

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.**



20151029000377410 1/8 \$158.00
Shelby Cnty Judge of Probate, AL
10/29/2015 12:15:31 PM FILED/CERT

(For County Probate Office Use Only)

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 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.

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):

Kelley Hospitality, 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)

Law Office of Louis C. Colley, LLC
Post Office Box 680689
Prattville, Alabama 36068
(334) 365-1500

DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION

3. Street (**No PO Boxes**) address of principal office of the corporation: 101 Cahaba Valley Parkway,

Pelham, Alabama 35124

Mailing address of principal office (if different from street address): same as street address

4. The name of the Registered Agent: Jerome F. Kelley

Street (**No PO Boxes**) address of Registered Agent: 101 Cahaba Valley Parkway,

Pelham, Alabama 35124

Mailing address of Registered Agent (if different from street address): same as street address

5. Purpose for which corporation is formed: Restaurants

_____ ; 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: 1000 Par Value \$1.00
(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): Kelley Hospitality, Inc.

Street (**No PO Boxes**) address of Incorporator(s): 101 Cahaba Valley Parkway, Pelham, Alabama 35124

_____ Mailing address of Incorporator(s) – (if
different from street address): same as street address

Attach a listing if more Incorporators need to be added.

9. Director's Name: Jerome F. Kelley

Street (**No PO Boxes**) address of Director: 101 Cahaba Valley Parkway, Pelham, Alabama 35124

_____ Mailing address of Director(s) - (if different
from street address): same as 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): _____

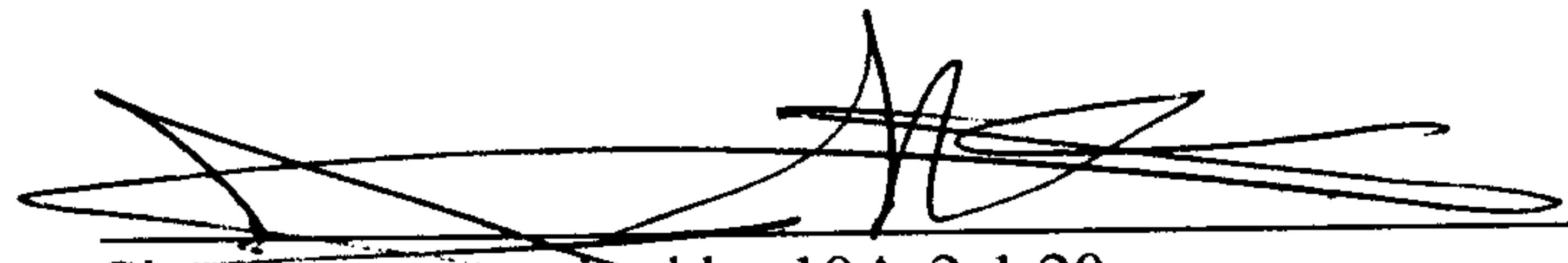
Attach listing if more Directors need to be added.

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.

10 / 23 / 2015

Date (MM/DD/YYYY)

