

**ARTICLES OF INCORPORATION
OF**

Southern Hospitality Bar & Grill, Inc.

ARTICLE I

The name of the Corporation is **Southern Hospitality Bar & Grill, Inc.**

ARTICLE II

This Corporation shall have perpetual duration.

ARTICLE III

Pursuant to KRS 271B. 1-230(2), Articles of Incorporation

ARTICLE IV

The purpose for which the Corporation is organized:

1. To engage in any and all lawful business, whether or not specifically enumerated herein and to exercise any and all powers that corporations may exercise under Chapter 271B of the Kentucky Revised Statutes.
2. To issues its notes, bond or other evidences of indebtedness convertible into common or preferred stock or other securities of Corporation.
3. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use pledge, lease, sell, assign, or otherwise dispose of formulas, secret processes, distinctive marks, improvement, processes, trade names, trademarks, copyrights, patents, licenses, and concessions.
4. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and re-issue or cancel the shares of its own capital stock or any securities or other obligations of the Corporation in the manner and to the full extent now or hereafter permitted by the laws of the Commonwealth of Kentucky.
5. To lend its funds or credit from time to time to such extent, to such persons, firms, associations, corporations, governments or subdivisions thereof, and on such terms the Corporation may determine and may be lawful, and to become a guarantor upon an obligation or contract of any other person, firm or corporation.

6. To be a partner, member, association or manager of any partnership, limited partnership, joint venture, trust or other enterprise and to do all things necessary or proper connection therewith as a natural person might or could be.
7. To acquire, in whole or in part, the assets, property, rights and goodwill of any corporation, association of which any stocks, bonds or other evidences of indebtedness or securities are held, directly or indirectly by the Corporation; and for this purpose to guarantee the contracts, dividends, stocks, bonds or other evidences of indebtedness or securities.
8. To carrier loads, or to aid in any manner, financially or otherwise, any corporation or association of which any stocks, bonds, or other evidences of indebtedness or securities are held direct or indirectly by the Corporation; and for this purposes to guarantee the contracts, dividends, stocks, bonds, or other obligations of such other corporations or associations; and to do any other acts or thing designated to protect, preserve, improver or enhance the value of such stocks, bonds or other evidences of indebtedness or securities.
9. To such extent as a corporation organized under the Commonwealth of Kentucky Business Corporation Act of the Commonwealth of Kentucky Revised Statutes may now hereafter lawfully do, as principal or agent, along or in connection with other corporations, firms, or individuals, to do or in connection with, or incident to, the accomplishment of any of the purposes, the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of the Corporation, or to enhance the value of its properties; and in general to do all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do, or exercise under the Commonwealth of Kentucky Business Corporation Act or under any laws amendatory thereof, supplemental thereto, or substitute therefore; and to do any or all things here in above set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be constructed as powers, as well as objects and purposes, and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no way limited by reference to or inference from the terms of any other clause but shall be regarded as independent purposes, and powers, and the enumeration of specific purpose and powers shall not be constructed to limit or restrict in any manner the general powers of the Corporation nor meaning of the general terms used in describing any such purposes an powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE V

There shall be one class of stock in the Corporation, which shall consist of any authorized issue of *one thousand (1,000) shares of common stock*, having on par value per share. Each such share of stock shall be issued pursuant to the provision of Section 1244 of the Internal Revenue Code, as amended, shall be governed by the provisions of such Section and by the provision of those rules and regulations which are promulgated pursuant thereto. Each such share of stock shall entitle the holder thereof to *one (1)* vote. Voting shares of Directors shall be cumulative.

ARTICLE VI

No holder of any shares of capital stock of the corporation shall have any preemptive right to acquire any shares of unissued capital stock of any class, now or hereafter authorized, or any treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares of such capital stock.

ARTICLE VII

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the by-laws of the corporation as duly adopted or from time to time altered, amended, or repealed by the Board of Directors.

