

**ARTICLES OF AMENDMENT TO
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EPL, INC.**

PURSUANT TO THE ALABAMA BUSINESS CORPORATION LAW

EPL, INC., a corporation organized and existing under the law of the State of Alabama (the "Corporation"), does hereby adopt the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation pursuant to action of the directors and shareholders of the Corporation in the manner provided by the Alabama Business Corporation Law ("ABCL") as of the date hereof:

ARTICLE I: The name of the Corporation is EPL, Inc.

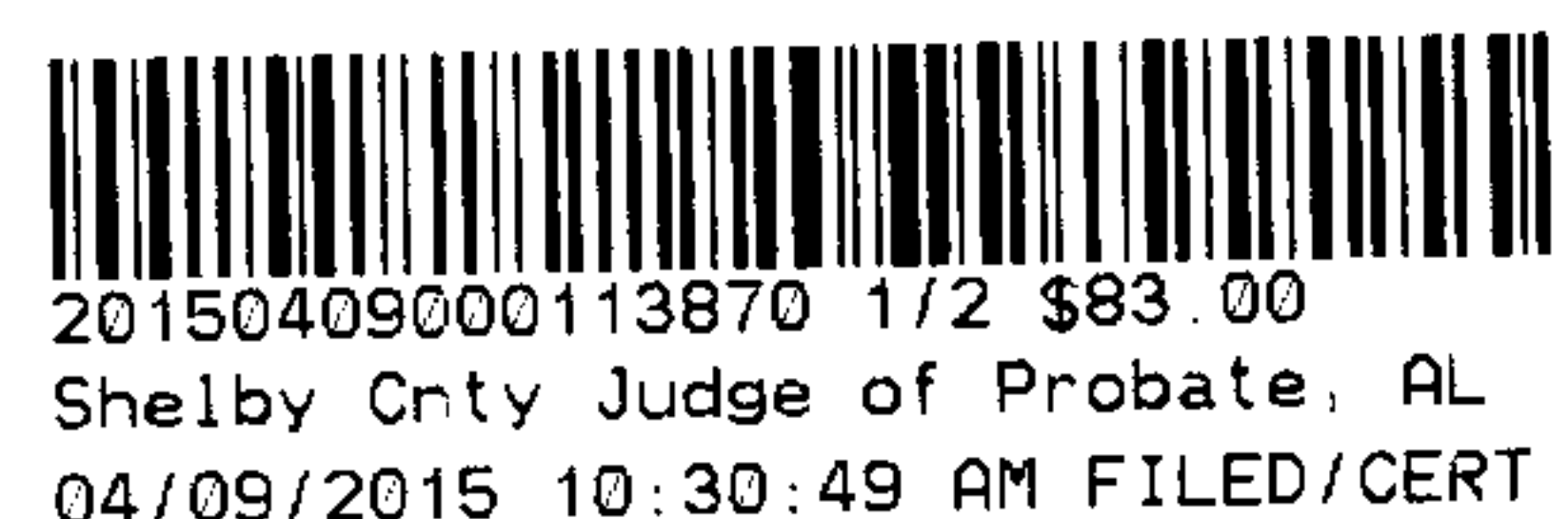
ARTICLE II: The filing entity is a corporation.

ARTICLE III: That the date of the filing of the original Articles of Incorporation of the Corporation was March 27, 1989, in the Shelby County, Alabama, Probate Judge's office and an Amendment to the Articles of Incorporation were filed on January 8, 2000, December 30, 2005 and March 30, 2007, in the Shelby County, Alabama Probate Judge's office. That Amended and Restated Articles of Incorporation of the Corporation were filed on April 6, 2011, in the Shelby County, Alabama, Probate Judge's office, and that Second Amended and Restated Articles of Incorporation of the Corporation were filed on February 19, 2015, in the Shelby County, Alabama, Probate Judge's office.

