

384

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS

OF

SHELBY MERCHANTS ASSOCIATION, INC.

(AMENDMENT TO ARTICLES OF INCORPORATION)

At a special meeting called of the Stockholders and Directors of Shelby Merchants Association, Inc. on the 5th day of September, 1991, at which all Directors and Shareholders of the Corporation were present, a resolution was submitted to the Corporation, and same being brought before the meeting, a motion made upon a resolution, same being seconded and unanimously approved, it is hereby directed that such resolution be adopted by the Corporation as follows:

BE IT HEREBY RESOLVED that the name of the Corporation, to-wit; "Shelby Merchants Association, Inc.", be hereby changed to "Southeastern Merchants Association, Inc.". The President of the Corporation, Sam Joseph Russo, explained to the Shareholders and Directors that there had been discussion within and among Directors at prior Corporate meetings which would indicate that the general body of Directors felt it to be beneficial to the Corporation to undertake the above designated name change, for the purpose of extension of the geographic area in which the corporate activities would be, henceforth, undertaken and developed, and that a corporate name change would adequately reflect such expansion of corporate activity. The President further explained that, pursuant to the Alabama Business Corporation Act, Alabama Code Section 10-2A-110, et seq., the Shareholders and Directors must first adopt a resolution proposing the amendment and that same must be adopted as a part of the records and minutes of the Corporation.

WHEREUPON, the proposed change of name of the Corporation was submitted to the Shareholders and Directors for consideration, and same passed by unanimous vote, as indicated above. The President then moved that the minutes of the special meeting of Shareholders and Directors affirmatively show that all (Directors and) Shareholders were present, representing all issued and outstanding shares of the Corporation, which consist solely of common stock, and being those entitled to vote, there being no other class of shares authorized, issued or outstanding within the Corporation; and said motion

M. A. Spears

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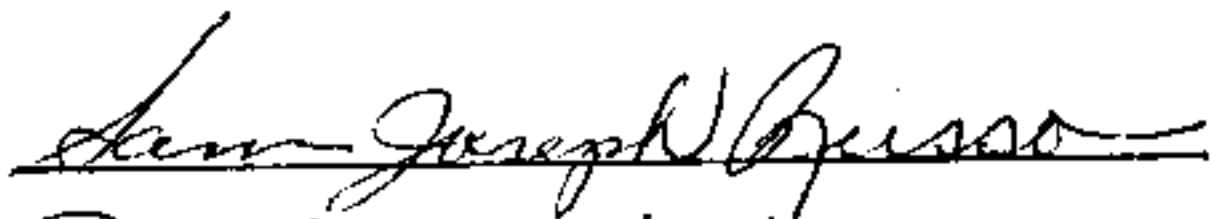
having been duly made, seconded and unanimously adopted, same to be set forth in the Minutes of the Corporation;

WHEREFORE, it is hereby resolved by the Corporate Shareholders and Directors that the name of the Corporation be changed from "Shelby Merchants Association, Inc." to "Southeastern Merchants Association, Inc.", since such name change has heretofore been duly accepted by the Corporate Shareholders and Directors.

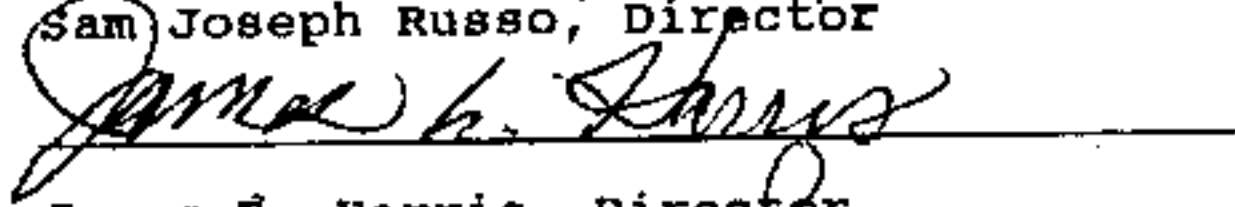
The President then stated for the record that the Waivers of Notice of all Shareholders and Directors are hereby waived, and such Waivers are hereby acknowledged by the attachment of signatures of each individual Director and shareholder to this resolution, and that this resolution be made a part of the Corporate Minutes.

There being no additional business to come before this meeting, upon motion duly made, seconded and unanimously approved, the meeting was adjourned.

