

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging A & R Super Markets, Inc., A & R Super Stores, Inc., A & R Lincoln, Inc., A & R Brent, Inc. and A & R Management Co., Inc. into A & R, Inc., all Alabama corporations, changing its name to A & R Super Markets, Inc., duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging A & R Super Markets, Inc., A & R Super Stores, Inc., A & R Lincoln, Inc., A & R Brent, Inc. and A & R Management Co., Inc. into A & R, Inc. changing its name to A & R Super Markets, Inc. and attaches hereto a duplicate original of the Articles of Merger, *J*

Inst # 1994-35329

12/01/1994-35329
08:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
D09 MCD 30.00

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.

11/18/94

Date

Jim Bennett

Jim Bennett

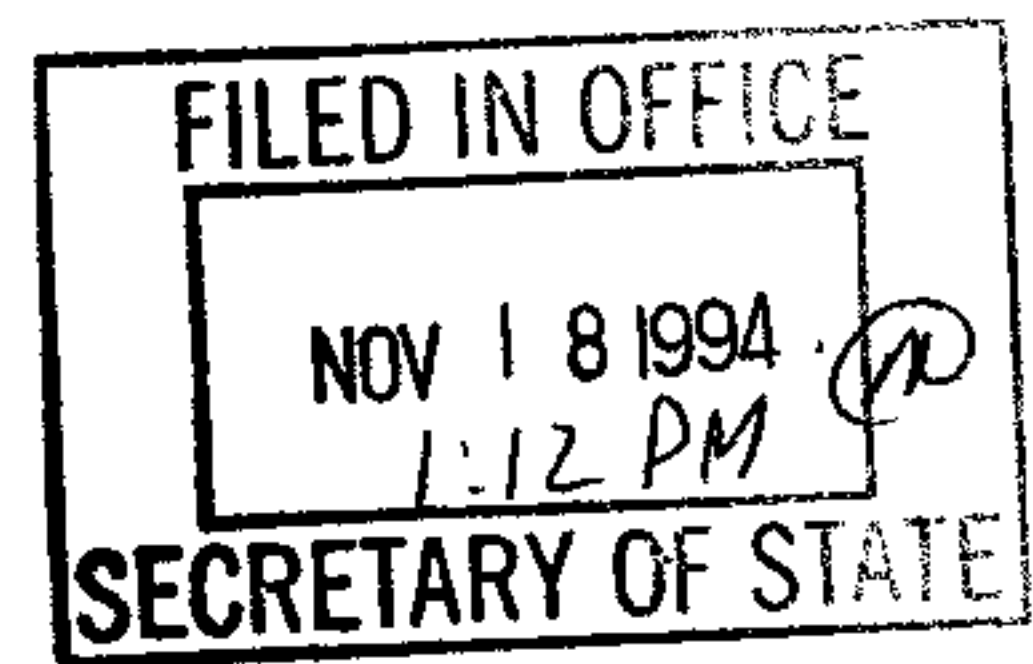
Secretary of State



Kenneth Lee Cleveland
Cleveland & Cleveland
2330 Highland Avenue
Birmingham AL 35205

Inst # 1994-35329

ARTICLES OF MERGER
OF



A & R SUPER MARKETS, INC., A & R SUPER STORES, INC.,
A & R LINCOLN, INC., A & R BRENT, INC., AND
A & R MANAGEMENT, INC. WITH AND
INTO A & R, INC.

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to §10-2A-140 & §10-2A-143 of the Alabama Business Corporation Act for the purpose of merging A & R Super Markets, Inc., A & R Super Stores, Inc., A & R Lincoln, Inc., A & R Brent, Inc., and A & R Management, Inc., all Alabama corporations, with and into A & R, Inc., an Alabama corporation.

1. The name of each of the undersigned corporations and the county of Alabama in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>County of Incorporation</u>
A & R Super Markets, Inc.	Shelby
A & R Super Stores, Inc.	Chilton
A & R Lincoln, Inc.	Jefferson
A & R Brent, Inc.	Bibb
A & R Management, Inc.	Jefferson
A & R, Inc.	Shelby

2. The name which the Surviving Corporation is to have after the merger will be A & R Super Markets, Inc.

3. This merger is permitted under the laws of the State of Alabama. A & R Super Markets, Inc., A & R Super Stores, Inc., A & R Lincoln, Inc., A & R Brent, Inc., and A & R Management, Inc. and A & R, Inc. have complied with the applicable provisions of the laws of the State of Alabama.

