

This instrument was prepared by:

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417 North 20th Street, Suite 1700
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COUNTY OF SHELBY)
STATE OF ALABAMA)

**ARTICLES OF INCORPORATION
OF
V&H FOOD SERVICES CLUB, INC.
(An Alabama Nonprofit Corporation)**

Inst # 1997-24093

The undersigned, acting as the Incorporator for the purpose of signing, verifying, and filing Articles of Incorporation (hereinafter the "Articles") under and in accordance with the provisions of the Alabama Nonprofit Corporation Act, Ala. Code § 10-3A-1, et seq. (1975), as amended, does hereby declare:

**ARTICLE I
NAME**

The name of this nonprofit corporation shall be V&H Food Services Club, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSES**

1. The sole purpose for which the Corporation is organized is to operate an establishment solely for the objects of a social nature or the like for the pleasure and recreation of its members, and to perform and do any and all acts and things incidental thereto and permitted a corporation incorporated under the Alabama Nonprofit Corporation Act.

2. The Corporation is one which does not permit pecuniary gain or profit. No dividend shall be paid and no part of the net earnings, income or profit of the Corporation shall be distributed to or inure to the benefit of its members, directors, officers or a private individual, except that the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and may confer benefits upon its members in conformity with its purposes.

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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE IV MEMBERS

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Bylaws.

ARTICLE V REGISTERED OFFICE

The registered office of the Corporation shall be located at 1342 Whiskey Cir Helena AL, and may establish branch offices elsewhere as shall be deemed necessary or desirable by the Board.

ARTICLE VI REGISTERED AGENT

The name and complete address of the registered agent for the Corporation in the State of Alabama is:

Name: Charles L. Vatella
Address: Charles L. Vatella
1342 Whiskey Cir Helena, AL
35080

ARTICLE VII DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3). The directors shall be qualified and serve the terms as set forth in the Bylaws. The names and addresses of the persons who are to serve as the initial Directors are set forth below:

Name: Charles L. Vatella
Address: Charles L. Vatella
1342 Whiskey Cir Helena, AL
35080

Name: Judy Vatella
Address: Judy Vatella
1342 Whiskey Cir

Name: Mark Hill
Address: Mark Hill
2408 Cove Cir NE

ARTICLE VIII INCORPORATOR

The name and address of each Incorporator of this Corporation is as follows:

Name: Charles L. Vatella

Address: Charles L. Vatella
1342 Whiskey Ln Helena AL 35080

ARTICLE IX DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation after payment of its debts, shall be distributed only to a not-for-profit organization.

ARTICLE X TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Corporation in accordance with the procedure set forth in the Bylaws.

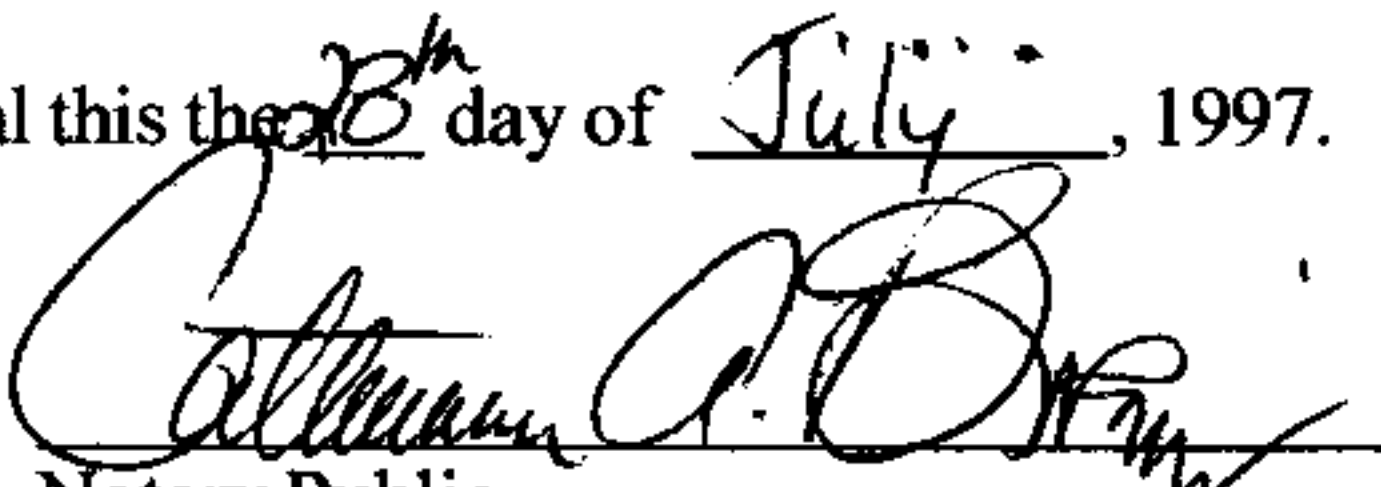
IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed his signature to these Articles of Incorporation on this 31st day of July, 1997.