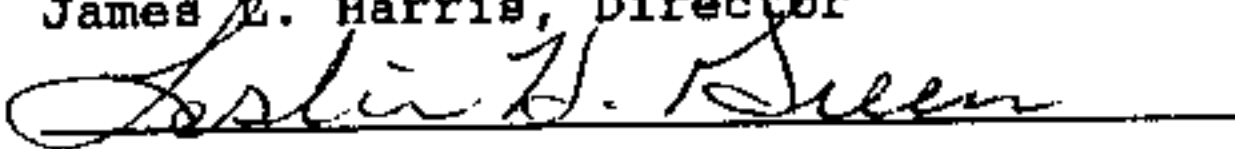
THE SIGNATORIES HEREINAFTER DESIGNATED CONSTITUTE ALL OF THE DIRECTORS AND SHAREHOLDERS OF THE ABOVE DESIGNATED CORPORATION, AND SUCH EXECUTION BY THE HEREINAFTER NAMED DIRECTORS AND SHAREHOLDERS CONSTITUTE COMPLETE AND UNANIMOUS ACCEPTANCE OF THE ABOVE DESIGNATED NAME CHANGE RESOLUTION, AND ALL SHAREHOLDERS AND DIRECTORS ACKNOWLEDGE AND UNDERSTAND THAT, HENCEFORTH, THE CORPORATE NAME DESIGNATION SHALL BE "SOUTHEASTERN MERCHANTS ASSOCIATION, INC.". FURTHERMORE, THE DIRECTORS AND SHAREHOLDERS OF THE CORPORATION DESIGNATE THAT THESE AMENDED ARTICLES OF INCORPORATION AS REGARDING THE NAME CHANGE OF THE CORPORATION SHALL BE SUBMITTED TO THE PROBATE JUDGE OF SHELBY COUNTY, ALABAMA, AND THE SECRETARY OF STATE OF ALABAMA, FOR RECORDING PURPOSES.



