

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is
N & D FRIED CHICKEN, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state). Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To own, conduct, operate, maintain and carry on a general restaurant business; to prepare, sell and serve food in any form and by any means; and to acquire and own franchises.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

- or 7500
(b) *If more than one class:* Total number of shares
(State (A) the number of the shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

The authorized capital stock shall consist of 3750 shares of Class A Common Stock, Par Value One Dollar, and 3750 shares of Class B Common Stock, Par Value One Dollar.

The preferences, voting powers, qualifications, special or relative rights or preferences as to each class of stock are as follows:

The holders of Class A and Class B Common Stock shall have the same voting powers, namely one vote for each share subject, however, to the following limitations:

(a) the holders of the Class A shares shall have the sole right to vote for and elect four (4) Directors of the corporation who shall be designated as Class A Directors and to remove any Class A Directors, with or without cause, at any time and to fill all vacancies of all Class A Directors; and

(b) the holders of the Class B shares shall have the sole right to vote for and elect four (4) Directors of the corporation who shall be designated as Class B Directors and to remove any Class B Directors, with or without cause, at any time and to fill all vacancies of all Class B Directors.

In all other respects, the powers, preferences and rights and qualifications, limitations and restrictions of the holders of each class of stock shall be equal, except as may be contained in Article Sixth of these Articles of Incorporation, as amended from time to time.

~~***** PROVISIONS (if any) dealing with the preemptive right of shareholders pursuant to § 15A-24 of the General Laws, 1959, as amended: *****~~

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The Board of Directors may make, amend or repeal the By-laws in whole or in part, except with respect to any provision thereof which by law, these Articles of Incorporation, or the By-laws, requires action by the Stockholders. The By-laws shall specify:

(a) that there are to be eight (8) Directors of the Corporation, four (4) of whom shall be designated as Class A Directors and four (4) of whom shall be designated as Class B Directors, as set forth in Article Fourth of the Articles of Incorporation of this corporation.

(b) a quorum for a meeting of the Board of Directors shall consist of a minimum of three (3) Class A Directors and three (3) Class B Directors, and action of the Directors on any matter brought before a meeting shall be decided by the affirmative vote of no less than three (3) Class A Directors and three (3) Class B Directors; and

(c) a quorum for a meeting of Stockholders shall consist of persons appearing in person and/or as proxies and owning and/or representing no less than a majority of the shares of the Class A Stock then outstanding and a majority of the shares of the Class B Stock then outstanding, and the action of the Stockholders on any matter brought before the meeting shall be decided by the affirmative vote of no less than seventy-five (75%) per cent of the shares of Class A Stock present or represented and seventy-five (75%) per cent of the shares of Class B Stock present or represented.

The foregoing By-law provisions shall not be applicable, however, to any meeting of the Class A Stockholders, or Class B Stockholders, held for the purpose of electing, removing, or the filling of any vacancy of, respectively, the Class A Directors or Class B Directors.

Laurent C. Biladeau

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-61 of the General Laws, 1960, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Dennis E. Naughton	501 Pleasant Street, Raynham, Mass.
Milton Dahlene	837 Tradewind Street, No. Dartmouth, Mass.
Eli D. Goodstein	111 Puritan Lane, Swampscott, Mass.

NINTH. The name and address of each incorporator is:

Name	Address
Richard C. Levin	57 No. Main Street, Fall River, Mass.
Lucille C. Dionne	57 No. Main Street, Fall River, Mass.
Barbara E. Sullivan	57 No. Main Street, Fall River, Mass.

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing and approval.

Dated December 15, 1970

Richard C. Levin
Lucille C. Dionne
Barbara E. Sullivan

COMMONWEALTH OF MASSACHUSETTS

~~NOTARY PUBLIC~~

COUNTY OF Bristol

In the City of Fall River
Town

of

Fall River

in said county this 15th day of December, A.D. 1970

then personally appeared before me Richard C. Levin, Lucille C. Dionne and
Barbara E. Sullivan,

each and all known to me and known by me to be the parties executing the foregoing
instrument, and they severally acknowledged said instrument by them subscribed to be
their free act and deed.

Isador S. Levin
Notary Public

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SEC-OF
STATE
FC 15-70 502 00*** 100.00

DEC 15 1970

Commonwealth of Massachusetts

BRISTOL, SS.

I, Edward M. Soares Assistant Clerk of the Second District Court of Bristol,
in the City of Fall River, in and for said County, which Court is a Court of Record, having a seal do hereby certify
that on the seventeenth day of September
A. D. 1969, Isador S. Levin was appointed and commissioned as a Notary
Public for the said Commonwealth for the term of seven years from the date of said commission; that as such
Notary Public he is by law authorized to administer oaths and take acknowledgments of deeds and other instru-
ments throughout the Commonwealth; that to his acts and attestations as such, full faith and credit are and
ought to be given in and out of Court. I further certify that I am well acquainted with the handwriting of said
Notary Public, and I verily believe the signature of said Notary Public upon the annexed paper is genuine. That
at the time of the taking of the foregoing acknowledgment or proof the said

Isador S. Levin

was duly authorized to take the same.

In testimony whereof, I have hereunto set my hand and affixed the seal of the said
Court, this fifteenth day of December
in the year of our Lord one thousand nine hundred and seventy.

Edward M. Soares
Assistant Clerk of the said Court.