Alabama.

6. Number of Shares the corporation is authorized to issue: 500 Par Value \_\_\_\_\_  
(Par value is optional information and does not have to be completed.)

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

8. The name(s) of the Incorporator(s): Beth S. Hilscher

Street (**No PO Boxes**) address of Incorporator(s): 671 Main Street, Suite 200, Suwanee, Georgia 30024

\_\_\_\_\_ Mailing address of Incorporator(s) – (if  
different from street address): \_\_\_\_\_

**Attach a listing if more Incorporators need to be added.**

9. Director's Name: Kadirali Chunara

Street (**No PO Boxes**) address of Director: 2199 Glenmore Lane, Snellville, Georgia 30024

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_



**DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION**

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

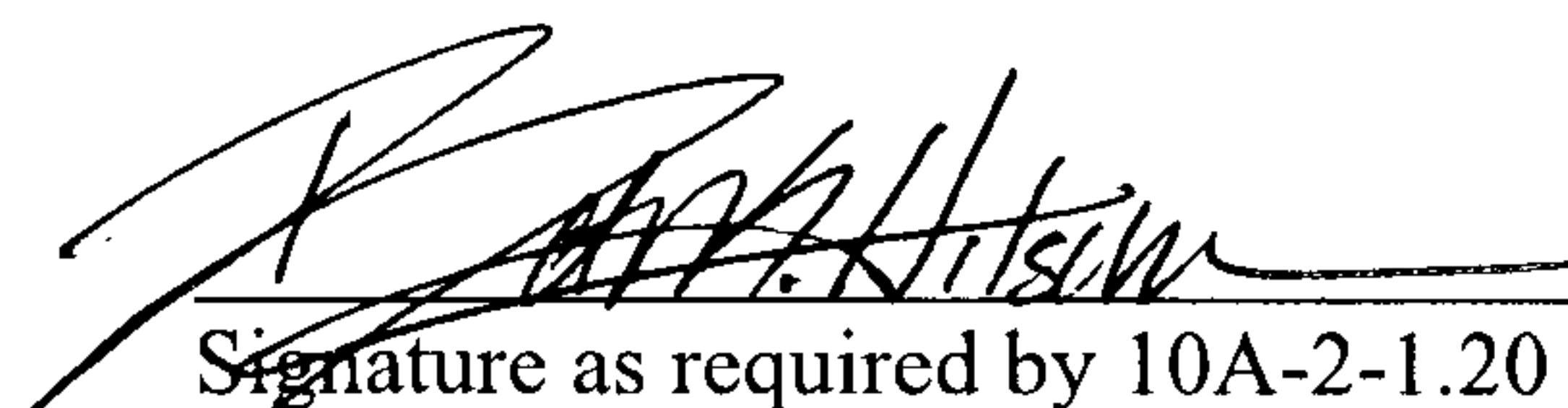
\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

**Attach listing if more Directors need to be added.**

10. A director has no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10A-2-8.33; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.


☒ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the corporation.

01 / 23 / 2015  
Date (MM/DD/YYYY)

  
Signature as required by 10A-2-1.20

Beth S. Hilscher  
Typed Name of Above Signature

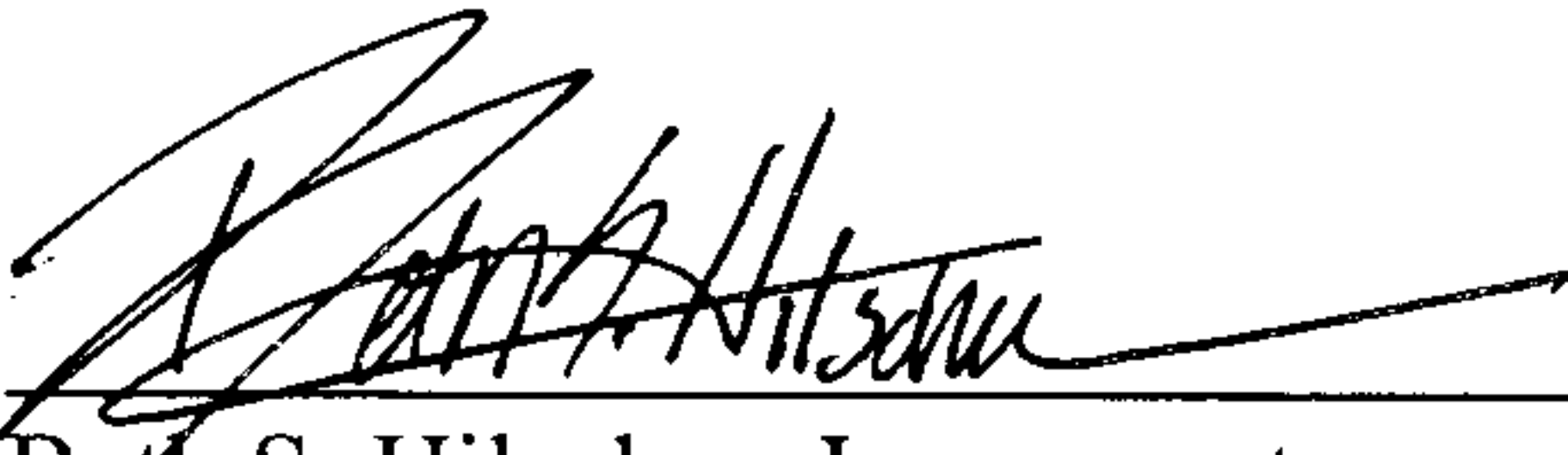
Incorporator  
Typed Title/Capacity to Sign under 10A-2-1.20

  
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Certificate of Formation  
Additional Provisions  
353911 Coffee Café, Inc.

11. The Corporation be organized and managed so that it is a "SMALL BUSINESS CORPORATION" as defined in IRC SEC. 1244(c)(1), as amended. Compliance with this section will enable shareholders to treat the loss of the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns. Accordingly, the sale and issuance of shares will be conducted in compliance of IRC SEC. 1244, so that the corporation and its shareholders may obtain the benefits of IRC SEC. 1244. Therefore, the proper officers of the corporation are directed to maintain such accounting records as are necessary so that any shareholder who experiences a loss on the transfer of common shares of the corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

January 23, 2015

  
Beth S. Hilscher, Incorporator

John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**353911 Coffee Cafe, Inc.**

This name reservation is for the exclusive use of Beth S. Hilscher, 671 Main  
Street, Suwanee, GA 30024 for a period of one year beginning January 23, 2015  
and expiring January 23, 2016



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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.**

January 23, 2015

Date

*J. H. Merrill*

John H. Merrill

Secretary of State