

STATE OF ALABAMA)

COUNTY OF SHELBY)



**ARTICLES OF INCORPORATION
OF
BLUE COLLAR COFFEE, INC.**

For the purpose of forming a corporation under the Alabama Business Corporation Law, as amended, restated, recodified, or replaced (the "Alabama Business Corporation Law"), the undersigned does hereby sign and adopt these Articles of Incorporation, and, file for record these Articles of Incorporation in the Office of the Judge of Probate of Shelby County, Alabama. Upon the filing of these Articles of Incorporation in said office, the existence of the corporation (the "Corporation"), under the name set forth in Article I, shall commence.

**ARTICLE I
NAME**

The name of the Corporation shall be: Blue Collar Coffee, Inc.

**ARTICLE II
TYPE**

The type of filing entity being formed is a corporation.

**ARTICLE II
PURPOSES**

The purpose or purposes for which the corporation is organized are, and the corporation is hereby expressly authorized to engage in, the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Law, including, but not limited to the, lease, operation, management, purchase, sale of real property and to enter into contracts and financial documents for the benefit of the corporation.

**ARTICLE IV
AUTHORIZED SHARES**

The total number of shares of capital stock the Corporation is authorized to issue is 5,000 shares of common stock, par value \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The location and street address of the initial registered office of the Corporation shall be:

264 Normandy Lane
Chelsea, Alabama 35043

The name of the Corporation's initial registered agent at said address shall be Mark H. Seibert.

ARTICLE VI
BOARD OF DIRECTORS


The number of directors constituting the board of directors shall be no less than one (1) not more than seven (7), the exact number within such range to be determined by resolution of the board of directors. The minimum and maximum number of directors may be increased or decreased from time to time in the manner provided by the Alabama Business Corporation Law for amending the certificate of formation of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director. The name and address of the persons who are to serve as the initial members of the Board of Directors of the Corporation to serve until the election and qualification of such person's successor(s) at the first annual meeting of the shareholders (or subsequent shareholder meeting if such election does not happen at the first annual meeting of the shareholders) or such person's earlier resignation or termination are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Mark H. Seibert | 264 Normandy Lane Chelsea, Alabama 35043 |
| Gina Seiberr | 264 Normandy Lane Chelsea, Alabama 35043 |

ARTICLE VII
INCORPORATOR

The name and address of the incorporator are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Mark H. Seibert | 264 Normandy Lane Chelsea, Alabama 35043 |


20191213000461220 2/4 \$166.00
Shelby Cnty Judge of Probate, AL
12/13/2019 09:21:21 AM FILED/CERT

ARTICLE VIII
LIMITATION OF LIABILITY

To the full extent provided under the Alabama Business Corporation Law, a member of the Board of Directors of the Corporation (a “Director”) shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director. If the Alabama Business Corporation Law, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a Director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Law, as amended, or any successor statute thereto. The limitation on the liability of Directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article VIII. Any repeal or modification of this Article VIII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation existing at the time of such repeal or modification.


ARTICLE IX
BYLAWS

The Board of Directors of the Corporation is empowered to adopt, amend, restate, alter, repeal or otherwise modify the bylaws of the Corporation.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Law, has executed the foregoing Articles of Incorporation on this 8th day of December 2019.



Mark H. Seibert, Incorporator



20191213000461220 3/4 \$166.00
Shelby Cnty Judge of Probate, AL
12/13/2019 09:21:21 AM FILED/CERT

This instrument prepared by:
Jack B. Levy, Esq.
Bradley Arant Boult Cummings LLP
1819 Fifth Avenue North
Birmingham, Alabama 35203

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:

Blue Collar Coffee, Inc.

This name reservation is for the exclusive use of Bradley Arant Boult Cummings LLP, 1819 Fifth Avenue North, Birmingham, AL 35203 for a period of one year beginning November 27, 2019 and expiring November 27, 2020



20191213000461220 4/4 \$166.00
Shelby Cnty Judge of Probate, AL
12/13/2019 09:21:21 AM FILED/CERT



RES863228

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.

November 27, 2019

Date

J. H. Merrill

John H. Merrill

Secretary of State