

AMENDED ARTICLES OF INCORPORATION
OF
SAIA FOOD DISTRIBUTOR, INC.
INTO
SAIA FOOD DISTRIBUTOR AND CLUB, INC.

IN THE OFFICES OF THE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Saia Food Distributor and Club, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To operate a private club under the applicable law of the State of Alabama, said establishment to be operated for objects of a national, social, patriotic, political, athletic or similar nature, and to be a gathering place where food and beverages are available for sale to members and their guests; and to engage in any lawful business in which Alabama Corporations are authorized to engage which does not conflict with the purposes cited hereinabove.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue are one thousand (1000) shares of common stock of par values of one dollar (\$1.00) per share. All of said stock shall be common and none shall be preferred stock or stock of a different class.

FIFTH: There are no provisions for the regulation of the internal affairs of the corporation.

SIXTH: The address for the initial registered office of the

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corporation is: 3204 Woodford Way, Birmingham, Alabama 35242 and the name of its initial registered agent at such address is: Norman Saia, Jr.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director and officer until the first annual meeting of shareholders and until his successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Norman Saia, Jr.	3204 Woodford Way, Birmingham, Alabama 35242

EIGHTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Norman Saia, Jr.	3204 Woodford Way, Birmingham, Alabama 35242

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation the 12 day of March, 1999.

SAIA FOOD DISTRIBUTORS AND
CLUB, INC.
an Alabama Corporation

By: *Norman Saia, Jr.*
INCORPORATOR

THE INSTRUMENT WAS PREPARED BY:
VICTOR L. MILLER, JR.
NEWMAN, MILLER, LEO & O'NEAL
3250 INDEPENDENCE DRIVE
BIRMINGHAM, ALABAMA 35209

BY-LAWS

OF

SAIA FOOD DISTRIBUTORS AND CLUB, INC.

ARTICLE I

Offices

SECTION I. Principal Registered Office. The registered office of the corporation in Alabama shall be 3204 Woodford Way, Birmingham, Alabama 35242. The principal office and place of business of the corporation shall be 3204 Woodford Way, Birmingham, Alabama 35242.

ARTICLE II

Stockholders' Meeting

SECTION I. Annual Meetings.

(a) The board of directors may designate any place within or without the State of Alabama as the place of meeting for the annual meeting of stockholders.

(b) The regular annual meeting of the stockholders of the corporation shall be held at 10:00 o'clock, a.m. the second Tuesday each year, or, if that be a holiday, then at the same hour on the next succeeding business day for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

(c) If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as is convenient. At such meeting, the stockholders may elect the directors and transact such other business with the same force and effect as at an annual meeting duly called and held.

SECTION 2. Special Meetings. Special meetings of the stockholders may be held at such place within or without the State of Alabama as is designated in the notice of the meeting. Special meetings may be called by the board of directors, by the holders of not less than one tenth of all shares entitled to vote at the meeting, or by the President of the corporation.

SECTION 3. Notice and Purpose of Meetings. Notice of the purpose or purposes and of the time and place within or without the State of Alabama of every meeting of stockholders shall be in writing and shall have affixed thereto the signature, either in writing, printing, or facsimile, of the President, or a Vice President, or the Secretary of the corporation, and a copy thereof shall be served, either personally or by regular mail, or by any other lawful means, not less than 10 nor more than 50 days before the date of the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be mailed, postage prepaid, and directed to each stockholder at the address of such stockholder as it appears on the stock transfer books of the corporation, unless the stockholder shall have filed with the Secretary of the corporation a written request that notices intended for such stockholder be mailed to some other address, in which case such notice shall be deemed to be given at the time when the same shall be thus mailed or otherwise delivered. Such other notice shall be given as may be required by law.

SECTION 4. Quorum. A quorum, at all meetings of stockholders shall consist of the holders of a majority of the shares of the capital stock of the corporation entitled to vote in any such meeting, represented in person or by proxy, except as otherwise provided by law or the articles of incorporation of the corporation, but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. At any meeting, or at any adjournment thereof, whether or not a quorum is present, the holders of a majority of the shares so entitled to vote, who are present in person or by proxy, may adjourn such meeting from time to time. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 5. Organization. Meetings of the stockholders shall be presided over by the President, or if the President is not present, by a Vice President, or if neither the President nor a Vice President is present, then by a chairman to be chosen by a majority of the stockholders entitled to vote who are present in person or by proxy at the meeting. The Secretary of the corporation shall act as secretary of every meeting, but if the Secretary is not present, the stockholders shall choose any person present to act as secretary of the meeting.