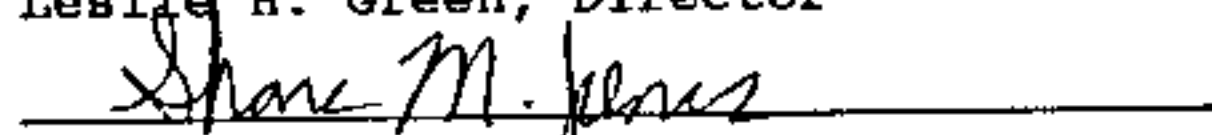
Sam Joseph Russo, Director



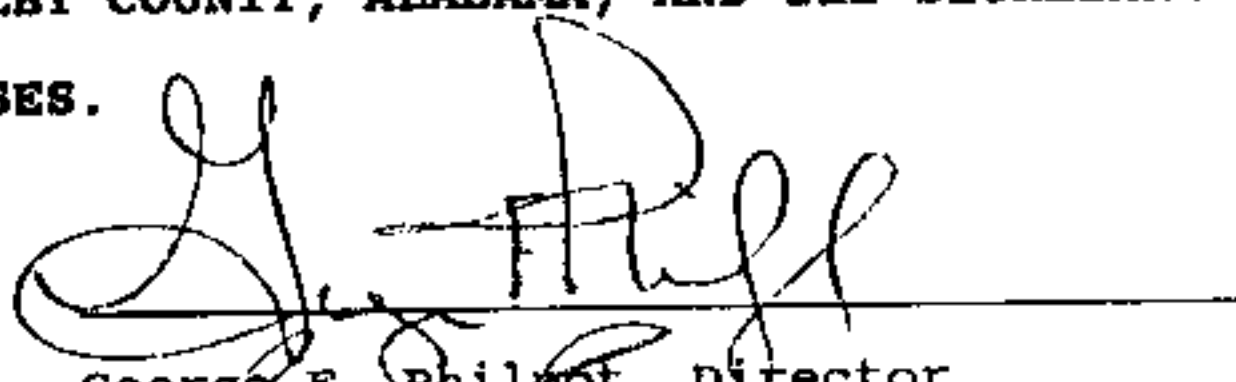
James E. Harris, Director



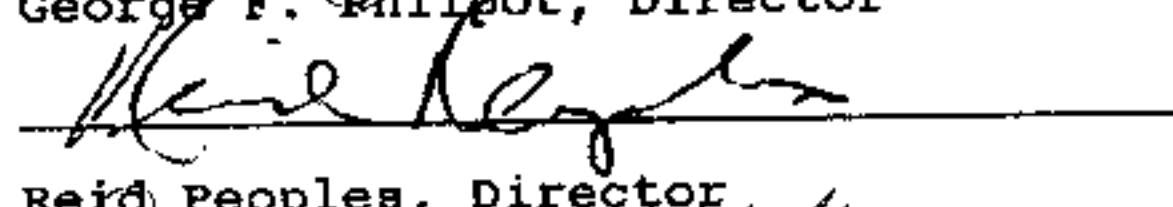
Leslie H. Green, Director



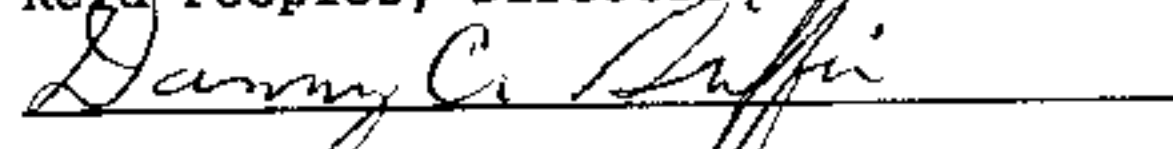
Shane M. Jones, Director



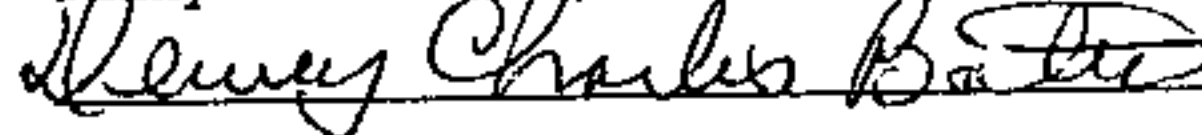
George F. Philpot, Director



Reid Peoples, Director

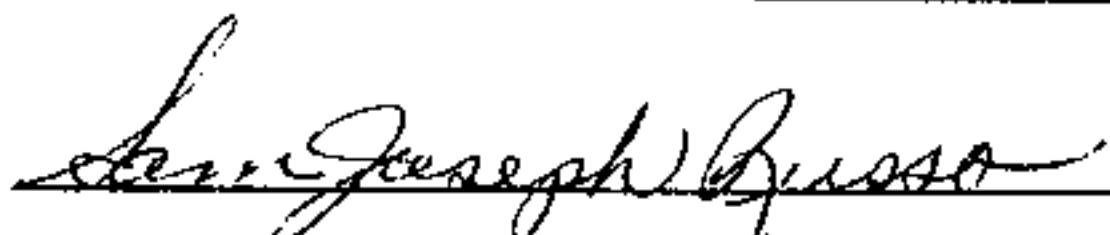


Danny C. Griffin, Director

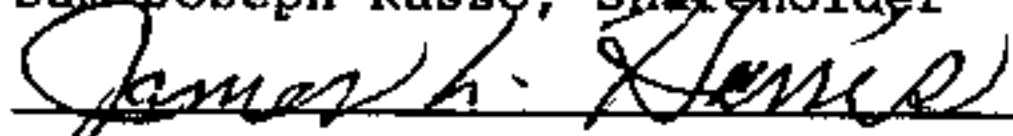


Dewey Charles Bates, Director

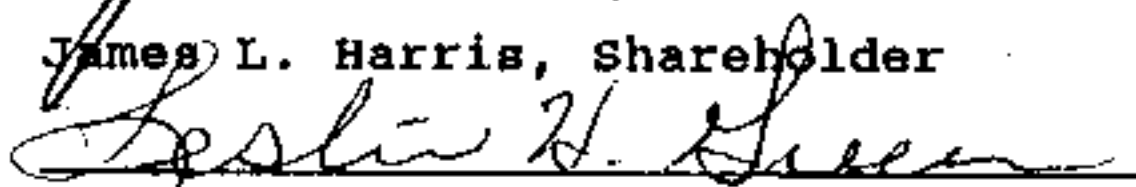
SHAREHOLDERS' APPROVAL BY EXECUTION



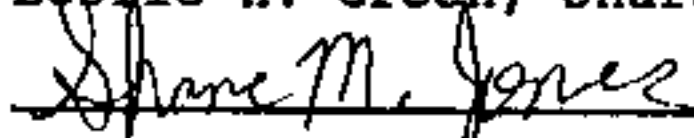
Sam Joseph Russo, Shareholder




James L. Harris, Shareholder



Leslie H. Green, Shareholder



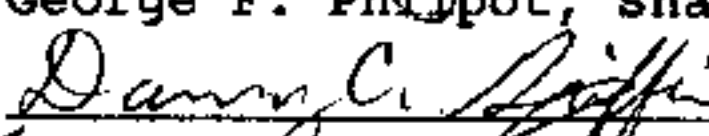
Shane M. Jones, Shareholder



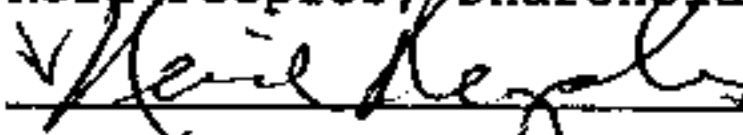
Mitchell A. Spears



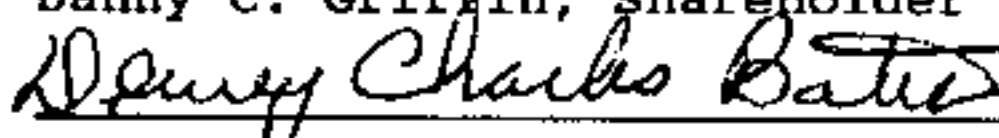
George F. Philpot, Shareholder



Reid Peoples, Shareholder



Danny C. Griffin, Shareholder



Dewey Charles Bates, Director

STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Southeastern Merchants Association, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mitchell Spears, P. O. Box 91, Montevallo, AL 35115 for a period of one hundred twenty days beginning May 10, 1991 and expiring September 8, 1991.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 10, 1991

Date

A handwritten signature in cursive script, appearing to read "Billy Joe Camp".

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF AMENDMENT

OF

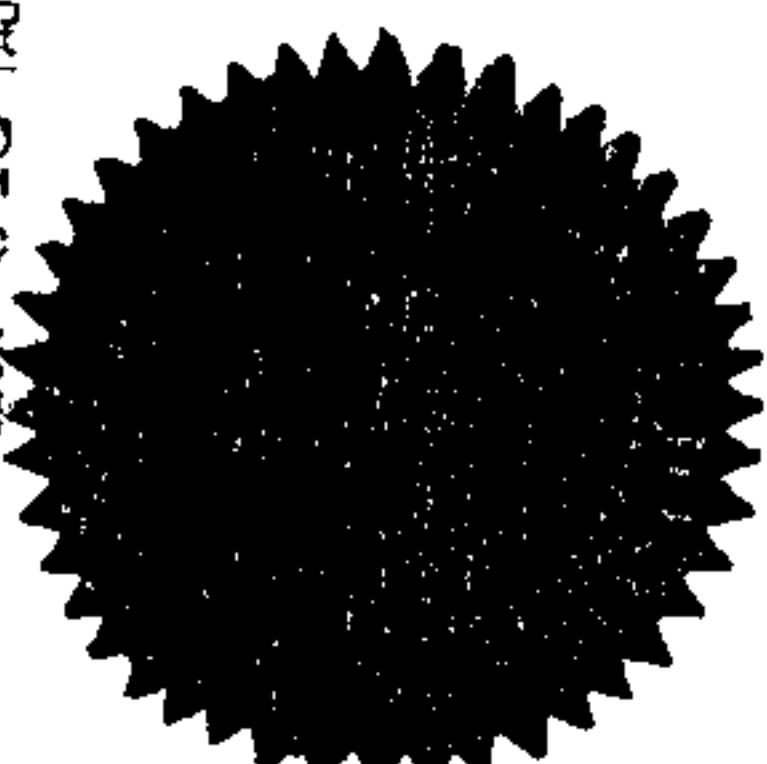
SHELBY MERCHANTS ASSOCIATION, INC. TO SOUTHEASTERN MERCHANTS ASSOCIATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of SHELBY MERCHANTS ASSOCIATION, INC TO SOUTHEASTERN MERCHANTS ASSOCIATION, INC. and verified pursuant to the provisions of Section _____ of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of SHELBY MERCHANTS ASSOCIATION, INC. TO SOUTHEASTERN MERCHANTS ASSOCIATION, INC. and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 6th day of SEPTEMBER, 19 91.

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

91 SEP -6 AM 9:27

JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Rec 10.00
Jud 3.00
13.00