

Mail. Mr. Daniel L. Taylor, Atty. Suite 400, NCNB Plaza,  
102 West 3rd St.  
Winston-Salem, N.C.  
27101

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# State of North Carolina



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 ( 5 sheets) to be a true copy of

ARTICLES OF INCORPORATION

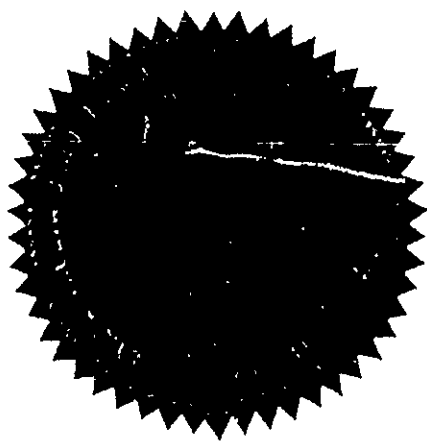
OF

C AND D ENTERPRISES, INC.

and the probates thereon, the original of which was  
filed in this office on the 3rd day of April 1978,  
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 3rd day  
of April in the year of our Lord 1978.



Secretary of State

By   
Deputy Secretary of State

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THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA

237340

ARTICLES OF INCORPORATION

OF

C AND D ENTERPRISES, INC.

THIS CERTIFIES that the undersigned does hereby organize a Corporation under and by virtue of the laws of the State of North Carolina, (G.S. 55) and to that end does hereby set forth:

I.

The name of the Corporation is C AND D ENTERPRISES, INC.

II.

The period of duration of the Corporation shall be perpetual.

III.

The purposes for which the Corporation is organized are:

(a) To manufacture, buy, sell, import and export, and to lease, rent and operate game machines of all types. To procure by purchase or otherwise all necessary patents, licenses and permits authorizing the manufacture and sale of said game machines. To secure by purchase or otherwise the necessary real estate, plant, or stores for the conduct of such business and to do all other things that may be legally done in the promotion of the business.

(b) To acquire, by purchase, lease, gift, will or otherwise, and to own, hold, improve, use and otherwise deal in and with, real and personal property, or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, lease, exchange,

transfer and otherwise dispose of all or any part of its property and assets.

(d) To enter into contracts of guaranty or suretyship or make other financial arrangements for the benefit of any person, firm or Corporation.

(e) To provide insurance for its benefit on the life or physical or mental ability of any of its officers or employees or on the life or physical or mental ability of any security holder for the purposes of acquiring at his death or disability its securities owned by such security holder, and for these purposes the Corporation is deemed to have an insurable interest in its officers, employees, or security holders; and to provide insurance for its benefit on the life or physical or mental ability of any person in whom it has an insurable interest.

(f) To acquire, by purchase, subscription, gift, will or otherwise, and to 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 government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To enter into any arrangement with others for the sharing of profits or union of interest with respect to any transaction, operation or venture which the Corporation has power to conduct by itself, even if such arrangement involves sharing or delegation

of control of such transaction, operation or venture with or to others.

(h) To make contracts and incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or other form of security upon all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest its funds from time to time, 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 operation, and have offices and exercise the powers granted by this chapter anywhere in the world.

(k) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(l) In general, to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of North Carolina (G.S.55).

#### IV.

The Corporation shall have the authority to issue One Hundred Thousand (100,000) shares of Common stock, having a par value of One (\$1.00) Dollar per share.

The sale of One Hundred (100) shares of One (\$1.00) Dollar per share shall be the minimum amount of consideration for its shares to be received by the Corporation before it shall commence business.

VI.

The address of the initial registered office of the Corporation is 4781 Commercial Plaza, Post Office Box 5763, Forsyth County, Winston-Salem, North Carolina 27103, and the name of the initial registered agent of the Corporation at such address is Charles S. Nelson, Sr. 4781 Commercial Plaza, Post Office Box 5763, Forsyth County, Winston-Salem, North Carolina 27103.


VII.

The number of directors constituting the initial Board of Directors of the Corporation shall be Two (2) and the names and addresses of the individuals who are to serve as Directors until the first meeting of shareholders and until their successors be elected and qualify are CHARLES S. NELSON, SR., 4781 Commercial Plaza, Post Office Box 5763, Forsyth County, Winston-Salem, North Carolina 27103, and DOROTHY R. NELSON, 4950 Lombardy Lane, Forsyth County, Winston-Salem, North Carolina 27103.

VIII.

The name and address of the incorporator is CHARLES S. NELSON, SR., 4781 Commercial Plaza, Post Office Box 5763, Forsyth County, North Carolina 27103.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal, this 27<sup>TH</sup> day of MARCH, 1978.

 [SEAL]  
CHARLES S. NELSON, SR., Incorporator

NORTH CAROLINA )  
 )  
FORSYTH COUNTY )

ACKNOWLEDGMENT

Personally appeared before me, Matilda C. Skoggard, a Notary Public in and for the aforesaid State and Gaston County, CHARLES S. NELSON, SR., who is personally known to me to be the person he represented himself to be, and for himself, acknowledged the due execution of the foregoing Articles of Incorporation to be his own act and deed for the purposes therein set forth.

WITNESS my hand and notarial seal, this the 27<sup>th</sup> day of March, 1978.



[SEAL]

Matilda C. Skoggard  
Notary Public

My Commission Expires:

February 2, 1982

THIS DOCUMENT DRAFTED BY:

DANIEL L. TAYLOR, ESQ.  
DANIEL L. TAYLOR, P.A.  
SUITE 400, NCNB PLAZA  
102 WEST THIRD STREET  
WINSTON-SALEM, NORTH CAROLINA 27101  
TELEPHONE NUMBER: (919) 723-9687

PRESENTED FOR  
REGISTRATION  
AND RECORDED

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

LBf #7.0920

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