

The State of South Carolina,

CHARTER BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT

WHEREAS,

JUDY M. SHULL and WILLIAM I. BOUTON

both of

115 Lawyers Building, Greenville, South Carolina

did on the 22nd day of September, 1961, file with the Secretary of State a written Declaration signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is BCH COMPANY, INC.

THIRD: That the principal place of business is P. O. Box 3152, Greenville, South Carolina

FOURTH: That the general nature of the business which it is proposed to do is to lease, own and operate any and all types of drive-in restaurants or other eating establishments, and to make any and all agreements and contracts with any persons or corporations and to perform any acts appropriate and conducive to the purposes and objects of the corporation.

FIFTH: That the amount of the capital stock is Thirty Thousand (\$30,000.00) Dollars payable in cash or its equivalent

SIXTH: That the number of shares into which the capital stock is divided is Thirty Thousand (30,000) of the par value of One (\$1.00) Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 19th day of September, 1961, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: E. L. Groff, Juanita S. Groff, R. H. Longstreet, Bea S. Longstreet

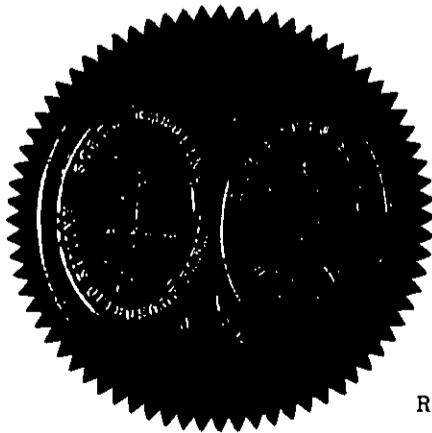
EIGHTH: That subsequently there was elected as President, E. L. Groff; as Vice-President, R. H. Longstreet; as Secretary, R. H. Longstreet; as Treasurer, E. L. Groff; Asst. Treas., Juanita S. Groff; Asst. Sec., Bea S. Longstreet

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in The Greenville Piedmont a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia this 22nd day of September in the year of our Lord one thousand nine hundred and 61 and in the one hundred and 86th year of the Independence of the United States of America.

O. Frank Thornton Secretary of State.



Recorded October 13th, 1961 at 10:08 A.M. #9607