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STATE OF ALABAMA)  
COUNTY OF SHELBY)

STATEMENT OF INTENT TO DISSOLVE  
THE CHASE FINANCIAL GROUP, INC., AN ALABAMA CORPORATION,  
BY WRITTEN CONSENT OF ITS SHAREHOLDERS

TO THE JUDGE OF PROBATE OF  
SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of Section 10-2A-181 of the Code of Alabama, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all of its shareholders:

(1) The name of the corporation is The Chase Financial Group, Inc.

(2) The names and respective addresses of the corporation's officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jon C. Kling	Vice President and Secretary	2113 Old Rocky Ridge Rd. Birmingham, Ala. 35216
William R. Robertson	Vice President and Treasurer	2113 Old Rocky Ridge Rd. Birmingham, Ala. 35216

(3) The names and respective addresses of the corporation's directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jon C. Kling	2113 Old Rocky Ridge Road Birmingham, Alabama 35216
William R. Robertson	2113 Old Rocky Ridge Road Birmingham, Alabama 35216

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(4) A copy of the Unanimous Written Consent of all the shareholders is attached hereto as Exhibit A.

(5) The Written Consent, a copy of which is attached hereto as Exhibit A, has been signed by all shareholders of the corporation, or was signed in their names by their attorneys thereunto duly authorized.

Executed this 9th day of May, 1986.

THE CHASE FINANCIAL GROUP, INC.,  
a corporation

By: Jon C. Kling  
Its: Vice President

By: Jon C. Kling  
Its: Secretary

STATE OF ALABAMA )  
COUNTY OF SHELBY )

I, Cynthia J. Alapour, a Notary Public, do hereby certify that on this 14 day of May, 1986, personally appeared before me Jon C. Kling, who, being by me first duly sworn, declared that he is Vice President and Secretary of The Chase Financial Group, Inc., a corporation, that he signed the foregoing document as Vice President and Secretary of the corporation, and that the statements therein contained are true.

Dated this the 14 day of May, 1986.

Cynthia J. Alapour  
Notary Public

My Commission Expires: 11/6/1990



EXHIBIT A

UNANIMOUS CONSENT OF THE SHAREHOLDERS OF  
THE CHASE FINANCIAL GROUP, INC., A CORPORATION,  
TO LIQUIDATE AND DISSOLVE IN ACCORDANCE WITH  
SECTION 331 OF THE INTERNAL REVENUE CODE, AND APPLICABLE  
ALABAMA LAW

The undersigned, constituting all of the shareholders of  
The Chase Financial Group, Inc., an Alabama corporation, do  
hereby unanimously consent to the following resolution:

RESOLVED, that the Corporation shall  
liquidate and dissolve, pursuant to the following  
plan of liquidation and dissolution:

1. The officers are authorized and  
directed to proceed promptly to wind up the  
Corporation's affairs; to collect and reduce to  
possession its assets, to pay or provide for its  
liabilities, and to distribute the remaining  
assets, subject to all remaining liabilities, to  
the shareholders in proportion to the number of  
shares owned by them in cancellation of their  
shares.

2. As soon as practicable, the officers  
shall take all appropriate and necessary action to  
dissolve the Corporation under Alabama law.

Executed this 9th day of May, 1986.

*Jon C. Kling*  
Jon C. Kling - Shareholder  
*William R. Robertson*  
William R. Robertson - Shareholder

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1986 MAY 28 AM 9:53

*Thomas C. [unclear]*  
JUDGE OF PROBATE

*Rec 5.00*  
*Ind 1.00*  
6.00

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