

**ARTICLES OF MERGER  
OF JOYNER'S, INC.  
AND MY JOY, INC.  
INTO  
MY JOY, INC.**

Inst # 1996-41108

Pursuant to the provisions of Section 10-2B-11.01 *et seq.*, Code of Alabama, Joyner's, Inc., and My Joy, Inc., both Alabama corporations, hereby adopt the following Articles of Merger for the purpose of merging them into My Joy, Inc.

**FIRST:** The following Plan of Merger was approved by the shareholders of Joyner's, Inc. and My Joy, Inc., in the manner prescribed by the Alabama Business Corporation Act:

A. My Joy, Inc. (hereinafter MY JOY), is an Alabama corporation whose principal office is in Shelby County, Alabama. The company owns and operates restaurants. It has 1,000 shares of \$1.00 par value common stock authorized, issued and outstanding.

B. Joyner's, Inc. (hereinafter JOYNER'S), is an Alabama corporation whose principal office is in Mobile County, Alabama. The company owns and operates restaurants. It has 100 shares of no par value common stock authorized and 80 shares are issued and outstanding.

C. Albert L. Joyner, of Mobile, Alabama, owns 100% of the common stock of JOYNER'S and 51% of the common stock of MY JOY. Danita E. Joyner owns 49% of the common stock of MY JOY. They are desirous of merging the two corporations into one. Albert L. Joyner is President and a Director of both corporations and Danita E. Joyner is Secretary/Treasurer and a Director of both corporations. They are the only directors and officers of both.

D. JOYNER'S is hereby merged with and into MY JOY, and MY JOY does hereby merge JOYNER'S with and into itself.

E. On and after the effective date of this completed merger, MY JOY shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of Alabama, with all of the rights and obligations of such surviving domestic corporation as are provided by the Alabama Business Corporation Act (hereafter the Act). JOYNER'S shall cease to exist, except as otherwise provided for specific purposes

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in such Act, and its property shall become the property of MY JOY as the surviving corporation.

F. The Articles of Incorporation and By-Laws of MY JOY shall constitute the Articles of Incorporation and By-Laws of the surviving corporation.

G. The directors of MY JOY shall be the directors of the surviving corporation, until their successors are duly elected and qualify under the by-laws of the surviving corporation.

H. All authorized and outstanding common shares of JOYNER'S, such shares being owned in their entirety by Albert L. Joyner, and all rights in respect thereof, shall be surrendered by him and shall be cancelled forthwith.

I. In exchange for his said shares in JOYNER'S, Albert L. Joyner, shall be issued one hundred sixty-six and one-half (166.5) shares of \$1.00 par value common stock in MY JOY which have been previously owned by Danita E. Joyner which shall be represented by Stock Certificate No. 3. The number of shares of stock in MY JOY owned by Danita E. Joyner shall be reduced by one hundred sixty-six and one-half (166.5) shares to three hundred twenty-three and one-half (323.5) shares which shall be represented by Stock Certificate No. 4.

J. This Agreement and Plan of Merger shall be submitted to the shareholders of MY JOY and of JOYNER'S for approval as required by the laws of Alabama. If and when such required approval is obtained, the proper officers of each corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan and Agreement.

K. Notwithstanding any of the provisions hereof, the directors of MY JOY, at any time before or after approval by shareholders of either or both corporations, and prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein; in which case this Plan and Agreement shall thereby be cancelled and become null and void.

**SECOND:** As to each of the undersigned corporations, the number of shares outstanding before the merger described hereinabove, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Joyner's, Inc.	80	Common	80
My Joy, Inc.	1,000	Common	1,000


**THIRD:** As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Number of Shares</u>	
				<u>Voted For</u>	<u>Voted Against</u>
Joyner's, Inc.	80	0	Common	80	0
My Joy, Inc.	1,000	0	Common	1,000	0

**FOURTH:** As to each of the undersigned corporations, the counties in which their Articles of Incorporation are filed are as follows:

<u>Name of Corporation</u>	<u>County</u>	<u>Date of Incorporation</u>
Joyner's, Inc.	Mobile	March 24, 1975
My Joy, Inc.	Shelby	August 10, 1993

JOYNER'S, INC.

By   
 Albert L. Joyner, as its President

and   
 Danita E. Joyner, as its Secretary

MY JOY, INC.

By Albert L. Joyner  
Albert L. Joyner, as its President

and Danita E. Joyner  
Danita E. Joyner, as its Secretary

STATE OF ALABAMA  
COUNTY OF MOBILE

I, the undersigned Notary Public, do hereby certify that on this the 27th day of November, 1996, personally appeared before me Albert L. Joyner, and Danita E. Joyner, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of Joyner's, Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Jill A. Shinault  
NOTARY PUBLIC

[AFFIX SEAL HERE]

STATE OF ALABAMA  
COUNTY OF MOBILE



Official Notary Public Seal  
Jill A. Shinault  
State of Alabama at Large  
Principal Office in Baldwin Co.

I, the undersigned Notary Public, do hereby certify that on this the 27th day of November, 1996, personally appeared before me Albert L. Joyner, and Danita E. Joyner, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of My Joy, Inc., that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Jill A. Shinault  
NOTARY PUBLIC

[AFFIX SEAL HERE]



Official Notary Public Seal  
Jill A. Shinault  
State of Alabama at Large  
Principal Office in Baldwin Co.

✓ THIS INSTRUMENT WAS PREPARED BY:

Irving Silver

SILVER & VOIT, ATTORNEYS AT LAW, P.C.

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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 12-2-96

DATE 12-2-96  
Jim Bennett  
Secretary of State