SECTION 6 Voting. At any meeting of the stockholders, each holder of record of the voting stock of the corporation shall have one vote for each such share of stock held of record, unless otherwise provided by law or by the articles of incorporation of the corporation.

ARTICLE III

Directors

SECTION 1. Powers, Number, Qualification, Term, Quorum and Vacancies

(a). The property, affairs, and business of the corporation shall be managed, and its corporate powers exercised, by its board of directors. The number of directors shall be one (1) and, except as hereinafter provided, such number of directors shall be elected by the stockholders at the annual meeting thereof, and each director shall serve until the next annual meeting of the stockholders and until the successor to such directors shall be chosen and qualify.

(b). A majority of the members of the board of directors then acting, or one director if there be less than three directors then serving, voting at a meeting duly assembled, shall constitute a quorum for the transaction of business, but if at any meeting of the board of directors there shall be less than a quorum present, a majority of those present, or one director if there be less than three present, may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

(c). Vacancies occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of stockholders. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of stockholders called for that purpose.

SECTION 2. Meetings. Meetings of the board of directors, regular or special, may be held either within or without the State of Alabama. A regular annual meeting of the board of directors shall be held immediately following the annual meeting of stockholders of the corporation. Other regular meeting of the board of directors or of any committee designated thereby shall be held on such date and at such time and place as may be specified by telegraphic, written, or oral notice duly served on, sent, mailed, or otherwise communicated to each director, upon the call of the President at the request of any two directors.

SECTION 3. Action by Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

SECTION 4. Committees. The board of directors, by resolution adopted by a majority of the full board of directors, may designate

from among its members one or more committees, each committee to consist of one or more of the directors, and each of which committees, to the extent provided in such resolution, shall have and may exercise all the authority of the board of directors, except that no such committee shall have the authority of the board of directors in reference to the declaring of a dividend or distribution from capital surplus, issuing capital stock, amending the articles of incorporation, adopting a plan of merger or consolidation, recommending to shareholders the sale, lease, mortgage, exchange, or other disposition of all, or substantially all, the property and assets of the corporation, otherwise than in the usual and regular course of its business, recommending to the shareholders the voluntary dissolution of the corporation or a revocation thereof, filling vacancies in the board of directors, or amending the by-laws of the corporation.

ARTICLE IV

Officers

SECTION 1. Officers of the Corporation. The board of directors at the regular annual meeting thereof shall elect a President, one or more Vice Presidents, with such designation, if any, as the board of directors or the President may determine, a Secretary, a Treasurer, and such other officers as the directors may choose.

SECTION 2. Term and Removal of Officers of the Corporation. The term of office of all officers shall be one year and until their respective successors are elected and qualified. Any officer may be removed by the board of directors whenever, in its judgement, the best interests of the corporation will be served thereby, but such removal shall be without prejudice the contract rights, if any, of person so removed.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION 4. The President. The President shall have general charge of or control over the affairs of the corporation, shall serve as the chief executive officer of the corporation, shall be responsible for planning and directing those actions essential to this profitable growth and development, and shall carry into effect the resolutions of, and shall perform such other duties as may be assigned to him by the board of directors.

The President may execute bonds, mortgages, and bills of sale, assignments, conveyances, and all other contracts under the seal of the corporation, if required or appropriate, except those required by law to be otherwise signed and executed, or except when the signing and execution thereof, when permitted by law, shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

The President, when present, shall preside at all meetings of the stockholders and directors.

SECTION 5. Vice Presidents. Each Vice President of the corporation shall, subject to that authority and direction of the President, have general and active management of such operations, areas, or divisions of the business of the corporation as may be designated by the board of directors or by the President. The regular powers and duties of the President in such areas and divisions may, upon delegation by President, be exercised and performed by the Vice President to whom delegated, subject to the authority and direction of the President.

