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**DATE: 12/23/19**

**NAME: CHECKERS/RALLY'S DISTRIBUTION AND SERVICES, INC.**

**TYPE OF FILING: ARTICLES**

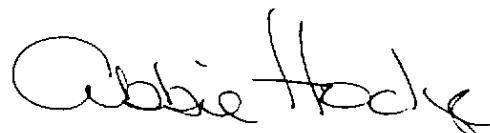
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EXECUTION VERSION

**ARTICLES OF INCORPORATION  
OF  
CHECKERS/RALLY'S DISTRIBUTION AND SERVICES, INC.**

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

**ARTICLE I**

**CORPORATE NAME AND PRINCIPAL OFFICE**

The name of this corporation is Checkers/Rally's Distribution and Services, Inc., and its principal office and mailing address is 4300 W, Cypress Street, Suite 600, Tampa, FL 33607.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall come into existence on December 23, 2019.

**ARTICLE III**

**PURPOSE**

The purpose for which the Corporation is organized is to manage procurement for and further the interests of Checkers Drive-In Restaurants, Inc. and the operators of Checker's and Rally's restaurants. Notwithstanding the foregoing, the Corporation shall not engage in any business for profit and nothing in these Articles of Incorporation or the By-Laws shall authorize the Corporation to engage in any transaction, carry on any activity or engage in any business for profit. The Corporation's gain, profit and property shall not inure to the incorporator, nor to any officer or director, nor to any individual or member. The contributions to the Corporation, and any interest, dividends, or earnings, if any, shall be received, held, invested and disbursed solely

for the not for profit purposes set forth in this Article III. The Corporation shall not pay any dividends and no part of the income of the Corporation shall be distributed to its members, directors or officers.

#### ARTICLE IV

##### DURATION

The duration of the Corporation shall be perpetual.

#### ARTICLE V

##### MEMBERS: MEMBER VOTING

The Corporation shall not have authority to issue capital stock and membership interests in the Corporation shall be uncertificated. The Corporation shall have two classes of membership, which shall consist of the "Class A" Member, which shall be the initial member and which shall be as follows:

<u>Name</u>	<u>Address</u>
Checker's Drive-In Restaurants, Inc.	4300 W. Cypress Street, Suite 600 Tampa, Florida 33607

and the "Class B" Members, which shall consist of all persons or entities operating a Rally's or Checker's retail outlet under a validly existing franchise agreement with Checker's Drive-In Restaurants, Inc. The "Class A" Members and the "Class B" Members are collectively referred to herein as the Members. The Class A Member shall have 50% of the voting rights in the Corporation and the Class B Members shall collectively have 50% of the voting rights in the Corporation, regardless of the matter subject to Member vote. The annual meeting of the Members to elect directors and to vote on all matters before the Members shall be held at such time and place as may be provided in the Corporation's By-Laws.

## ARTICLE VI

### BOARD OF DIRECTORS

(1) All corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation managed under the direction of its Board of Directors,

(2) The number of directors shall be fixed by, or in accordance with, the By-Laws of the Corporation, however, that the Board of Directors, in any event, shall never consist of less than three (3) individuals and shall never exceed five (5) individuals,

(3) The term of office of each director shall be as provided in the Corporation's By-Laws. The majority of Members shall elect the directors of the Corporation at the annual meeting. Each director so elected shall hold office for said term and until his or her respective successor shall have been duly elected and shall have accepted office.

(4) Directors may be removed from office during their term of office as provided in the Corporation's By-Laws.

(5) The annual meetings of the Corporation's Board of Directors shall be held at such time and place as may be provided in the Corporation's By-Laws.

(6) The duties and powers of the Board of Directors, committees and officers of the Corporation shall, except as otherwise specifically provided herein or in the Corporation's By-Laws, be such as are usually incident to similar Boards of Directors, similar committees and similar officers, and in addition, shall be such as may be conferred upon said Board of Directors, upon such committees or upon such officers bylaw, by amendment to these Articles of Incorporation or the By-Laws, or by appropriate corporate resolution.

## ARTICLE VII

### INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is three and the names and addresses of each person who is to serve as a director is as follows, each such person to serve until the first annual meeting of the members and until his successor in office is elected and shall qualify;

Vincent C. Brockman	4300 West Cypress St., Ste. 600, Tampa, Florida
Dwayne Chambers	4300 West Cypress St., Ste. 600, Tampa, Florida
Bob Baker	4300 West Cypress St., Ste. 600, Tampa, Florida

Notwithstanding the foregoing, under no circumstances shall the Board of Directors consist of less than three directors.