Charles L. Vatella
Incorporator

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Charles L. Vatella, who is personally to me known, this day appeared before me personally and acknowledged that he signed, sealed, and delivered the foregoing of his own free will and accord, for the purposes herein named and expressed.

Given under my hand and official seal this the 28th day of July, 1997.


Notary Public
My Commission Expires: 1/6/2001
[Seal]

State of Alabama

SHELBY **County**

CERTIFICATE OF INCORPORATION

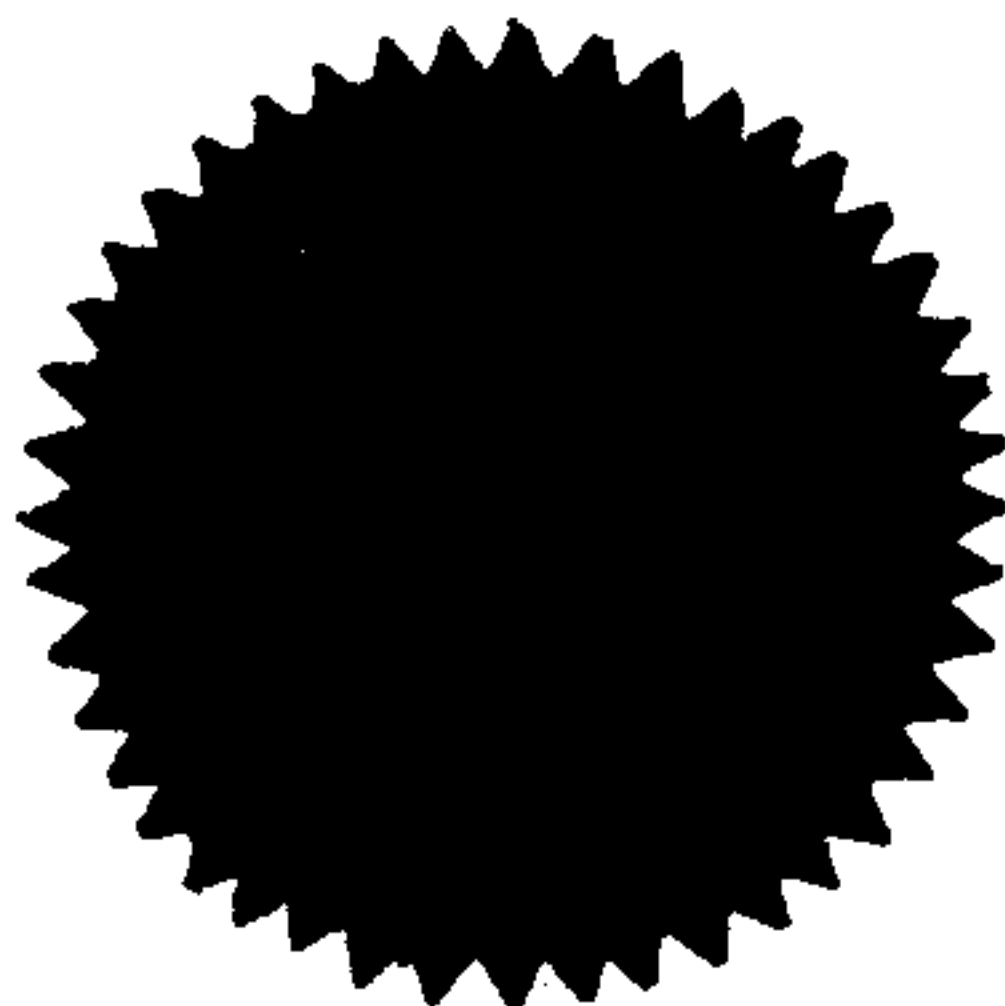
OF

V & H FOOD SERVICES CLUB, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of V & H FOOD SERVICES CLUB, INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT 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 INCORPORATION of V & H FOOD SERVICES CLUB, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 31 day of JULY, 19 97.



Patricia Loren Schmider
Judge of Probate

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SHELBY COUNTY JUDGE OF PROBATE
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