


**ARTICLES OF INCORPORATION**  
**OF**  
**ABG LIQUOR, INC.**

  
20160205000038410 1/6 \$158.00  
Shelby Cnty Judge of Probate, AL  
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**ARTICLE 1**

1.1 The name of the corporation is: **ABG Liquor, Inc.**

**ARTICLE 2**

- 2.1 The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Alabama Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.
- 2.2 Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:
- a) To have and to exercise any and all of the powers specifically granted in the business corporation laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or object of the Company, and none of which are denied to it by these Articles of Organization.
  - b) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, company, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.
  - c) To borrow money from any person, firm, company (business, public or non-profit), or governmental unit and to secure any debt by mortgage or pledge of any

property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

- d) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, company (business, public or non-profit), or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with the Act.
- e) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.
- f) To carry on its business anywhere in the United States and in foreign countries.
- g) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.
- h) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

2.3 All words, phrases and provisions appearing in this Article III are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

### **ARTICLE 3**


3.1 The duration of existence of the corporation is perpetual.

### **ARTICLE 4**

4.1 The aggregate number of shares that the corporation shall have authority to issue is Ten (10) shares. All such shares shall be of a single class, designated as common, and shall have a par value of One Hundred Dollars (\$100.00) per share.



## ARTICLE 5

  
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- 5.1 Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.
- 5.2 At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.


## ARTICLE 6

- 6.1 The corporation elects to have the preferential and preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefore.

## ARTICLE 7

- 7.1 The corporation shall indemnify to the fullest extent permitted by the Alabama Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Alabama Business Corporation Act.

## **ARTICLE 8**

  
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- 8.1 To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Alabama Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Alabama Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Alabama Business Corporation Act, as so amended.

## **ARTICLE 9**

- 9.1 The Alabama Control Share Act shall not be applicable to this corporation.

## **ARTICLE 10**

- 10.0 The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE 11**

- 11.1 The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of One (1) director whose name and addresses are as follows:

James A. Reddell, Jr. – President  
11032 Hwy 25  
Calera, AL 35040

## ARTICLE 12

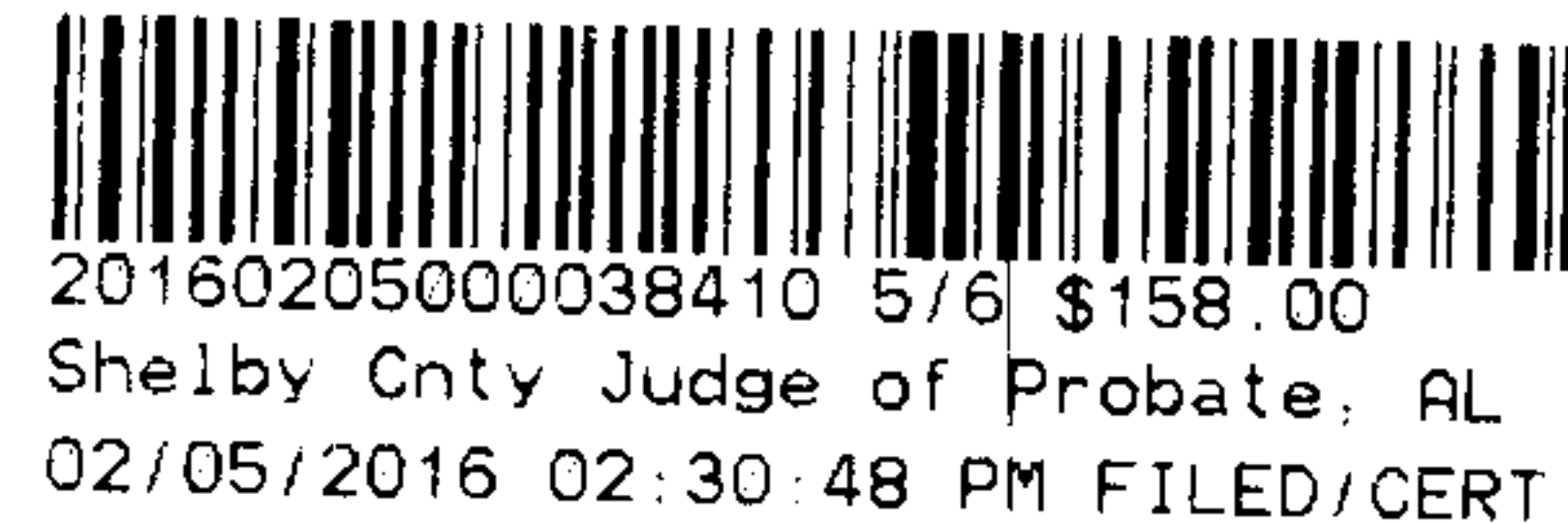
12.1 The initial registered agent of the corporation is James A. Reddell, Jr.. The street address of the corporation's initial registered office is:

ABG Liquors, Inc.  
11032 Hwy 25  
Calera, AL 35040

## ARTICLE 13

13.1 The name and address of the incorporator of the corporation is:

James A. Reddell, Jr.  
11032 Hwy 25  
Calera, AL 35040



In Witness Whereof, I have signed my name this date.

Dated: 5 day of February, 2016.

James A. Reddell, Jr., Incorporator

*Ashton Jones*  
My Commission Expires  
November 26, 2018





John H. Merrill  
Secretary of State

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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:

**ABG LIQUOR INC**

This name reservation is for the exclusive use of ABG LIQUOR INC, 11032  
HWY 25, CALERA, AL 35040 for a period of one year beginning February 05,  
2016 and expiring February 05, 2017



RES713755

**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.**

February 05, 2016

**Date**

*J. H. Merrill*

**John H. Merrill**

**Secretary of State**