Each of the Vice Presidents may execute bonds, mortgages, and bills of sale, assignments, conveyance, and all other contracts under the seal of the corporation, if required or appropriate, except where required by law to be otherwise signed and executed, or except where the signing and execution thereof, when permitted by law, shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

SECTION 6. Secretary and Assistant Secretaries.

(a). The Secretary shall keep complete and correct minute of the proceedings of the stockholders and board of directors and committees of the board of directors. The Secretary shall give notices and shall keep at the registered office or principal place of business of the corporation, or at the office of its transfer agent or register, a record of the stockholders of the corporation, giving the names and addresses of all stockholders and the number and class of shares held by each.

(b). The Assistant Secretaries shall perform duties prescribed by the board of directors or by the Secretary. At the request of the Secretary or in the absence or disability of the Secretary, an Assistant Secretary designated by the Secretary (or, in the absence of such designation, the senior Assistant Secretary) shall perform the duties and exercise the powers of the Secretary.

SECTION 7. Treasurer and Assistant Treasurer.

(a). The Treasure shall keep account of all monies of the corporation received or disbursed, shall deposit all monies in the name of, and to the credit of the corporation, in such banks and depositories as may be designated in writing by the board of directors, and shall safely care for all properties of value of the corporation. The Treasurer shall keep at a location within the State of Alabama correct and complete books and records of account and correct and complete records of all transactions of the corporation.

(b). The Assistant Treasurers shall perform duties prescribed by these by-laws, or as may, from time to time, be assigned by the board of directors or by the Treasurer. At the request of the

Treasurer, or in the absence or disability of the Treasurer, an Assistant Treasurer designated by the Treasurer (or in the absence of such designation, the senior Assistant Treasurer) shall perform the duties and exercise the powers of the Treasurer.

ARTICLE V

Indemnification

Each person who shall serve as a director or officer of the corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by, or imposed upon such person in connection with or resulting from any action, suit, or proceeding to which such person is, or may be made a party, or in which such person may become involved, by reason of being, or having been a director or officer of the corporation (and including settlements approved by the board of directors as being in the best interest of the corporation), whether or not such person is a director or officer of the corporation at the time such costs or expenses are incurred or imposed, except with respect to matters as to which such person shall be finally adjudged in such action, suit, or proceeding to be criminally liable, or to have been negligent, guilty of misconduct, or otherwise derelict in the performance of duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

ARTICLE VI

General

SECTION 1. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of January each year and shall end on the 31st day of December next following, unless otherwise determined by the board of directors.

SECTION 2. Corporate Seal. The corporate seal of the corporation shall have inscribed thereon the name of the corporation, Saia Food Distributors and Club, Inc. and the words "Corporate Seal, Alabama."

SECTION 3. Voting Corporation's Securities. Unless otherwise ordered by the board of directors, the President, or, in the event of his disability, such other officer as may be designated by the board of directors to act in the absence of the President, shall have full power and authority on behalf of the corporation to attend, and to act and to vote, at any meetings of security holders of any of the corporations in which the corporation may hold securities and, at such meetings, such officer shall possess and may exercise any and all rights and powers incident to the ownership of such securities which, as the owner thereof, the corporation might have possessed and exercised, if present.

The Secretary may affix the corporate seal to any such proxy or proxies so executed by the President, or such other officer, and attest the same.

SECTION 4. Robert's Rules of Order. All meetings of the board of directors, and of stockholder of the corporation shall be conducted in accordance with the procedures stated in Robert's Rules of Order (published originally under the copyright of Henry M. Robert, III, Trustee for The Robert's Rules Association) as such rules exist on the date of any such meeting.

ARTICLE VII

Club Members

SECTION 1. Members Qualifications. The Corporation is organized for the purpose of the operation of a social club ("the club"), all as set forth in the Corporation's articles of incorporation. Toward that end, the Corporation shall admit members to the Club. Only natural persons of legal drinking age in the State of Alabama may become a member upon written application of the prescribed application form, investigation by the Corporation, approval by ballot of the Board of Directors, and payment of membership dues. Membership thereafter shall continue upon payment of annual membership dues and application upon the prescribed application form for renewal of membership.