ARTICLE VIII

The name and address of registered agent and authorized agent upon which process can be served is:

**Janis Cox
3402 West Broadway
Louisville, KY 40211**

ARTICLE IX

The mailing address of the principal office of the Corporation is **3402 West Broadway, Louisville, KY 40211**

ARTICLE X

The name and address of the incorporator are as follows:

Janis Cox
PO Box 14653
Cincinnati, OH 45250

ARTICLE XI

The initial Board of Directors of the Corporation shall consist of **One (1)** person who shall serve until the first annual meeting of the shareholders and until his successor is elected and qualified.

The number of Directors shall be fixed by resolution of the Board of Directors or by the By-laws vacancies in the Board of Directors, including vacancies occurring by reason of the creation of additional directorships, shall be filled by the remaining members of the Board.

The Directors shall elect a President, a Secretary and a Treasurer or a Secretary-Treasurer, and may elect, or the Board of Directors may appoint, such other officers or assistant officers as may be provided for in the By-laws of the Corporation or by appropriate resolution of the Board of Directors. All elected officers shall serve for a term of one year and until their respective successors are elected and have accepted offices, unless sooner removed in the manner provided in the By-laws. All appointed officers shall hold office at the pleasure of the person or persons appointing them, except as the By-laws may otherwise provide. The duties of the officers and of the assistant officer shall be (a) those prescribed by the By-laws, (b) those incidents to such officers 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 names and addresses of the persons who is to serve on the Board of Directors until the first annual meeting of shareholders or until such person's successor be elected and qualified are as follows:

Janis Cox
PO Box 14653
Cincinnati, OH 45250

It shall be competent for the Board of Directors by By-Laws to create the position of Chairman of the Board of Directors and to fix the qualifications, term, compensation and duties of the incumbent thereof.

All the meetings of the stockholders and directors shall be called in such manner, and be held at such times and places as shall be fixed by the By-laws.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders. If a quorum is present, the affirmative vote of the majority of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Any contract, transaction or act of the corporation or directors, officers or stockholders the entitled to vote at any annual meeting or at any special meeting called for the purpose shall, insofar as permitted by law, an by these Articles of Incorporation.

The Corporation may enter in to contracts or transact business with one or more of its directors, officers, or stockholders, or with any firm with which any of them is a stockholder, a director, or officer, and such contract or transaction shall not be invalidated or affected by the fact that such director, officer, or stockholder, has or may have an interest therein which is, or might be, adverse to the interest of the Corporation, even though the vote of the director, officer or stockholder having such adverse interest shall have found it necessary to obligate the Corporation or to any stockholder or creditor thereof, or to any person for any loss incurred by it or them under or by reason of any such contract or transaction; nor shall any such director, officer or stockholder be accountable for any gain or profit realized thereon; provided, however, that such contract or transaction shall, at the time, were fair.

ARTICLE X

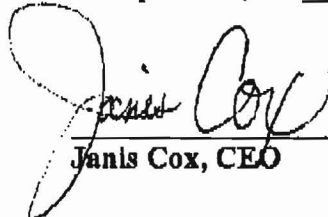
The directors of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for breach of their duties as directors; provided however, that this Article shall not eliminate or limit the liability of a director for:

- (1) Any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders;
- (2) Acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation.
- (3) Any vote for or assent to an unlawful distribution to shareholders as prohibited by KRS 271B.8-330; or
- (4) Any transaction for which the director derived an improper personal benefit.

ARTICLE XI

The authority to make, amend and repealing By-laws is vested in the Board of Directors, subject to the power of the stockholders under the laws of the Commonwealth of Kentucky to change or repeal such By-laws.

IN TESTIMONY WHEREOF, witness the signature of Incorporation, this 2 day of February 2017.

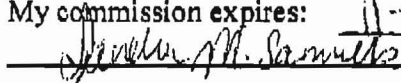

Janis Cox, CEO

Commonwealth of Kentucky

County of Jefferson

I, a Notary Public, within the State and County aforesaid, do hereby certify that the foregoing ARTICLES OF INCORPORATION of **SOUTHERN HOSPITALITY BAR & GRILL, Inc**, were signed by Janis Cox who personally appeared, and acknowledge that the same was a free act and deed.

In testimony whereof, I have here unto subscribed by the name on this 2 day of February, 2017.

My commission expires: 11-10-2020


NOTARY PUBLIC, STATE AT LARGE, COMMONWEALTH OF KENTUCKY