

8308650 GREGGIA - TEXAS ENTERPRISES, INC. 05/03/88

2

SECRETARY OF STATE

Business and Consular Affairs

Room 308, West Tower
200 Peachtree Street, N.E.
Atlanta, Georgia 30334

DATE: MAY 1964
TO: THE PRESIDENT
FROM: THE SECRETARY OF STATE
SUBJECT: [illegible]

DECLARATION OF STATE

[illegible text]

[illegible text]

[illegible text]

[illegible text]

DATE: MAY 1964

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



4/13/74
#ND

ARTICLES OF INCORPORATION
OF
GEORGIA-TEXAS ENTERPRISES, INC.

ARTICLE I

The name of the Corporation is GEORGIA-TEXAS ENTERPRISES, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

ARTICLE IV

The Corporation is a Corporation for profit and is organized for the

following purposes:

- (a) To engage in the business of a restaurant, and to perform any and all other activities incident to such a business;
- (b) To engage in any lawful business or activity relating thereto;
- (c) To engage in any other lawful business or activity for which a Corporation may be organized under the Georgia Business Corporation Code;

(b) To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

ARTICLE V

The Corporation, subject to any specific written limitations or restrictions imposed by the Georgia Business Corporation Code or by these Articles of Incorporation, shall have and exercise the following powers:

- (a) To have and exercise all the powers specified in the Georgia

Business Corporation Code;

(c) To carry out all or any part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firm, association, or corporations, or, at such extent as a corporation organized under the laws of the State of Georgia may or hereafter lawfully do, as a member of, or as the owner or holder of any stock or shares or securities or interest in, any general or limited partnership, or association, corporation, or otherwise, to make, enter into, and perform contracts or agreements with any person, firm, association, or corporation or any government or subdivision, agency, or instrumentality thereof;

(b) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporation, association, partnership, individual, or other entity;

(e) Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressed provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning or general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

having a par value of One Dollar (\$1.00) per share.

441010 1.3 44101313

ARTICLE VII

The Board of Directors, subject to any specific written limitations or restrictions imposed by the Georgia Business Corporation Code or by these Articles of Incorporation shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE VIII

The Corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than Five Hundred Dollars (\$500.00), in payment for the issuance of its shares of common stock.

ARTICLE IX

The initial registered office of the Corporation shall be 8 Pine Ridge, Newnan, Georgia 30263, (Coweta County), and the registered agent of the Corporation at said address shall be Eugene J. Augustine.

ARTICLE X

The initial Board of Directors of the Corporation will consist of four members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eugene J. Augustine	8 Pine Ridge Newnan, Georgia 30263
Jane A. Augustine	8 Pine Ridge Newnan, Georgia 30263
Dr. William G. Spuier	Rt. 2 Box 290M San Marcos, Texas 78666
Elaine Spuier	Rt. 2 Box 290M San Marcos, Texas 78666

ARTICLE XI

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Eugene J. Augustine	8 Pine Ridge Newnan, Georgia 30263

ARTICLE XII

The Corporation shall be authorized to issue its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended, pursuant to such prior plans as it may from time to time adopt, and the Board of Directors of the Corporation shall be authorized to adopt the initial plan for the issuance of such common stock at its first organizational meeting.

ARTICLE XIII

In accordance with the applicable provisions of the Georgia Business Corporations Code, the Corporation shall have the power, acting through its Board of Directors, to make distributions of its assets to its shareholders out of its capital surplus and to acquire its own shares out of its unreserved and unrestricted capital surplus available therefor.

ARTICLE XIV

None of the holders of shares of common stock of the Corporation shall be entitled as a matter of right to acquire any new or additional shares of capital stock of the Corporation of any class, or any options or warrants for such new or additional shares.

ARTICLE XV

The By-Laws of the Corporation and all amendments thereto, shall be adopted on the sole authority and by virtue of the vote of the holders of a majority of the Corporation's outstanding common stock.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this _____ day of _____, 1988.