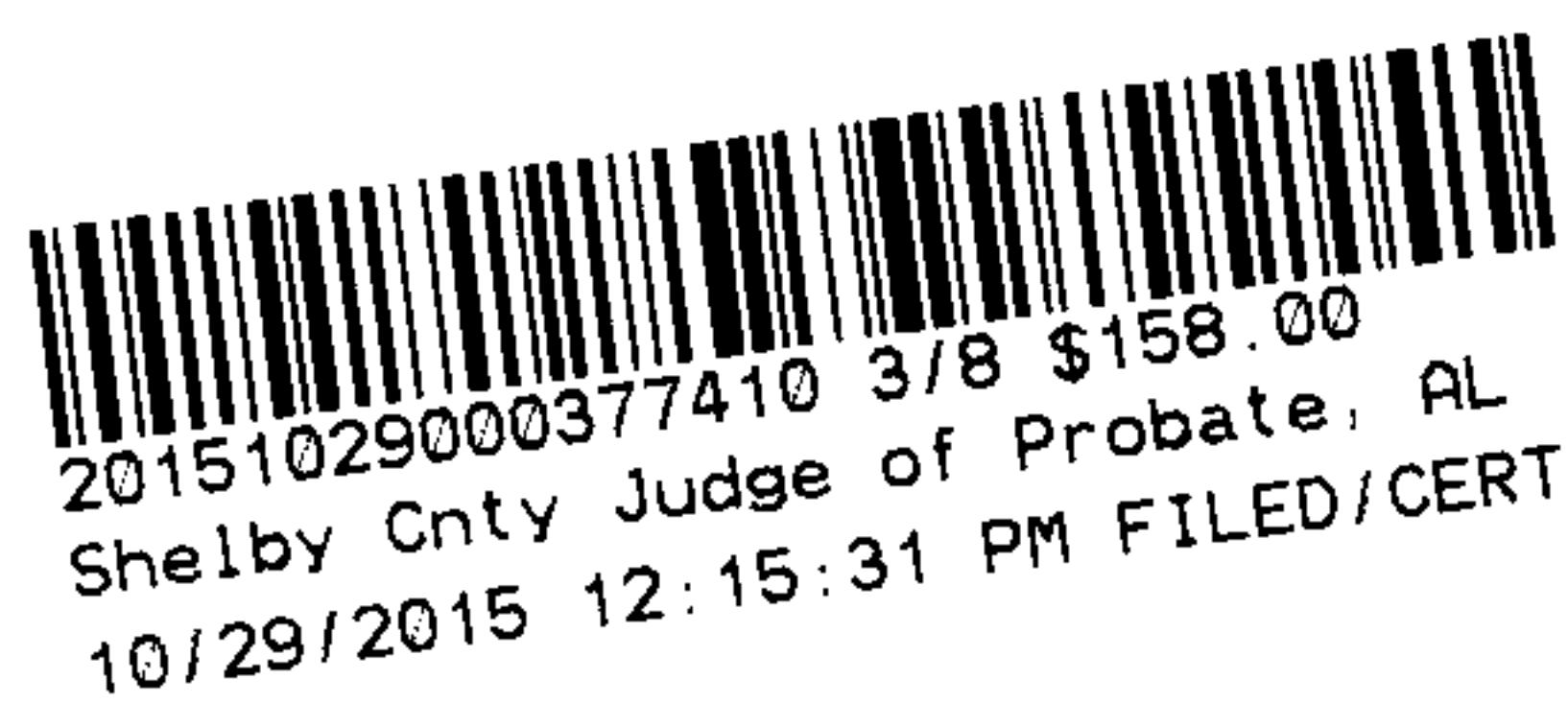

Signature as required by 10A-2-1.20

Jerome F. Kelley

Typed Name of Above Signature

President

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



**ARTICLES OF INCORPORATION
OF
KELLEY HOSPITALITY, INC.**

STATE OF ALABAMA }
 }
COUNTY OF AUTAUGA }

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

That for the purpose of forming a Corporation under and pursuant to the laws of the State of Alabama, as last amended, the undersigned, acting as incorporator of a Corporation under the Code of Alabama adopts the following Articles of Incorporation for such Corporation.

NAME OF CORPORATION

FIRST: The name of the Corporation shall be *Kelley Hospitality, Inc.*

PERIOD OF DURATION

SECOND: The period of duration of the Corporation shall be perpetual.

PURPOSE OR PURPOSES OF CORPORATION

THIRD: The purpose or purposes for which the Corporation is formed are as follows:

1. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments , concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers,



20151029000377410 4/8 \$158.00
Shelby Cnty Judge of Probate, AL
10/29/2015 12:15:31 PM FILED/CERT

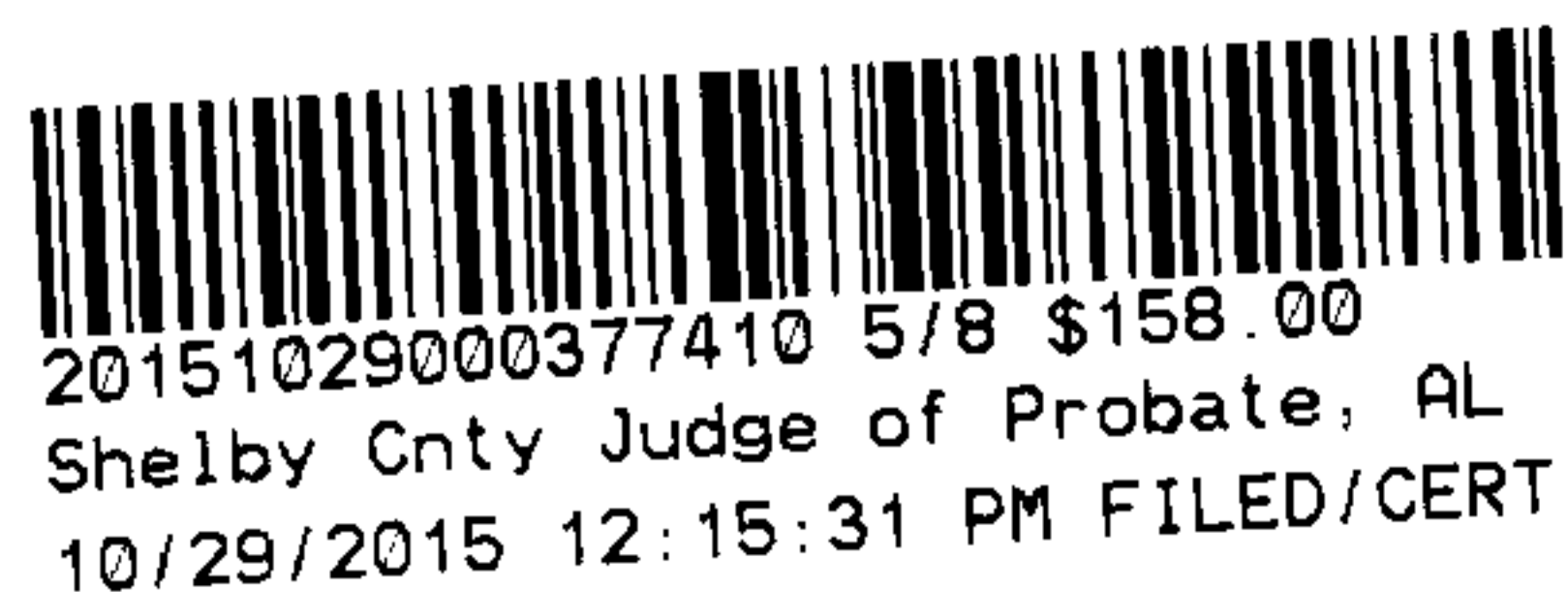
innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare can, bottle, and otherwise package, and exchange, distribute, sell and other dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food and food products of every kind an description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every king and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

