

ARTICLES OF INCORPORATION
OF
PDQ FOOD SERVICES, INC.

1344986.09

m Moore
PAOI

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
2/27/2024 3:22 PM
Fee Receipt: \$50.00

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Scott Alan McClellen, does hereby form a corporation under the laws of the Commonwealth of Kentucky and does hereby adopt and publish the following Articles of Incorporation, the shareholders agreeing to take the number of shares set opposite their respective names.

I.

The name of the Corporation is PDQ Food Services, Inc., by which name it may contract and be contracted with, sue and be sued, adopt a corporate seal, and conduct its business.

II.

The purpose for which the Corporation shall be organized and the nature of business to be transacted, promoted and carried on by this Corporation shall be:

- A. To operate a retail restaurant and/or catering service.
- B. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or subdivision thereof.
- C. To borrow or raise monies for any of the purposes of the

Corporation, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

D. To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation; to pay for the same in cash, stock of this Corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct, in any lawful manner, the whole or any part of any business so accrued, and to assume all powers necessary or convenient in or about the conduct and management of said business.

E. In general, to carry on any other business in connection with the forgoing, including, but not limited to, participation in any other business venture, domestic or foreign, and to have the exercise of all the powers conferred by the laws of the Commonwealth of Kentucky upon corporations formed thereunder, and to do any and all things hereinbefore set forth to the same extent as natural persons might or could do.

The purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited to or restricted by reference to, or inference from, the terms of any other articles of these Articles of Incorporation; but the purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

III.

The duration of the Corporation shall be perpetual.

IV.

The address of the registered office and the principal office is 30 Timberwood Drive, Simpsonville, KY 40067. The name and address of the registered agent is Cynthia Annette McClellen, 30 Timberwood Drive, Simpsonville, KY 40067.

V.

There shall be but one (1) class of shares, namely, one thousand (1,000) shares of common stock of no par value. The holder of each of said shares shall be entitled to one (1) vote in all matters wherein shareholders are permitted to vote.

VI.

The amount of capital with which the Corporation will begin business shall be no less than One Thousand Dollars (\$1,000.00).

VII.

The name and address of the incorporator is Scott Alan McClellen, 30 Timberwood Drive, Simpsonville, KY 40067. The initial shareholders of the Company, their names, addresses and the number of shares subscribed by each of them are as follows:

Scott Alan McClellen	100 shares
30 Timberwood Drive	
Simpsonville, KY 40067	

Cynthia Annette McClellen	100 shares
30 Timberwood Drive	
Simpsonville, KY 40067	

Robert Paul Norman, Jr.	100 shares
5188 Flowermound Drive	
West LaFayette, IN 47906	

Angela Lynn Norman	100 shares
5188 Flowermound Drive	
West LaFayette, IN 47906	

VIII.

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The Stockholders at each annual meeting, by a majority vote of those present in person or by proxy, shall determine the number of Directors, which shall never be less than

one (1) nor more than seven (7), and until otherwise determined by the Stockholders, the number of Directors shall be four (4). The number of Directors so determined shall be elected at such meeting to serve for the ensuing year and until their successors shall have been elected and have accepted office. It shall not be necessary for a Director to be a Stockholder of the Corporation. Four (4) Directors shall be elected at the first meeting of the Stockholders and shall hold office until the first meeting of the Board of Directors or until successors are elected.

The name of the agent and address for the initial Board of Directors is

Cynthia Annette McClellen
30 Timberwood Drive
Simpsonville, KY 40067

All elected Officers shall serve for a term of one (1) year and until their respective successors are elected and have accepted office, unless sooner removed in the manner provided by the By-Laws. All appointed Officers shall hold office at the pleasure of the person or persons appointing them. The duties of the Officers and of any Assistant Officers shall be: (a) those prescribed by the By-Laws; (b) those usually incident to such offices, where the By-Laws fail to provide otherwise; and (c) those which may be assigned to them from time to time by the Board of Directors.

The annual meeting of the Stockholders and Directors shall be held at such times and such places as fixed by the By-Laws.

Any contract, transaction or act of the Corporation or of the Directors shall be ratified by a majority of a quorum of the Stockholders then entitled to a vote at any annual meeting or at any special meeting called for such purpose and shall, insofar as permitted by law and by these Articles of Incorporation, be as valid and binding as those ratified by every Stockholder of the Corporation.

The Board of Directors of the Corporation may, from time to time, distribute to its Stockholders out of the capital surplus of the Corporation a portion of its assets in cash or property.

The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase shares of its own common capital stock to the full extent of its unreserved and unrestricted capital surplus, or any other surplus, available therefor.

IX.

