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Michael G. Adams
Kentucky Secretary of State
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Fee Receipt: \$50.00

ARTICLES OF INCORPORATION

OF

NATHAN SMITH, INC.

The undersigned hereby forms a corporation under the laws of the Commonwealth of Kentucky, and to that end hereby adopts these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Nathan Smith, Inc.

ARTICLE II

The duration of the corporate existence shall be perpetual.

ARTICLE III

The effective date of the filing of these Articles shall be August 10, 2023.

ARTICLE IV

The sole purpose for which the Corporation is formed is to operate franchised Chick-fil-A Restaurant businesses under a Franchise Agreement with Chick-fil-A, Inc. and to exercise all other powers necessary to, or reasonably connected with, the operation of the franchised Chick-fil-A restaurant businesses.

ARTICLE V

The corporation is authorized to issue an aggregate of one thousand (1,000) shares of common stock, without par value, which shares shall have all voting power of the corporation. All the authorized common shares of this corporation shall be fully paid and nonassessable.

ARTICLE VI

The address of the registered office of the corporation in the Commonwealth of Kentucky is 116 Blue Fields Road, Louisville, Kentucky 40223, and the name of the initial registered agent of the corporation at such address is Nathan Smith.

ARTICLE VII

The mailing address of the principal office of the corporation shall be 116 Blue Fields Road, Louisville, Kentucky 40223.

ARTICLE VIII

The name and address of the incorporator is:

Nathan Smith
116 Blue Fields Road
Louisville, Kentucky 40223

ARTICLE IX

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent provided by the Kentucky Business Corporation Act as in effect from time to time.

ARTICLE X

The Board of Directors shall have the power to make Bylaws consistent with the laws of the Commonwealth of Kentucky, and consistent with these Articles of Incorporation, subject, however, to the power of the shareholders to change or repeal such Bylaws.

ARTICLE XI

The private property of the shareholders, directors, and officers shall not be subject to the payment of any corporate debts or liabilities in any way or to any extent.

ARTICLE XII

Subject to the limitations and conditions provided in this Article XI and in the Kentucky Business Corporation Act, each person who was or is made a party, or is threatened to be made a party to, or is involved in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, or any appeal in such a proceeding or any inquiry or investigation that could lead to such a proceeding, by reason of the fact that he or she was or is a shareholder, officer, or director of the corporation, shall be indemnified (including the advancement of expenses) by the corporation against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements, and reasonable costs and expenses (including, without limitation, attorneys' fees) actually incurred by such indemnified person in connection with such proceeding if such indemnified person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the indemnified person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, that the indemnified person had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE XIII

Any action, except the election of directors, required or permitted under KRS 271B, or its successor thereunder, to be taken at a shareholders' meeting may be taken without a meeting and without prior notice, except as otherwise provided under Kentucky law, if the action is taken by shareholders entitled to vote on the action representing not less than eighty percent (80%) of the votes entitled to be cast.

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation this 10th day of August, 2023.



Nathan Smith, Incorporator

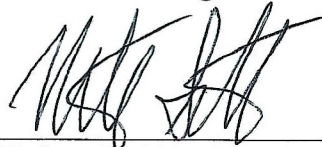
THIS INSTRUMENT PREPARED BY:



R. Miles Lee III
Clayton R. Hume, PLLC
Anchorage Office Plaza
2525 Nelson Miller Parkway, Suite 105
Louisville, Kentucky 40223

Consent of Initial Agent to Serve as
Registered Agent for Service of Process

I, Nathan Smith, having a principal place of business at 116 Blue Fields Road, Louisville, Kentucky 40223, hereby agree and consent to serve as registered office and agent for service of process for Nathan Smith, Inc.



Nathan Smith
Date: August 10, 2023