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April 30, 2014

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Lee's Famous Recipe Advertising Cooperative, Inc.
A Florida Not for Profit Corporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of Lee's Famous Recipe Advertising Cooperative, Inc. for filing and certifying. My firm's check in the amount of \$78.75 representing the filing fee of \$35.00, the Registered Agent Fee of \$35.00 and the Certified Copy fee of \$8.75 is enclosed. Once the filing and certifying is completed, please return the certified copy to my office in the enclosed self-addressed stamped envelope.

If you have any questions regarding the foregoing, please do not hesitate to contact me or my legal assistant, Marty Maldonado.

Sincerely,



RICHARD H. POWELL
RHP/mm

Enclosures as stated.

cc: Lee's Famous Recipe Advertising Cooperative, Inc. w/enc

ARTICLES OF INCORPORATION OF
LEE'S FAMOUS RECIPE ADVERTISING COOPERATIVE, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I ~ Name

The name of the corporation shall be:

LEE'S FAMOUS RECIPE ADVERTISING COOPERATIVE, INC.

ARTICLE II ~ AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE III ~ Address

The street address of the principal office of the Non-Profit Corporation shall be:

1270 N. Eglin Parkway
Suite C-14
Shalimar, FL 32579

but it shall have the power and authority to establish branch offices at such place or places as may be designated by the directors.

The mailing address for the Not For Profit Corporation shall be the same.

1270 N. Eglin Parkway
Suite C-14
Shalimar, FL 32579

ARTICLE IV ~ Purpose

The corporation's purpose is to develop or arrange for the development of advertising and marketing materials for use on television, radio, outdoor, print, and/or media employing advertising agencies it deems appropriate, including agencies affiliated with any of the franchise or licensee systems represented herein, to assist therewith, and to develop promotional and

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marketing materials from time to time for all the quick service restaurant units in the U.S. and/or abroad ("Units") featuring chicken which operate under systems affiliated with Famous Recipes Group, LLC ("Franchisor/Licensor") using the Lee's Systems trademarks and which contribute to the corporation managed by the board.

ARTICLE V ~ Duration

The corporation shall have perpetual duration.

ARTICLE VI ~ Restrictions

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be to influence legislation.

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE VII. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than nine members, and not more than a maximum number determined by the By-Laws of the corporation as amended from time to time.

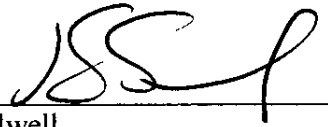
Section 2. Powers. The Board of Directors shall govern the corporation and shall have all the rights, powers, and duties of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and

powers shall include, but not be limited to, the power to amend the Articles of Incorporation and the power to adopt and amend the By-Laws and other corporate governing documents by a majority vote (unless a larger than majority vote is required herein or the By-Laws, in any way no inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States; provided, however, that such rights and power shall include the right to transfer and relinquish all, or part of, these rights and powers to any governing Board of Directors that might be established by the Directors.

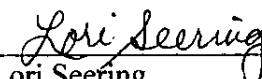
Section 3. Term The term of each member of the Board of Directors shall be established in the By-Laws.

Section 4. Election. Unless the By-Laws provide differently (in which case such By-Laws shall control), Directors shall be elected by the remaining Directors by a majority vote upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office of the corporation is then located.

Section 5. Initial Officers. The initial Board of Directors shall consist of 9 members, and the initial officers shall be, whose names and addresses are set forth below:

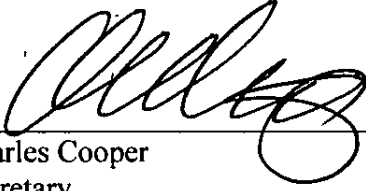


John Stilwell
Chairman
Address: 1260 Northeast 10th Street
Ocala, FL 34470



Lori Seering
Vice-Chairman/ Treasurer
Address: 1270 N. Eglin Parkway, Suite C14
Shalimar, FL 32579

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Charles Cooper

Secretary

Address: 1270 N. Eglin Parkway, Suite C14
Shalimar, FL 32579

Section 6. Limitation of Liability. No Director shall have any personal liability to the corporation for monetary damages for breach of duty of care or other duty as a Director by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Director for (a) any appropriation, in violation of his duties, of any business opportunity of the corporation; (b) acts or omissions which involve intentional misconduct or knowing violation of law; or (c) any transaction from which the Director derived an improper personal benefit.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for a nonprofit corporation, including the powers specifically enumerated in Section 617.0302 of Florida Statutes.

