

**ARTICLES OF INCORPORATION
OF
COOK OUT-RICHMOND KY, INC.**

The undersigned incorporator executes these Articles of Incorporation for the purpose of forming, and does hereby form, a corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE I

The name of the corporation is **Cook Out-Richmond KY, Inc.**

ARTICLE II

The street address of the initial registered office of the corporation in the Commonwealth of Kentucky is 306 West Main Street, Suite 512, Frankfort, Franklin County, Kentucky 40601. The initial registered agent of the corporation is C T Corporation System.

ARTICLE III

The mailing address of the principal office of the corporation is: P.O. Box 128, Pineville, Bell County, Kentucky 40977.

ARTICLE IV

The name and address of the incorporator is:

C. Bishop Johnson 108 Kentucky Avenue, P.O. Box 128, Pineville,
Bell County, Kentucky 40977

ARTICLE V

The total number of shares issued is 1,000, having no par value, class or preference.

ARTICLE VI

The business and affairs of the corporation are to be conducted by a board of directors, the number to be set in the manner provided in the corporation's bylaws and in accordance with the laws of the Commonwealth of Kentucky.

The initial board of directors of the corporation shall consist of two persons who shall serve until the first annual shareholders meeting and until their successors are elected and qualified or they are reelected and qualified. The names and addresses of said directors are:

Jeremy A. Reaves 15 Laura Lane, Ste, 300 Thomasville, NC 27360

Morris G. Reaves 125 N. Ridgewood Ave., Ste. 200, Daytona Beach, FL 32114

The board of directors shall have the power to increase or decrease the number of directors comprising the board of directors last approved by the shareholders pursuant to and in accordance with the limitations provided by the corporation's bylaws and the laws of the Commonwealth of Kentucky.

ARTICLE VIII

The corporation shall have all the powers conferred upon a corporation organized under the provisions of the Kentucky Business Corporation Act and shall have all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the corporation.

ARTICLE IX

The duration of the corporation shall be perpetual unless sooner terminated by voluntary or involuntary dissolution.

ARTICLE X

No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of his or her duties as a director except to the extent that the applicable law from time to time in effect shall provide that such liability may not be limited or eliminated.

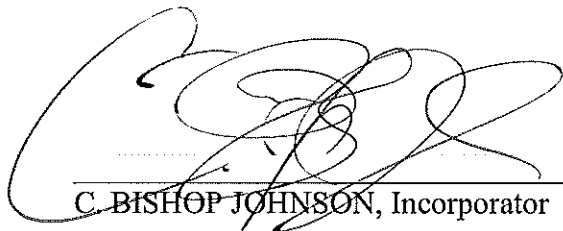
Neither amendment nor repeal of this Article shall affect the liability of any director of the corporation with respect to any act or failure to act which occurred prior to such amendment or repeal.

This article is not intended to eliminate or limit any protection otherwise available to the directors of the corporation.

ARTICLE XI

These Articles of Incorporation shall become effective upon filing with the Kentucky Secretary of State.

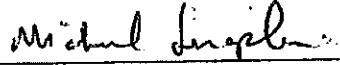
Executed by the undersigned incorporator, who declares under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing is true and correct, this 9th day of April, 2013.


C. BISHOP JOHNSON, Incorporator

CONSENT OF REGISTERED AGENT

On behalf of C T Corporation System, I acknowledge and give C T Corporation System's consent to serve as the registered agent on behalf of Cook Out-Richmond KY, Inc., this 9th day of April, 2013.

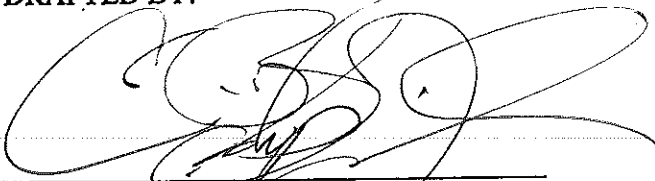
C T Corporation System


(Signature)

By: Michael Seraphin

Its: Assistant Secretary

THE FOREGOING ARTICLES
DRAFTED BY:



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