4. The PLAN OF MERGER OF A & R SUPER MARKETS, INC., A & R SUPER STORES, INC., A & R LINCOLN, INC., A & R BRENT, INC., AND A & R MANAGEMENT, INC. WITH AND INTO A & R, INC. (the "PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

5. The Board of Directors of A & R, Inc., the Surviving Corporation in the merger, adopted the PLAN OF MERGER by unanimous written consent on October 11, 1994, and directed that such documents be submitted to a vote of its shareholders. The Board of Directors of A & R Super Markets, Inc. adopted the PLAN OF MERGER by unanimous written consent on October 11, 1994, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of A & R Super Stores, Inc.

adopted the PLAN OF MERGER by unanimous written consent on October 11, 1994, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of A & R Lincoln, Inc. adopted the PLAN OF MERGER by unanimous written consent on October 11, 1994, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of A & R Brent, Inc. adopted the PLAN OF MERGER by unanimous written consent on October 11, 1994, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of A & R Management, Inc. adopted the PLAN OF MERGER by unanimous written consent on October 11, 1994, and directed that such document be submitted to a vote of its shareholders. The shareholders of A & R Super Markets, Inc. duly approved the PLAN OF MERGER by unanimous written consent on October 12, 1994, in the manner prescribed by law. The shareholders of A & R Super Stores, Inc. duly approved the PLAN OF MERGER by unanimous written consent on October 12, 1994, in the manner prescribed by law. The shareholders of A & R Lincoln, Inc. duly approved the PLAN OF MERGER by unanimous written consent on October 12, 1994, in the manner prescribed by law. The shareholders of A & R Brent, Inc. duly approved the PLAN OF MERGER by unanimous written consent on October 12, 1994, in the manner prescribed by law. The shareholders of A & R Management, Inc. duly approved the PLAN OF MERGER by unanimous written consent on October 12, 1994, in the manner prescribed by law. The incorporators of A & R, Inc. duly approved the PLAN OF MERGER by unanimous written consent on October 12, 1994, in the manner prescribed by law.

6. The number of shares of each corporation outstanding, entitled to vote, and voting on the PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Voting For</u>	<u>Voting Against</u>	<u>Not Voting</u>
A & R Super Markets, Inc.	291	0	0
A & R Super Stores, Inc.	84	0	0
A & R Lincoln, Inc.	334	0	0
A & R Brent, Inc.	331	0	0
A & R Management, Inc.	2,000	0	0

This constitutes all shares of the corporations and represents a sufficient number of votes for approval.

A & R, Inc. was formed for the purposes of this merger. Its directors, officers, subscribers and future shareholders voted in favor of the merger and no dissenting vote was cast, at its organizational meeting. A & R, Inc., has no shareholders at this time and will acquire its shareholders as a result of this merger, pursuant to the terms of the merger and its initial incorporation documents.

There were no shares of A & R Super Markets, Inc., A & R Super Stores, Inc., A & R Lincoln, Inc., A & R Brent, Inc., A & R Management, Inc., or A & R, Inc. entitled to vote as a separate class.

7. The Charter of A & R, Inc. will be amended in conjunction with the merger only to change the name to A & R Super Markets, Inc. and not in any other manner.

8. These ARTICLES OF MERGER and the PLAN OF MERGER incorporated herein by reference, shall be effective at 12:00 midnight, on October 29, 1994 and the merger therein contemplated shall be deemed to be completed and consummated at said time for accounting purposes.

IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and attested by the Secretary (or Assistant Secretary) of each constituent corporation each thereunto duly authorized, as of the 25th day of October, 1994.

A & R SUPER MARKETS, INC.

By: Ronald A. Davis
Its: President

[CORPORATE SEAL]

ATTEST:

John R. Davis Jr.
28 Oct 94 Secretary

A & R SUPER STORES, INC.

By: Ronald A. Davis
Its: President

[CORPORATE SEAL]

ATTEST:

John R. Davis Jr.
28 Oct 94 Secretary

A & R LINCOLN, INC.

By: Ronald S. Davis
Its: President

[CORPORATE SEAL]
ATTEST:

John P. Davis Jr.
28 Oct 94, Secretary

A & R BRENT, INC.