Section 2. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article IV, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors (unless this power has been transferred by the By-Laws) may cease corporate activities and dissolve and liquidate the corporation, by a two-thirds vote.

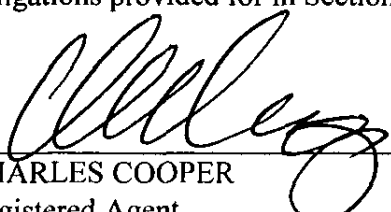
Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively as provided in the By-Laws.

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ARTICLE X. INITIAL OFFICE AND AGENT

Section 1. Office. The initial principal office and the corporation's initial registered office shall be at 1270 N. Eglin Parkway, Suite C-14, Shalimar, FL 32579.


Section 2. Agent. The initial registered agent of the corporation at such address shall be Charles Cooper who as Registered Agent in the foregoing Articles of Incorporation, accepts the appointment as Registered Agent and acknowledges that he is familiar with, and accepts, the obligations provided for in Section 617.0501, Florida Statutes.



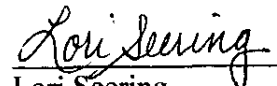
CHARLES COOPER
Registered Agent

ARTICLE X. INCORPORATOR(S)


Section 1. Incorporators. The name and address of the incorporators, who are citizens of the United States, are three (3) members, and the initial officers shall be, whose names, and addresses are set forth below:



John Stilwell
Chairman
Address: 1260 Northeast 10th Street
Ocala, FL 34470

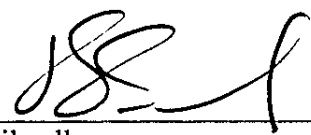


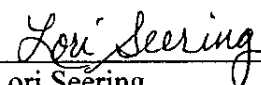
Lori Seering
Vice-Chairman/ Treasurer
Address: 1270 N. Eglin Parkway, Suite C!4
Shalimar, FL 32579

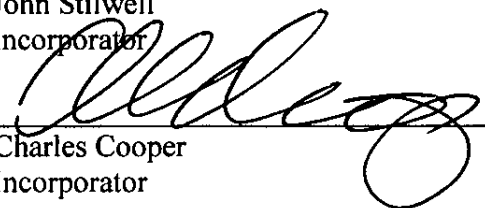

Charles Cooper
Secretary
Address: 1270 N. Eglin Parkway, Suite C14
Shalimar, FL 32579

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporators have executed on this
24 day of April, 2014 these Articles of Incorporation pursuant to Florida Statutes,
Section 617.02011.


John Stilwell
Incorporator

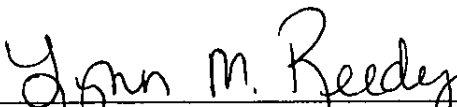

Lori Seering
Incorporator


Charles Cooper
Incorporator

Sworn to and acknowledged before me this 24 day of April, 2014, by JOHN
STILWELL, who personally appeared before me and who:

- ☒ is personally known to me, (or)
☐ has produced _____ as identification, and who
☐ has taken an oath, (or)
☐ has not taken an oath

WITNESS my HAND and SEAL in the County and State aforesaid this 24 day of
April, 2014.
Marion County, Fl.


NOTARY PUBLIC, State of Florida
My Commission Expires: 8/29/2017



Sworn to and acknowledged before me this 25th day of April, 2014, by LORD

SEERING, who personally appeared before me and who:

- ☒ is personally known to me, (or)
☐ has produced _____ as identification, and who
☒ has taken an oath, (or)
☐ has not taken an oath

WITNESS my HAND and SEAL in the County and State aforesaid this 25th day of

April, 2014.
Okaloosa County
Florida

Amanda L. McArdle
NOTARY PUBLIC, State of Florida
My Commission Expires: 9/7/2015



Sworn to and acknowledged before me this 25th day of April, 2014, by CHARLES

COOPER, who personally appeared before me and who:

- ☒ is personally known to me, (or)
☐ has produced _____ as identification, and who
☒ has taken an oath, (or)
☐ has not taken an oath

WITNESS my HAND and SEAL in the County and State aforesaid this 25th day of

April, 2014.
Okaloosa County
Florida

Amanda L. McArdle
NOTARY PUBLIC, State of Florida
My Commission Expires: 9/7/2015

