



20090428000155760 1/7 \$40.00
Shelby Cnty Judge of Probate, AL
04/28/2009 01:55:31 PM FILED/CERT

**RESTATED ARTICLES OF ORGANIZATION
OF
INTEGRITY CAPITAL, LLC**

**TO THE HONORABLE JUDGE OF PROBATE,
SHELBY COUNTY, ALABAMA:**

The undersigned, Christopher S. Linton, acting as organizer of a Limited Liability Company under the Alabama Business Limited Liability Company Act, adopts the following Articles of Organization for such Limited Liability Company:

FIRST: The name of the Limited Liability Company is Integrity Capital, LLC;

SECOND: The period for duration is perpetual;

THIRD: The purpose or purposes for which the Limited Liability Company is organized are;

To provide financial services ;

To render to other, and to engage in the business or rendering to other, consulting, advisory, administrative, accounting, bookkeeping and other services of every nature, kind and character, enter similar or dissimilar to those hereinabove set forth, which a Limited Liability Company may legally render.

To purchase, lease, exchange, take, receiver otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, Limited Liability Company, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part of combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligations or indebtedness of this Limited Liability Company or of any other Limited Liability Company, by undersigned, agency, authority or instrumentality; to pay for the

same or any part of combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligations or indebtedness of this Limited Liability Company or of any other Limited Liability Company, by undersigned, operated, manage, improve, repair reorganize or otherwise have an interest in or deal with all, or any part of, or any interest, in such properties, assets, business, good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest, in such properties, assets, business, good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business good will and rights, and in conjunction with any of the foregoing to undertake, assume or guarantee, the whole or any part of the bonds, mortgage, franchise, lease, contract, indebtedness, guarantee, liabilities and obligations of the transferor.

To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquired, to own, hold use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant license in respect of, mortgage, pledge, hypothecate, distributed or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devises, formulate, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof.

To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.

To act as agent, representative or receiver of any person, firm, Limited Liability

Company, county, state, country, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.

To borrow or raise money, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments, and evidences of obligations or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all of any part of, or any interest in, the property of the Limited Liability Company, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

To guarantee the obligations of, and to lend its aid and credit to, aid persons, firms, Limited Liability Company's, countries, states, counties, municipalities, or other governmental units, departments, divisions, agencies, authorities, or instrumentalities, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, any part of, or any interest in, the property of the Limited Liability Company, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

To enter into with any one or more persons, firms, Limited Liability Company's, countries, state, countries, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement from sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any joint venture or limited partnership.

To carry out any or all of these objects and purposes specified in this paragraph as



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principal or agent and along or with one or more person, firm, Limited Liability Company's, countries, states, counties, municipalities or government units, departments, divisions, agencies, authorities or instrumentalities, and to execute from time to time such general or special powers of attorney as it may determine, granting such powers, as it may deem proper, and to revoke such powers of attorney as and when it may desire.

In addition to the objects aforesaid, the Limited Liability Company shall have the power to conduct and carry on any business or activity associated with the above described activities of said Limited Liability Company.

To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, partnership, limited partnership, Limited Liability Company, municipality, county, state, territory, governmental, governmental subdivision or body politic for the purpose of carrying on the functions described in the Paragraphs hereinabove.

To have one or more offices to carry on all of its operations and business without restriction or limit as to amount in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, possession, colony or country.

To carry on any other business in connection with the foregoing.

To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this Limited Liability Company to the same extent as natural persons might do in connection with the foregoing.

To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this Limited Liability



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Company to the same extent as natural persons might and to exercise any and all such powers to the full extent authorized or permitted to a Limited Liability Company under any laws that may be now or hereafter applicable or available to this Limited Liability Company.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this Limited Liability Company, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the Limited Liability Company, the Members thereof, all in addition to those powers specifically conferred upon the Limited Liability Company by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Limited Liability Company otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this Limited Liability Company to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

FOURTH: Provisions for regulating the internal affairs of the Limited Liability Company are: None (any such regulation shall be provided in the by-laws of the Limited Liability Company).

FIFTH: The address of the initial registered office of the Limited Liability Company is, 100 West College Street Columbiana, Alabama, 35051 (P.O. Box 1626 Columbiana Alabama 35051-1626, and the name of its initial registered agent at such address is Christopher S. Linton.

SIXTH: The number of initial members constituting the Limited Liability Company is two (2), but the number of the Members may be increased at any time by a vote of the Members at a regular or called meeting in accordance with the by-laws of the Limited



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Liability Company, the names of the initial members of the Limited Liability Company are:

Christopher S. Linton
100 West College Street
P.O. Box 1626
Columbiana AL 35051-1626

Brandon L. Blankenship
100 West College Street
P.O. Box 1626
Columbiana AL 35051-1626

and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successor(s) is (are) elected and shall qualify is:

Christopher S. Linton
100 West College Street
P.O. Box 1626
Columbiana AL 35051-1626

The name and address of each organizer is:

Christopher S. Linton
100 West College Street
P.O. Box 1626
Columbiana AL 35051-1626

Brandon L. Blankenship
100 West College Street
P.O. Box 1626
Columbiana AL 35051-1626

SEVENTH: In the event that one of the Members of the Limited Liability Company should die, be incapacitated, or should terminate their membership in the Limited Liability Company, or any other dissociation which terminates the continued membership of a Member occurs the right is given for the other Member(s) to continue the Limited Liability Company.