By: Ronald S. Davis
Its: President

[CORPORATE SEAL]
ATTEST:

John P. Davis Jr.
28 Oct 94, Secretary

A & R MANAGEMENT, INC.

By: Ronald S. Davis
Its: President

[CORPORATE SEAL]
ATTEST:

John P. Davis Jr.
28 Oct 94, Secretary

A & R, INC.

By: John P. Davis Jr.
Its: Pres.

[CORPORATE SEAL]
ATTEST:

Ronald S. Davis
28 Oct 94, Secretary

PLAN OF MERGER

OF

A & R SUPER MARKETS, INC., A & R SUPER STORES, INC.,
A & R LINCOLN, INC., A & R BRENT, INC., AND
A & R MANAGEMENT CO., INC. WITH AND
INTO A & R, INC.

THIS PLAN OF MERGER is made and entered into as of October 11, 1994, by and between A & R Super Markets, Inc., A & R Super Stores, Inc., A & R Lincoln, Inc., A & R Brent, Inc., and A & R Management Co., Inc., corporations organized and existing under the laws of the State of Alabama (being hereinafter referred to as the "Merging Corporations") and A & R, Inc., a corporation organized for the purpose of this merger under the laws of the State of Alabama (being hereinafter referred to as the "Surviving Corporation"), said corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that A & R Super Markets, Inc., A & R Super Stores, Inc., A & R Lincoln, Inc., A & R Brent, Inc., and A & R Management Co., Inc. be merged with and into A & R, Inc., with A & R, Inc. being the Surviving Corporation, under and pursuant to the laws of the State of Alabama and on the terms and conditions set forth herein;

WHEREAS, A & R, Inc. will be formed for the purpose of this merger with the plan and intent of its incorporators that this merger would take place at or near its incorporation.

ARTICLE I

MERGER

1.1 The Merging Corporations shall be merged with and into the Surviving Corporation in accordance with the laws of the State of Alabama. The separate corporate existence of the Merging Corporations shall thereby cease, and A & R, Inc. shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be A & R Super Markets, Inc.

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of each of the Merging Corporations shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of all of the Constituent Corporations. All the rights,

privileges, powers and franchises of the Merging Corporations, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporations, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to them, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporations.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Alabama Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeding against or submitted in place of the Merging Corporations. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective at 12:00 midnight on October 29, 1994, pursuant to § 10-2B-11.05(b) of the Alabama Business Corporation Act. The time and date of such effectiveness is referred to in this Plan as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations; or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Plan.

ARTICLE III

CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

3.1 A & R, Inc. shall be incorporated prior to this merger. Its Articles are attached as Exhibit 1 to this agreement and are a part of this agreement. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and the only change to such Articles of Incorporation is that the name shall be changed to A & R Super Markets, Inc. and no other change shall be effected by the merger.

3.2 The Bylaws of the Surviving Corporation, are attached as Exhibit 2 and are part of this agreement and will be ratified by the shareholders as of the Effective Time.

3.3 The persons who are the Directors and officers of the Surviving Corporation immediately prior to the Effective Time as set forth in the Articles of Incorporation of the Surviving Corporation shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to provisions of the Bylaws of the Surviving Corporation, until their terms expire and their successors have been duly elected and qualified in accordance with the laws of the State of Alabama and the Articles of Incorporation and Bylaws of the Surviving Corporation.

3.4 Any shareholder voting for the plan, by his vote, becomes a subscriber of shares in A & R, Inc. in the amounts set forth in Article IV and is entitled to vote as a shareholder of A & R, Inc.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Surviving Corporation was formed for the purposes of this merger and will have authorized shares of 10,000 shares of common \$1.00 par value common stock ("Common"). Which shares are the only authorized shares of the Surviving Corporation.