## ARTICLE VIII

### REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street Tallahassee, FL 32301, and the initial registered agent of the corporation at such address is Corporation Service Company.

## ARTICLE IX

### DISTRIBUTION OF ASSETS UPON DISSOLUTION

If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor,

(b) Any surplus funds or other property remaining shall be expended as provided in Article III of the Corporation's Articles of Incorporation or returned to the contributors on the basis of their contributions;

(c) No part of any surplus funds or other property remaining shall insure to the benefit of any private member or individual.

## ARTICLE X

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

(1) To the fullest extent permitted by, and in accordance with the applicable provisions of Florida law, as the same exists or may hereafter be amended, the Corporation shall indemnify each director and officer of the Corporation against expenses, (including but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by each director or officer, in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, or investigative) to which such director or officer is, or is threatened to be made, a party because such director officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including but not limited to, service with respect to benefits plans. A director or officer of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such director or officer of the Corporation also imposes duties on or otherwise involve securities by director or officer to the plan or to participants or beneficiaries of the plan.

(2) To the fullest extent authorized or permitted by, and in accordance with the provisions of, Florida law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE III of these Articles of Incorporation, the Corporation shall pay or reimburse expenses (including, but not limited to, attorneys' fees) incurred by a director or officer of the Corporation who is a party to proceeding in advance of final disposition of such proceeding.

(3) The indemnification against liability and advancement of expenses provided by, or granted pursuant to this ARTICLE X with respect to any director or officer of the Corporation shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of; Florida law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE III of these Articles of Incorporation, (i) not be deemed exclusive of other rights, if any, to which such director or officer of the Corporation seeking such indemnification or advancement may be entitled under any By-Law, agreement, action of disinterested members, action of disinterested directors or otherwise, as to any action by such Voting Member, director or officer in his, her or its official capacity as such or as to any action of such director or officer of the Corporation in any other capacity, (ii) continue as to a person who has ceased to be a director or officer of the Corporation and (iii) inure to the benefit of the successors, heirs, executors and administrators of such a person.

(4) To the fullest extent authorized or permitted by, and in accordance with the provisions of Florida law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE III of these Articles of Incorporation, the Corporation may purchase and maintain insurance on behalf of a person who is or was a director, officer or agent of the Corporation, or who, while a director, officer or agent of the Corporation,

is or was serving at the request of the Corporation as a member, director, officer, partner, trustee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against Liability asserted against or incurred by such director, officer or agent in that capacity or arising from such director's, officer's, or agent's status as a director, officer or agent, whether or not the Corporation would have power to indemnify such director, officer or agent against the same Liability under the provisions of this ARTICLE X.

(5) Any repeal or modification of this ARTICLE X shall not adversely affect any right or protection of a director or officer of the Corporation under this ARTICLE X with respect to any act or omission occurring prior to the time of such repeal or modification.

## ARTICLE XI

### ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interest of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law or (iii) for any transaction from which such director derived an improper personal benefit. This ARTICLE XI shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director may hereafter cease to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

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ARTICLE XII

INCORPORATOR

The name and address of the corporation's incorporator is:

Name

Address

Claire Arritola, Esq.  
Greenberg Traurig, P.A.

401 East Las Olas Blvd, Suite 2000, Ft.  
Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned has executed these Articles this 23<sup>rd</sup> day of December, 2019.



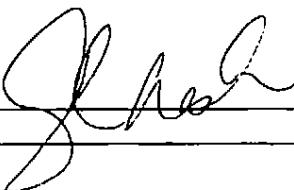
Claire Arritola

EXECUTION VERSION

CERTIFICATE DESIGNATING  
REGISTERED AGENT

Pursuant to the applicable provisions of the Florida statutes, Checkers/Rally's Distribution and Services, Inc., desiring to organize under the laws of the State of Florida, hereby designates Corporation Service Company, as its Registered Agent for the propose of accepting service of process within such State and designates 1201 Hays Street Tallahassee, FL 32301, the business office of its Registered Agent, as its Registered Office.

CORPORATION SERVICE COMPANY

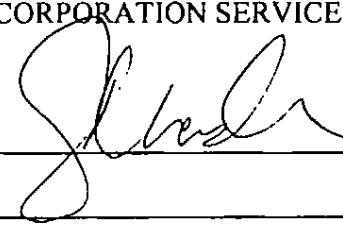
By:   
Its: \_\_\_\_\_

Gloria Nash  
Assistant VP

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the applicable provisions of the Florida statutes.

CORPORATION SERVICE COMPANY

By:   
Its: \_\_\_\_\_

Gloria Nash  
Assistant VP