SECTION 2. Meetings of Members. There shall be a regular monthly meeting of the members of the Club on the first Monday of each month at 8:00 p.m. Unless a time is otherwise specified by the Board of Director, the annual meeting of the members of the Club shall be held on the first Monday in September of each year at 8:00 p.m., at which time officers of the Club shall be elected. Special meetings of the Club shall be held on the call of the President at any time when five or more members of the Club request same.

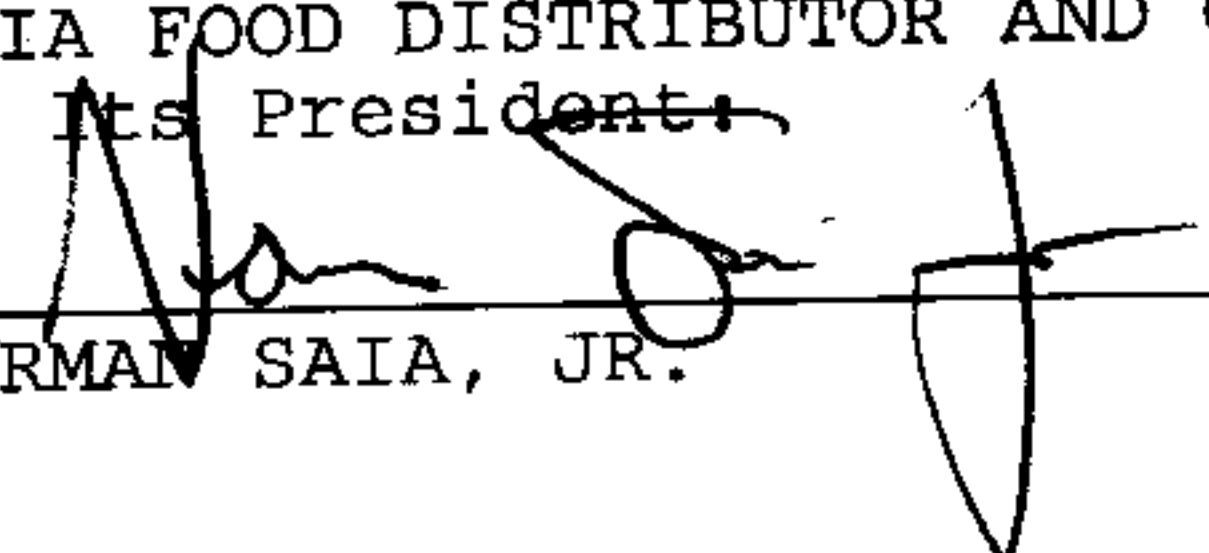
SECTION 3. Membership credentials. Members shall carry membership credentials when entering the Club premises, and shall present such credentials when requested. Such credentials shall be signed by the President of the Corporation and only after dues and Club obligations of the member have been paid. Such members of the Club shall be permitted to have guests to use and enjoy the facilities of the Club. However, no guest shall be permitted to participate in any Club election or serve in any official capacity of the Club.

SECTION 4. Membership Rules. The Board of Directors of the Corporation shall constitute the Rules Committees of the Club. The Rules Committee shall, from time to time, promulgate rules and regulations of the members of the Club. All members shall obey all rules and regulations of the Club. If a member breaches any of such rules and regulations, they shall be suspended or expelled from membership in the Club by a majority of the Rules Committee. Members shall conduct themselves in a gentlemanly and ladylike

manner whenever on or about the Club premises.

SECTION 5. Membership Rules. Memberships are not transferable.

SAIA FOOD DISTRIBUTOR AND CLUB, INC
By Its President,


NORMAN SAIA, JR.

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

pursuant to the provisions of Section 10-2B-4.02, 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:

Saia Food Distributors and Club, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Victor Miller, 3250 Independence Drive, Birmingham, AL 35209 for a period of one hundred twenty days beginning March 8, 1999 and expiring July 7, 1999.



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.

March 8, 1999

Date

A handwritten signature in dark ink, reading 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J' and 'B'.

Jim Bennett

Secretary of State

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