The Corporation shall indemnify its Officers and Directors and advance expenses in connection with such indemnification as provided in the Kentucky Revised Statutes. Such indemnification shall not be deemed exclusive of any additional indemnification which the Board of Directors or Stockholders may deem advisable or of any rights to which those indemnified may be otherwise entitled. The Directors of the Corporation may determine, from time to time, whether and to what extent to maintain insurance providing

indemnification for Officers or Directors and such insurance need not be limited to the powers or indemnification of its Corporation.

X.

The Corporation may enter into contracts or transact business with one or more of its Directors, or with any firm in which one or more of its Directors are members, and with any Corporation or Association in which any of its Directors is a Stockholder, Director, or Officer and such contract or transaction shall not be invalidated or affected by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation, even though the vote of the Director or Directors having such adverse interest shall have been necessary to obligate the Corporation upon such contract or transaction, or even though the presence of said Director or Directors shall have been necessary to constitute a quorum; and no Director or Directors having such adverse interest shall be liable to the Corporation or to any Stockholder or creditor interest or to any other person for any loss incurred by it under, or by reason of, any such contract or transaction; nor shall any such Director or Directors be accountable for any gain or profit realized thereon; provided, however, that any such contract or transaction shall, at the time which it was entered into, have been a reasonable one to be entered into, and shall have been upon terms

that at the time were fair. Any contract, transaction or act of the Corporation or Directors which shall be ratified by a majority of a quorum of the Stockholders then entitled to vote at any annual meeting or any special meeting called for such purposes shall, insofar as permitted by law, or by these Articles of Incorporation, be as valid and binding as though ratified by every Stockholder of the Corporation.

XI.

The authority to make, alter, amend or rescind the By-Laws is expressly vested in the Board of Directors, subject to the power of the Stockholders to change or repeal such By-Laws.

XII.

The Corporation shall begin the transaction of business upon the election of the first Board of Directors by the Stockholders, the designated amount of capital having been paid in, and the Certificate of Incorporation theretofore issued and duly filed.

XIII.

This Corporation is organized pursuant to the plan specified in Section 1244 of the Internal Revenue Code.

XIV.

The private property of the Stockholders shall not be subject to the debts and/or liabilities of the Corporation.


IN WITNESS WHEREOF, Scott Alan McClellen has set his name on this 28th day of December, 2023.


SCOTT ALAN MCCLELLEN, INCORPORATOR


STATE OF KENTUCKY)
) ss:
COUNTY OF JEFFERSON)

I, a notary public in and for the state and county aforesaid, state that on this 28th day of December, 2023, there appeared before me, Scott Alan McClellen, Incorporator, and the foregoing was subscribed, sworn to and acknowledged by him to be his free act and voluntary deed.

My commission expires: 6-22-2026.


NOTARY PUBLIC, KY STATE-AT-LARGE
Printed Name: Stephen J. Tillman
ID# KYNP52587

PREPARED BY:


STEPHEN J. TILLMAN
ATTORNEY AT LAW
TILLMAN LAW OFFICE, PLLC
445 Baxter Avenue, Suite 100
Louisville, KY 40204
Telephone: (502) 587-1500
SUBURBAN OFFICE: 9411 Smyrna Parkway
Louisville, KY 40229
Telephone (502) 968-7554

I declare under penalty of perjury under the laws of the State of Kentucky that the foregoing is true and correct.

IN WITNESS WHEREOF, Cynthia Annette McClellen has set her name on this 28th day of December, 2023.

Cynthia Annette McClellen
CYNTHIA ANNETTE MCCLELLEN
REGISTERED AGENT

STATE OF KENTUCKY)
) SCT
COUNTY OF JEFFERSON)

I, a notary public in and for the state and county aforesaid, state that on this 28th day of Dec., 2023 there appeared before me, CYNTHIA ANNETTE MCCLELLEN, Registered Agent, and the foregoing was subscribed, sworn to and acknowledged before me by her to be her free act and voluntary deed.

Witness my signature and seal of office this 28th day of December, 2023.

My commission expires: 6-22-2026.

Stephen J. Tillman
NOTARY PUBLIC KY STATE-AT-LARGE
ID # KYNR 52587
PRINTED NAME: Stephen J. Tillman

THIS DOCUMENT PREPARED BY:

Stephen J. Tillman
STEPHEN J. TILLMAN
ATTORNEY AT LAW
TILLMAN LAW OFFICE, PLLC
445 Baxter Avenue, Suite 100
Louisville, KY 40204
Telephone: (502) 587-1500
SUBURBAN OFFICE: 9411 Smyrna Parkway
Louisville, KY 40229
Telephone: (502) 968-7554

WILLMAN-DC1RedactedFoldedUpsterMy DocumentsADJUSERSLISACorporation#00 Food Services, Corson by Registered Agent,wpd