4.2 The Merging Corporations presently have authorized, issued an outstanding:

- | | | |
|----|-----------------------------|-----------------------|
| 1. | A & R Super Markets, Inc.: | 291 shares of common |
| 2. | A & R Super Stores, Inc.: | 84 shares of common |
| 3. | A & R Lincoln, Inc.: | 334 shares of common |
| 4. | A & R Brent, Inc.: | 331 shares of common |
| 5. | A & R Management Co., Inc.: | 2000 shares of common |

These shares are owned as follows:

<u>Name of Corporation</u>	<u>Owner</u>	<u>Number of Shares</u>
A & R Super Markets, Inc.	Donald S. Davis	122.0
	John L. Davis, Jr.	92.0
	Elizabeth V. Davis	57.0
	Paul D. Davis	10.0
	Phillip N. Davis	10.0
A & R Super Stores, Inc.	Donald S. Davis	36.5
	John L. Davis, Jr.	41.5
	Paul D. Davis	3.0
	Phillip N. Davis	3.0
A & R Lincoln, Inc.	Donald S. Davis	167.0
	John L. Davis, Jr.	167.0
A & R Brent, Inc.	Donald S. Davis	165.5
	John L. Davis, Jr.	165.5
A & R Management Co., Inc.	Donald S. Davis	1,000.0
	John L. Davis, Jr.	1,000.0

Treasury shares held by any corporation will be cancelled prior to the Effective Time.

4.3 At the Effective Time:

1. Each issued and outstanding share of A & R Super Markets, Inc. common shall be converted into 6.6085 shares of A & R, Inc. \$1.00 par value common stock;
2. Each issued and outstanding share of A & R Super Stores, Inc. common shall be converted into 61.0501 shares of A & R, Inc. \$1.00 par value common stock;
3. Each issued and outstanding share of A & R Lincoln, Inc. common shall be converted into 4.3503 shares of A & R, Inc. \$1.00 par value common stock;
4. Each issued and outstanding share of A & R Brent, Inc. common shall be converted into 3.2277 shares of A & R, Inc. \$1.00 par value common stock;

5. Each issued and outstanding share of A & R Management Co., Inc. common shall be converted into 0.2137 shares of A & R, Inc. \$1.00 par value common stock;

It is herein agreed by all parties consenting to, adopting, or approving this merger that this conversion ratio results in the ownership of A & R, Inc. after the merger to be as follows:

<u>Owner</u>	<u>Number of Shares</u>
Donald S. Davis	4,509.0
John L. Davis, Jr.	4,616.0
Elizabeth V. Davis	377.0
Paul D. Davis	249.0
Phillip N. Davis	249.0

After the Effective Time, each holder of an outstanding certificate(s) theretofore representing shares of any of the Merging Corporations shall surrender the same to the Surviving Corporation within 10 days for cancellation or transfer and each holder or transferee will be entitled to receive certificates representing the exchange rate number of shares of A & R, Inc. common. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Time represented common stock in any Merging Corporations shall be deemed and treated for all purposes to represent ownership in the Surviving Corporation at the conversion ration for such shares. No other cash, shares, securities or obligations will be distributed or issued upon conversion of Common.

ARTICLE V

MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of any Constituent Corporation may, in their sole discretion and at any time prior to the filing with the Secretary of State of Alabama of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either the Constituent Corporations or its Directors, officers or shareholders in respect of this Plan.

5.2 Shareholders of the Constituent Corporations dissenting to the Plan shall be entitled, pursuant to § 10-2B-13.01 *et seq* of the Alabama Business Corporation Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

A & R SUPER MARKETS, INC.

By: Donald S. Davis
Its: President

[CORPORATE SEAL]

ATTEST:

John R. Davis Jr.
12 Oct 94, Secretary

A & R SUPER STORES, INC.

By: Donald S. Davis
Its: President

[CORPORATE SEAL]

ATTEST:

John R. Davis Jr.
12 Oct 94, Secretary

A & R LINCOLN, INC.

By: Donald S. Davis
Its: President

[CORPORATE SEAL]

ATTEST:

John R. Davis Jr.
12 Oct 94, Secretary

A & R BRENT, INC.

By: Ronald S. Pini
Its: President

[CORPORATE SEAL]
ATTEST:

John L. Davis Jr.
12 Oct 94 Secretary

A & R MANAGEMENT CO., INC.

By: Ronald S. Pini
Its: President

[CORPORATE SEAL]
ATTEST:

John L. Davis Jr.
12 Oct 94 Secretary

A & R, INC.

By: John L. Davis Jr.
Its: President

[CORPORATE SEAL]
ATTEST:

Ronald S. Pini
October 12, 1994 Secretary

Inst # 1994-35329

12/01/1994-35329
08:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 MCD 30.00

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on November 18, 1994

DATE 11-18-94
Jim Bennett
Secretary of State