GARY W. BROWN
Attorney for Incorporator

Hersh Building, Suite 1
Newman, Georgia 30258
(404) 251-1527

GARY W. BROWN

WALTA YENROTTA

1015 S. W. 10TH ST.

WEST WASHINGTON STREET

NEWARK, GEORGIA 30007

TELEPHONE (404) 521-1887

The Honorable Max Cleland
Secretary of State
Corporate Division
200 Piedmont Avenue
Plaza Level, West
Atlanta, GA 30334

Re: Consent to Appointment as Registered Agent

Dear Sir:

I, Eugene J. Augustine, do hereby agree to serve as registered agent for Georgia-
Texas Enterprises, Inc.

1988

This day of April

Sincerely,

Eugene J. Augustine

1015 S. W. 10TH ST.

TELEPHONE : 404-626-1775
 EXAMINER : SANDRA JEAN SNOW
 UCKET NUMBER : 8815287
 CERTIFICATE DATE : 04/51/88
 FCPR NUMBER : AR

Secretary of State Business Services and Regulation

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

RECEIVED BY:

GARY W. BROWN
 HERST BLDG STE ONE
 NEWARK CA 90563

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP OR FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS, PROFESSIONAL ASSOCIATIONS AND LIMITED PARTNERSHIPS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

 "GEORGIA-TEXAS ENTERPRISES, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (UP, FP, DP, & PA), SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS (LP OR LP) AND SIX CALENDAR MONTHS FOR BANKS (BK) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP OR APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

THE SECRETARY OF STATE MAY EXTEND THE CERTIFICATE FOR ONE PERIOD IF THE APPLICANT SUBMITS A \$50.00 FEE AND A WRITTEN REQUEST EXPLAINING WHY THE EXTENSION IS REQUESTED.

Max Cleland

MAX CLELAND
 SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
 DEPUTY SECRETARY OF STATE





ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS
BUSINESS SERVICES AND REGULATION

H. WAYNE HOWELL
Deputy Secretary of State

MAX CLELAND
Secretary of State

Charter Number:	8808450
Assigned Exam:	2-3-88
Filing Date:	2-3-88
Code:	26
Docket No.:	26
Completed:	26
Am.:	26
By:	26

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: Georgia-Texas Enterprises, Inc.	
Mailing Address: 8 Pine Ridge	
City: Newnan	County: Coweta
State: Georgia	Zip Code: 30263
III. Fees Submitted By: Gary W. Brown	
Secretary of State: \$	40.00
Clerk of Court: \$	25.00
Publisher: \$	60.00
Check No.:	2571
Name: Newnan-Times Herald	County: Coweta
Check No.:	2570
State: Georgia	Zip Code: 30263
IV. Incorporator: Eugene J. Augustine	
Address: 8 Pine Ridge	
City: Newnan	State: Georgia
Zip Code: 30263	
V. Registered Agent/Office: Eugene J. Augustine	
Address: 8 Pine Ridge	
City: Newnan	State: Georgia
Zip Code: 30263	
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST	
1. Original and two conformed copies of Articles of incorporation	Applicant
2. Corporate name certificate enclosed and verified	Examiner
3. Publisher's and Clerk's checks enclosed and verified	
4. Consent form enclosed and verified	
5. Corporate duration and statutory authority stated	
6. Number shares per value, minimum capital stated	
7. Number of directors and their names and addresses	

VII. Applicant/Attorney: Gary W. Brown	
Address: Hersh Bldg., Ste. 1	
City: Newnan	State: Georgia
Zip Code: 30263	
Telephone: 404-521-1267	

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 316, West Tower, Atlanta, Georgia 30334. For information call 404-666-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: Paul W. Brown Date: 4-30-88

GEORGE JAMES BROWN, INC.

THE STATE OF GEORGIA
COUNTY OF [illegible]

GEORGE JAMES BROWN, INC.