2. The transaction of any and all other such lawful businesses for which Corporations may be incorporated under the Alabama Business Corporation Act.

CAPITAL STOCK

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is ----- shares of common stock of a par value of One Dollar (\$1.00) each, being One Thousand Dollars (\$1,000.00) authorized capital stock. All of said stock shall be common stock and none shall be preferred stock or stock of a different class.



REGISTERED OFFICE AND AGENT

FIFTH: The address of the initial registered office of the Corporation is **101 Cahaba Valley Parkway, Pelham, Alabama 35124** and the name of its initial registered agent at such address is **Jerome F. Kelley**.

NUMBER, NAME AND ADDRESS OF DIRECTOR

SIXTH: The number of Director constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the First Annual Meeting of Shareholders or until his successor is elected and shall qualify are:

NAME

ADDRESS

Jerome F. Kelley

**101 Cahaba Valley Parkway
Pelham, Alabama 35124**

INCORPORATOR

SEVENTH: The name and address of the incorporator are:

NAME


ADDRESS

Jerome F. Kelley

**101 Cahaba Valley Parkway
Pelham, Alabama 35124**

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, does hereunto subscribed his name, this the 23rd day of October, 2015.

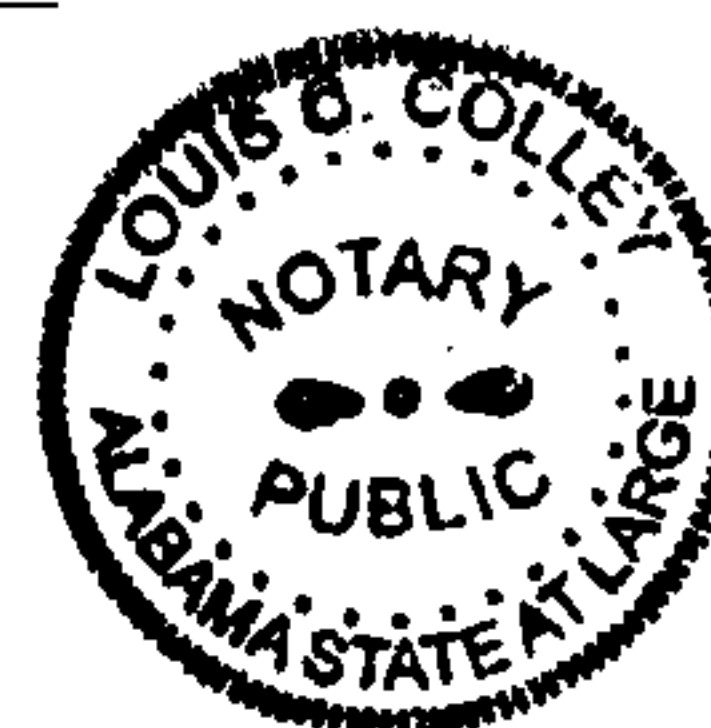

JEROME F. KELLEY
INCORPORATOR



20151029000377410 6/8 \$158.00
Shelby Cnty Judge of Probate, AL
10/29/2015 12:15:31 PM FILED/CERT

SWORN AND SUBSCRIBED BEFORE ME ON THIS THE 23rd DAY OF
OCTOBER, 2015.


NOTARY PUBLIC

Louis C. Colley
A Notary Public of Alabama
My Commission Expires
November 7, 2018




20151029000377410 7/8 \$158.00
Shelby Cnty Judge of Probate, AL
10/29/2015 12:15:31 PM FILED/CERT

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:

Kelley Hospitality Inc.

This name reservation is for the exclusive use of Jerome Kelly, Post Office Box 680689, Prattville, AL 36068 for a period of one year beginning October 21, 2015 and expiring October 21, 2016

20151029000377410 8/8 \$158.00
Shelby Cnty Judge of Probate, AL
10/29/2015 12:15:31 PM FILED/CERT



RES704521

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.

October 21, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State