ARTICLE IV: Article IV(b) of the Second Amended and Restated Articles of Incorporation is hereby deleted and there is hereby substituted new Article IV(b) to read in its entirety as follows:

**ARTICLE IV
CAPITAL**

(b) The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of the shareholders (and written consents in lieu of meetings). Notwithstanding the foregoing or anything herein to the contrary, with respect to the election of directors: (i) the Common Stock and Preferred Stock held by Dedagroup North America, Inc. and its affiliates (collectively, "Dedagroup"), exclusively and as a separate class, shall be entitled to elect four (4) directors of the Corporation (the "Dedagroup Directors"), including the chairman of the Board of Directors, (ii) for so long as it holds any Preferred Stock of the Corporation, Peach State Federal Credit Union ("Peach State") shall be entitled upon the receipt of Preferred Stock to elect one (1) director of the Corporation (the "Peach State Director") and (iii) the Common Stock and Preferred Stock held by all other holders thereof (i.e., other than Dedagroup and Peach State, if applicable) shall be entitled, exclusively and as a



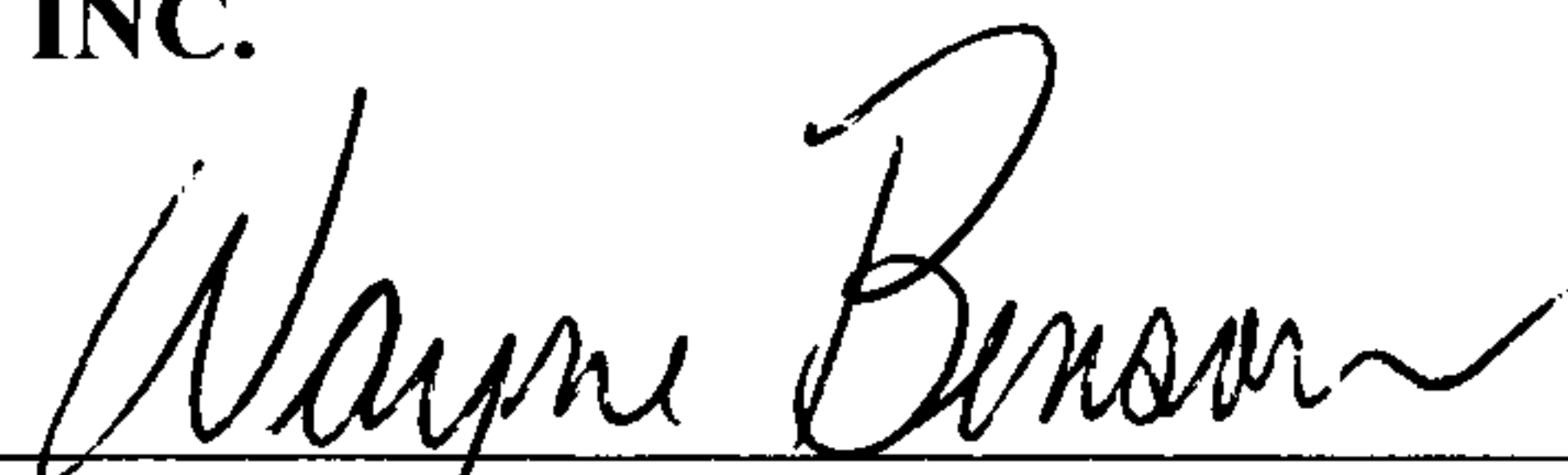
separate class, to elect the balance of the total number of directors of the Corporation (though in no event less than two (2)) (the "Remaining Directors", and together with the Peach State Director, if applicable, herein collectively referred to as the "Non-Dedagroup Directors"). The shareholders in the voting class described in the foregoing subsection (iii) are entitled to cumulate their votes for the directors which they are entitled to select, meaning that such shareholders are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates. The above-referenced Remaining Directors will be elected at the next annual meeting of the Corporation. Until such meeting is held, the Board of Directors shall continue as composed as of the date of the filing of these Articles of Amendment.

ARTICLE V: The number of shares of the Corporation authorized at the time of adoption of the foregoing amendments was 31,906,037, consisting of 25,012,290 shares of \$.01 par value Class A Common Stock and 6,893,747 shares of no par value Series A Preferred Stock; and the number of shares entitled to vote thereon was 15,012,290, consisting of 8,118,543 shares of \$.01 par value Class A Common Stock and 6,893,747 shares of no par value Series A Preferred Stock.

ARTICLE VI: The number of shares voted for such amendment was 7,041,998 shares of \$.01 par value Common Stock and 6,893,747 shares of no par value Series A Preferred Stock; and no shares were voted against such amendment.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this Amendment to the Articles of Incorporation to be signed by its authorized officers this the 27th day of March, 2015.

EPL, INC.

By: 
Wayne Benson, Chief Executive Officer

Prepared by:
Gregory K. Mixon, Esq.
Mixon Firm, LLC
Two Perimeter Park South, Suite 550E
Birmingham, AL 35243


20150409000113870 2/2 \$83.00
Shelby Cnty Judge of Probate, AL
04/09/2015 10:30:49 AM FILED/CERT