FILED FOR RECORD
JAN 11 1932

A corporation organized and existing under the laws of the State of Georgia.
On September 2, 1931, adopted an amendment to the Articles of Incorporation
of said corporation as follows:

ARTICLE IV is hereby deleted in its entirety and the following is
substituted in lieu thereof:

ARTICLE IV

The Corporation is a corporation for profit and is organized for the purpose of
conducting business in the State of Georgia and in other States and Territories
and in foreign countries and for the purpose of acquiring, owning, operating,
and disposing of real and personal property in the State of Georgia and in other
States and Territories and in foreign countries.

ARTICLE XVI is hereby deleted as follows:

ARTICLE XVI

The transfer or issuance of stock in the Corporation shall be subject
to the terms and conditions of the Franchise Agreement between the Corporation
and Tacon Ball Corporation.
The amendment was adopted by the unanimous vote of all shareholders.
IN WITNESS WHEREOF, George James Brown, Inc. has caused
Articles of Amendment to be executed and its corporate seal to be affixed
and has caused the foregoing to be attested, all by its duly authorized

officers, on this 8 day of September, 1988.
GEORGIA-TEXAS ENTERPRISES, INC.

BY: Eugene J. Augustine
EUGENE J. AUGUSTINE, President

ATTEST:

Jane A. Augustine
JANE A. AUGUSTINE, Secretary

FILE
266

EUC*
EMB/wcp

EARL W. BLOOM

Paul M. Bloom

VERY TRULY YOURS,

It to me:

transmitting it to one confirmed copy of the articles of amendment and returning
issuing a certificate of amendment to the above-captioned corporation and af-
the code of Georgia, and it being in order, I would appreciate your
I would appreciate your processing these documents in the manner described in

costs of duplication:

2. A check in the sum of \$20.00 payable to the Newnan Times-Herald to cover
used by O.C.E.V. 214-5-124:
office of the corporation is located, which letter is in the form design-
Herald, which is the official organ of Coweta County, where the registered
4. The original of a letter addressed to the publisher of the Newnan Times-
articles of amendment in said county:
at the time of this delivery to you, in payment of the costs of filing the
of Coweta County where the registered office of the corporation is located
3. A check in the amount of \$25.00 payable to the clerk of the Superior Court
and O.C.E.V. 214-5-311:
5. Payment to you in the amount of \$50.00 to cover costs of filing in accord-
provided in O.C.E.V. 214-5-2:
two confirmed copies of said articles, which are submitted for filing as
1. The original articles of amendment of the above-captioned corporation and
documents:
in accordance with O.C.E.V. 214-5-124, you will find enclosed the following

Dear Sir:

RE: Articles of Amendment of Georgia-Texas Enterprises, Inc.

Atlanta, GA 30334
Suite 302, West Tower
5 Martin Luther King, Jr. Dr.
Corporation Commissioner

September 8, 1988

ATTORNEY GENERAL

MEMORANDUM FOR THE ATTORNEY GENERAL

MEMORANDUM FOR THE ATTORNEY GENERAL

MEMORANDUM FOR THE ATTORNEY GENERAL

MEMORANDUM FOR THE ATTORNEY GENERAL

MEMORANDUM FOR THE ATTORNEY GENERAL

DEPUTY COMMISSIONER
GEORGIA INSURANCE DEPT.

SEP 13 1988

RECEIVED

88258244 GEORGIA-TEXAS ENTERPRISES, INC. CORPORATION NAME
 # inv/Rec Amount : \$ 20.00
 Conf-trans IVR R
 TYPE DISP
 00 23
 88258244 SYSDATE 09/14/88 *** DOCKET ***

8/2/88
 J. J. J.

BILL-TO INFORMATION :
 Name: GARY W. BROWN
 Addr: HERSH BLDG. STE. 1
 City: NEWMAN
 State: GA Zip: 30563

MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON IVR ? (Y\N) N
 COMMAND: ENTER (C)ontinue (2)top (I)nvoyce\receipt processor
 COMMENT: