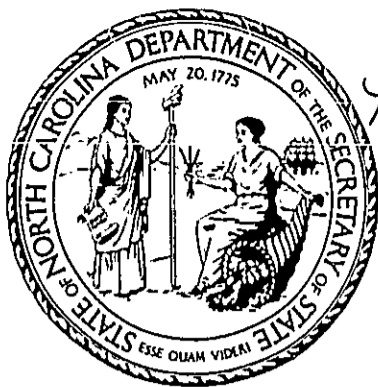




102

State of North Carolina



Mail: Charles C. Baper, Atty
355. A Witt St.
W.S. NC 27103
Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

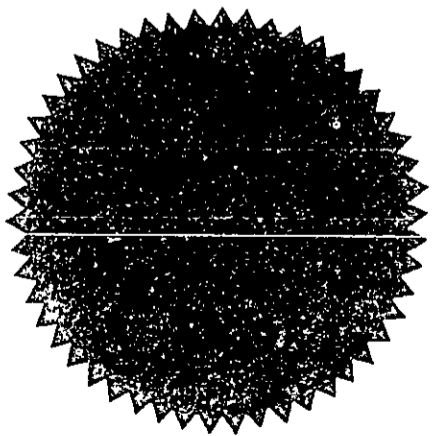
OF

S & H, INC.

and the probates thereon, the original of which was filed in this office on the 12th day of June 19⁸¹, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 12th day of June in the year of our Lord 19⁸¹.



Secretary of State

By
Deputy Secretary of State

BACK 1337 P 0116

FILED

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THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

S & H, Inc.
(NAME OF CORPORATION)

We, the undersigned natural persons of the age of eighteen years or more, do hereby associate ourselves into a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

1. The name of the Corporation is S & H, Inc.

2. The period of duration of the corporation shall be perpetual.
(May be perpetual or for a limited period)

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

To operate a tavern, club, lounge, restaurant, or other public facility for the service of food and or beverages, and or entertainment, and further to do any act and engage in any business that is lawful.

4. The aggregate number of shares which the corporation shall have authority to issue is 100,000, divided into one classes. The designation of each class, number of shares of each class, series, if any, within each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, is as follows:

Class	Series	Number of Shares	Par value per share
Common		100,000	\$1.00

The preferences, limitations and relative rights in respect of the shares of each class are as follows:

5. The minimum amount of consideration for its shares to be received by the corporation before it shall commence business is \$ 100.00.

6. The address of the initial registered office of the corporation (including county and city or town, and street and number, if any) is 355-A Witt Street, Winston-Salem (Forsyth County) NC, 27103.

and the name of the initial registered agent at such address is Hank Middleton.

BOOK 1337P0117

7. The number of directors of the corporation may be fixed by the by-laws, but shall not be less than three (except as permitted by N.C.G.S. 55-25).

The number of directors constituting the initial board of directors shall be three, and the name and address (including street and number, if any) of each person who is to serve as a director until the first meeting of shareholders or until his successor be elected and qualified is:

NAMES	ADDRESSES
Hank Middleton	2884 Hondo Dr., Winston-Salem NC
Sharon Middleton	2884 Hondo Dr., Winston-Salem NC 27103
Jan Cleveland	355-A Witt St., Winston-Salem NC 27103

8. The name and address (including street and number, if any) of each incorporator is:

NAMES	ADDRESSES
Hank Middleton	2884 Hondo Dr., Winston-Salem NC 27103
Sharon Middleton	2884 Hondo Dr., Winston-Salem NC 27103
Jan Cleveland	355-A Witt St., Winston-Salem NC 27103

9. In addition to the general powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to do any lawful act and enter into any lawful agreement in furtherance of the business of the corporation in its stated purpose or any other lawful purpose.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 8th
day of June, A.D. 1981.

Hank Lee Middleton
Sharon K. Middleton
Jan Cleveland

* Insert any provision desired to be included in the Articles of Incorporation such as: pre-emptive rights of shareholders, regulation of internal affairs of the corporation, any matters required to be set forth in the by-laws, etc. See chapter 55 of the General Statutes.

BOOK 1337 P 0118

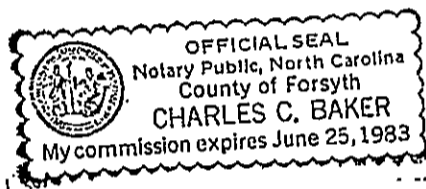
STATE OF NORTH CAROLINA

COUNTY OF FORSYTH

THIS IS TO CERTIFY, that on the _____ day of June, A. D. 1981,
before me, a Notary Public _____ personally appeared ^{Henry Lee} "Hank" Middleton,
Sharon^K Middleton _____, and Jan Cleveland _____, who
I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation,
and I having first made known to them the contents thereof, they did each acknowledge that they
signed and delivered the same as their voluntary act and deed for the uses and purposes therein ex-
pressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this
the 8th day of June, A.D. 1981.

(L. S.)



Charles C. Baker

My Commission expires: June 25, 1983

PRESENTED FOR
REGISTRATION
AND RECORDED

JUN 16 4 30 PM '81

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY, N.C.

JB #6.00 rcd.

BOOK 1337 P 0119