

N00000008097



ACCOUNT NO. : 072100000032

REFERENCE : 924686 118289A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : December 8, 2000

ORDER TIME : 10:30 AM

ORDER NO. : 924686-005

CUSTOMER NO: 118289A

CUSTOMER: Leanna J. Gerken, Paralegal  
Checkers Drive In Rest.

500003492035--0

Bldg 1  
14255 49th St. N.  
Clearwater, FL 33762

DOMESTIC FILING

NAME: RALLY'S ADVERTISING  
COOPERATIVE ASSOCIATION OF  
MEMPHIS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC -8 PM 12:49

RECEIVED  
00 DEC -8 AM 11:29  
TALLAHASSEE STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC -8 PM 12: 49

**STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
RALLY'S ADVERTISING COOPERATIVE ASSOCIATION  
OF MEMPHIS, INC.  
A FLORIDA NONPROFIT CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I. Name.** The corporate name that satisfies the requirements of Section 617.0401 is: Rally's Advertising Cooperative Association of Memphis, Inc.

**ARTICLE II. Principal Office.** The principal place of business and the mailing address of this corporation is:

Rally's Advertising Cooperative Association of Memphis, Inc.  
Mr. Rich Turer, President  
14255 49<sup>th</sup> Street North, Building 1  
Clearwater, Florida 33762

**ARTICLE III. Purpose.** The specific purpose for which the corporation is organized is to promote and further the interests of the operators of Rally's Restaurants in the Memphis, Tennessee area through broadcast and other media.

**ARTICLE IV. Manner of Election of Directors.** The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws, but shall in no case be less than three (3).

**ARTICLE V. Initial Registered Agent and Street Address.** The street address and name of the initial registered office of the corporation is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE VI. Incorporator.** The name and address of the Incorporator to these Articles of Incorporation is:

Brian R. Doster, Esquire  
Checkers Drive-In Restaurants, Inc.  
14255 49<sup>th</sup> Street North, Bldg. 1  
Clearwater, Florida 33762

Brian R Doster  
Signature/Incorporator

12/7/00  
Date

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature/Registered Agent

\_\_\_\_\_  
Date

12/8/2000

BRIAN COURTNEY, ASST. V.P.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC -8 PM 12:49