EIGHTH: The membership interest of the organizers is not divestible; the balance of membership interest is divestible. The membership interest is disproportionate as described in the operating agreement.

Dated this the 20th day of April, 2009.



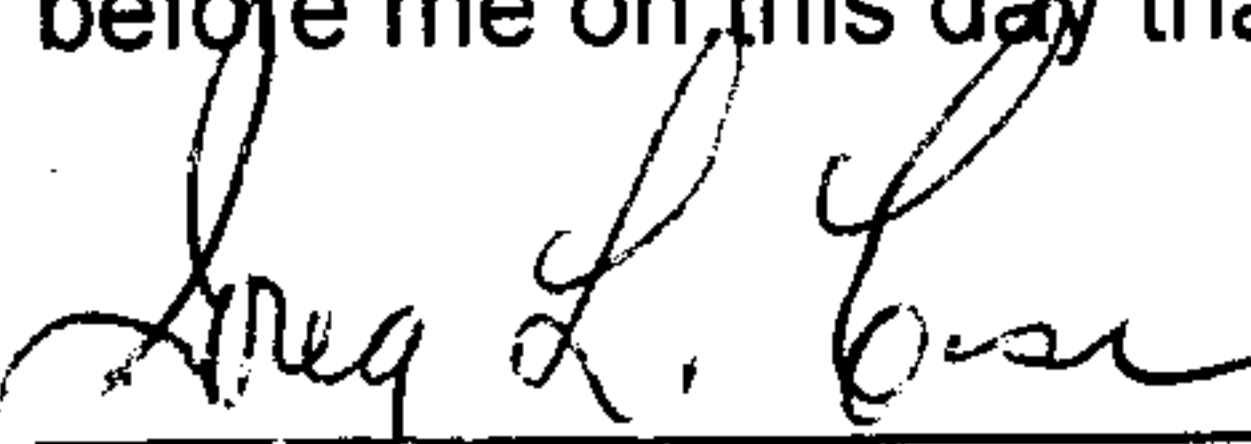
Christopher S. Linton



Brandon L. Blankenship

STATE OF ALABAMA)
SHELBY COUNTY)

Before me the undersigned, a Notary Public in and for said County and State hereby certify that Christopher S. Linton whose name as organizer for Integrity Capital, LLC is known to me, acknowledged before me on this day that, being informed of the contents of said document that he is signing as Member



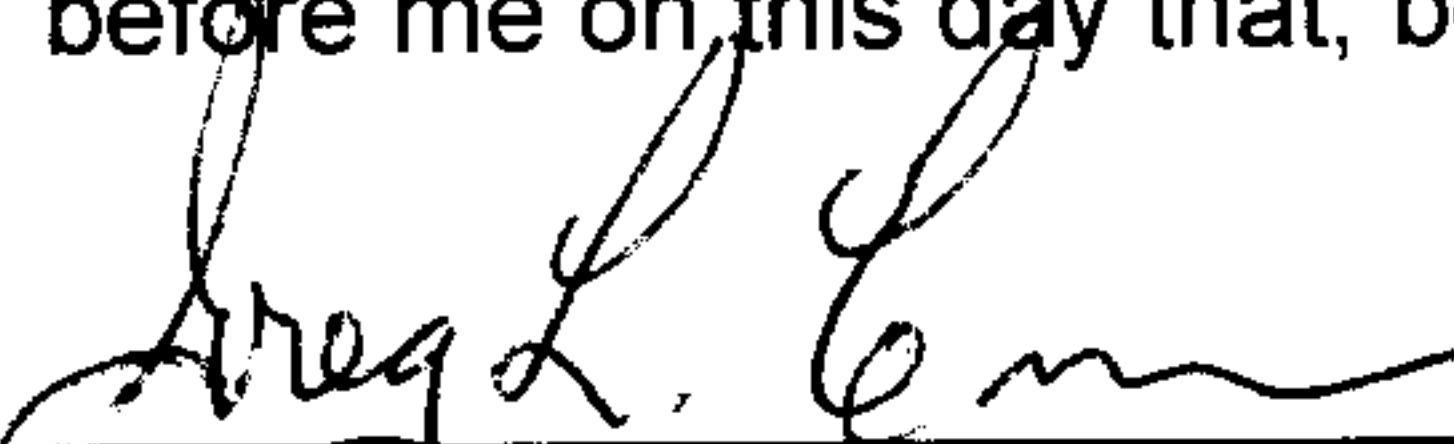
NOTARY PUBLIC

MCE:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Sept 28, 2012
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF ALABAMA)
SHELBY COUNTY)

Before me the undersigned, a Notary Public in and for said County and State hereby certify that Brandon L. Blankenship whose name as organizer for Integrity Capital, LLC is known to me, acknowledged before me on this day that, being informed of the contents of said document that he is signing as Member.



NOTARY PUBLIC

MCE:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Sept 28, 2012
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