

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 8917088 DP
DATE INCORPORATED: AUGUST 28, 1989
COUNTY : PICKENS
EXAMINER : MARILYN H MATEEN
TELEPHONE : 404-656-2811

MAILED TO:

WILL HAYS PICKETT, JR.
225 NORTH MAIN STREET
JASPER GA 30143

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CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE SEAL OF MY OFFICE, THAT

"BIG CANDE FOOD & BEVERAGE SERVICE, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCORPORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: SEPTEMBER 01, 1989

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

APPLICATION FOR ARTICLES OF INCORPORATION

STATE OF GEORGIA

COUNTY OF PICKENS

The petition of Big Canoe Property Owners Association, Inc., Big Canoe Company, a Georgia partnership, The Byrne Corporation of Georgia, general partner, hereinafter called "Applicants", sets forth the following:

1.

Applicants desire themselves, their associates and successors to be incorporated under the name of BIG CANOE FOOD & BEVERAGE SERVICE, INC., with the privileges of establishing branch offices and places of business in such other places as may be necessarily determined.

2.

Applicants desire that said corporation shall have perpetual duration.

3.

The corporation is a corporation for profit and is organized pursuant to the provisions of the Georgia Business Corporation Code for the following purposes: To construct, own, buy, sell, lease, equip and operate restaurants, cafes, taverns and generally to sell foods and beverages of all kinds and to own and operate and generally deal in and with all kinds of facilities and appurtenances convenient, desirable, or necessary in the conduct and operation of the business hereinbefore specified and defined or which may be incidental

or pertinent thereto, and to enjoy all powers enumerated by the Georgia Business Corporation Code, O.C.G.A. §14-2-20, and to buy anything instrumental in transacting any type of business and any kind of business that can be done by a corporation chartered in the State of Georgia.

4.

Capital stock of said corporation shall be divided into five hundred (500) shares of common stock of the face or par value of One (\$1.00) Dollar per share.

5.

The amount of capital stock with which the corporation shall begin business will be Five Hundred (\$500.00) Dollars in payment for the issuance of the shares of stock.

6.

Applicants desire the privileges of increasing the capital stock of said corporation to One Million (1,000,000) shares of common stock of the par value of One (\$1.00) Dollar per share by the majority of the vote of the stock outstanding at the time, at a meeting duly called for that purpose.

7.

The name and address of the incorporators are as follows:

Big Canoe Property Owners Association, Inc.
Big Canoe, Georgia 30143

Big Canoe Company, A Georgia Partnership
The Byrne Corporation of Georgia, general
partner
Big Canoe, Georgia 30143

8.

The initial registered office of the corporation and principal place of business is Big Canoe, Big Canoe, Georgia, 30143, and the name of the registered agent at such address is Will Hays Pickett, Jr. Will Hays Pickett, Jr., herewith gives his consent to serve as registered agent for said corporation.

9.

The initial Board of Directors shall consist of three (3) members as follows:

William J. Byrne - President
Big Canoe
Big Canoe, Georgia 30143

Harry Lederman - Secretary
Big Canoe
Big Canoe, Georgia 30143

J. Michael McShane
Big Canoe
Big Canoe, Georgia 30143

Howard McDaniel
Big Canoe
Big Canoe, Georgia 30143

10.

Applicants exhibit herewith the Certificate of the Secretary of State entitling them to make this application.

11.

The applicants desire the right to adopt any by-laws

and/or regulations for the conduct of the corporation consistent with the laws of the State of Georgia and the United States of America.

WHEREFORE, applicants pray that they be incorporated under the name and style aforesaid, with all the rights, powers and privileges as can be granted to a corporation of like kind and may be necessary, proper and incidental to the conduct of business for which the applicants are asking corporation, and as may be allowed like corporations under the laws as they now exist or may hereinafter exist.



Will Hays Pickett, Jr.
Attorney for Applicants
Georgia State Bar No. 578255

225 North Main Street
Jasper, Georgia 30143
(404) 692-2494

Aug 29 9 29 AM '89

SECRETARY OF STATE