

AMENDED ARTICLES OF INCORPORATION
OF
PAPA SAIA'S PIZZA, INC.

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 Papa Saia's Pizza, 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 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 registered office of the corporation is 410 1st Street, SW, Alabaster, AL 35007 and the name of its registered agent at that address is Norman Saia, Jr.

SEVENTH: The number of directors constituting the initial board of directors 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:

Norman Saia, Jr. P.O. Box 380786
Birmingham, AL 35238

EIGHTH: The name and address of the incorporator is:

Norman Saia, Jr. P.O. Box 380786
Birmingham, AL 35238

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 29th day of July, 2005.

Papa Saia's Pizza, Inc.
An Alabama Corporation

By: 

INCORPORATOR