

**ARTICLES OF INCORPORATION
OF
L & F INVESTMENTS, INC.**

For the purpose of forming a corporation under the Alabama Business Corporation Act and any act amendatory thereof, supplementary thereto, or substituted therefor (hereinafter referred to as the Act), the undersigned does hereby sign and adopt these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of **Shelby County, Alabama** the existence of a corporation (hereinafter referred to as the Corporation), under the name set forth in Article One hereof, shall be deemed to commence.

**ARTICLE ONE
CORPORATE NAME**

1.1 The name of the Corporation shall be **L & F Investments, Inc.**

**ARTICLE TWO
PERIOD OF DURATION**

2.1 The duration of the Corporation shall be perpetual.

**ARTICLE THREE
PURPOSES, OBJECTS AND POWERS**

3.1 The purpose, objects and powers of the Corporation are:

(a) To engage in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article Three to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given to corporations by the laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:

(1) To act as a holding company for one or more Qualified Subchapter-S Subsidiary corporations [QSSS] and engage in all activities ancillary thereto. To engage in all aspects of the acquisition, management, and operation of convenience stores, small loan companies and deferred-payment check-cashing operations, as well as the passive ownership thereof, the acquisition and leasing of real estate, as well as the improvements and infrastructure necessary for conducting any type of convenience-store operations, small-loan operations, deferred-payment check-cashing operations, or activities ancillary thereto.

(2) To have and to exercise any and all of the powers specifically granted in the business corporation laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or object of the Corporation, and none of which are denied to it by these Articles of Incorporation.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, corporation or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidence of indebtedness or property of this Corporation or of any other person, firm, corporation or governmental unit.

(5) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Act, and to settle, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(7) To borrow money from any person, firm, corporation, business (public or non-profit), or governmental unit and to secure any debt by mortgage or pledge of any property of

the Corporation; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes, if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, corporation, business (public or non-profit), or governmental unit, including, without limitation its employees and directors and those of any subsidiary, in accordance with the Act.

(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation, business (public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Corporation.

(10) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more business partnerships and joint ventures as a general or limited partner.

(11) To carry on its business anywhere in the United States and in foreign countries.

(12) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive or deferred-compensation plans for any or all of its directors, officers and employees.

(13) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

3.2 The foregoing clauses shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the corporation. The matters specified in any clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles of Incorporation; but, the various purposes and powers specified in each of the clauses of this Article shall be regarded as independent purposes and powers.

**ARTICLE FOUR
CAPITAL STOCK OF THE CORPORATION**

4.1 The aggregate number of shares which the corporation shall have authority to issue is 1000. All of the said shares are of one class. All shares have a par value of One Dollar (\$1.00) each.

4.2 The transferability of the capital stock shall be subject to such agreements among shareholders as may from time to time be on file with the Secretary of the Corporation and its counsel and notice is hereby given of the probability of such agreement affecting the transferability of stock.

**ARTICLE FIVE
REGISTERED OFFICE AND REGISTERED AGENT**

5.1 The location and mailing address of the initial registered office of the Corporation shall be: ~~517 Beacon Parkway West, 821 Crown Circle Birmingham, Alabama 35209.~~ Hoover, Alabama 35242 SCRR

5.2 The initial registered agent at such address shall be Steven C.R. Brown.

**ARTICLE SIX
INITIAL BOARD OF DIRECTORS**

6.1 The number of directors constituting the initial Board of Directors shall be **one**.

6.2 The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors be elected and qualify, except as otherwise provided in Section 8.2, are:

NAME OF DIRECTOR

ADDRESS OF DIRECTOR

Will Martens

821 Crown Circle
Hoover, Alabama 35242

**ARTICLE SEVEN
SOLE INCORPORATOR**

7.1 The name and address of the sole incorporator is:

NAME OF INCORPORATOR

ADDRESS OF INCORPORATOR

Will Martens

821 Crown Circle
Hoover, Alabama 35242

ARTICLE EIGHT INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and the shareholders are hereby adopted:

8.1 The initial by-laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the by-laws, provided, however, that the Board of Directors may not alter, amend or repeal any by-law or resolution of the shareholders establishing the number of directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The by-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and shareholders not inconsistent with the Act or these Articles of Incorporation.

8.2 The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be **one**. The number of directors of the Corporation shall be fixed from time-to-time in the manner provided in the by-laws, or, in the absence of such a by-law, the number of directors shall be **two**. The number of directors may be increased or decreased from time to time by amendment to the by-laws or in the manner provided for therein, provided that the Board of Directors shall consist of not less than one natural person, and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

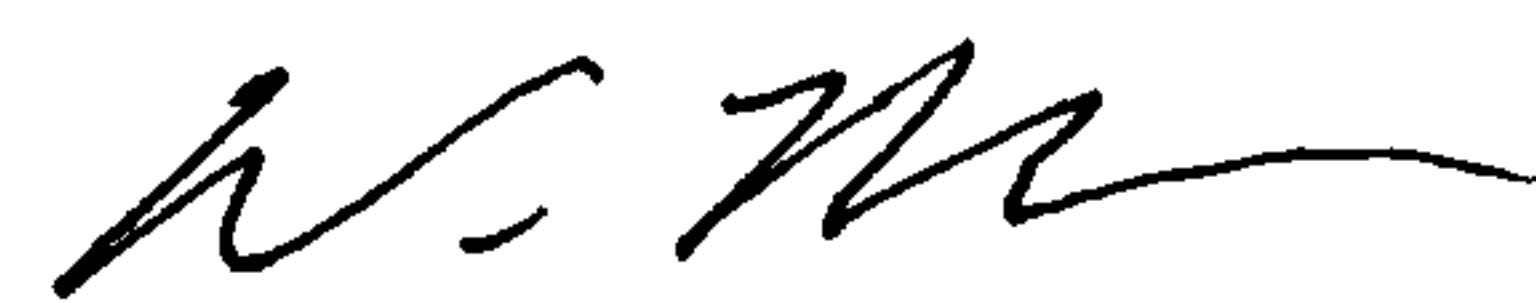
8.3 Any contract or other transaction which is fair and reasonable to the Corporation, between the Corporation and one or more of its directors; or between the Corporation and any firm of which one or more of its directors are members or employees; or in which they are financially interested; or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees; or in which they are financially interested; shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors, of the Corporation or any committee thereof, that acts upon, or in reference to the contract or transaction; if either the fact of such interest is disclosed or known to the Board of Directors or such committee, as the case may be, and the Board of Directors or such committee shall nevertheless, authorize

or ratify the contract, or transaction, or the fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent. The interested director or directors shall not be counted in determining whether a quorum is present and they shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract, or other transaction, that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself, or any firm or corporation in which he may be, in any way, interested.

8.4 The Corporation shall elect to be taxed as an S-Corporation under the Internal Revenue Code of 1986 as amended. Pursuant thereto, the Corporation shall authorize and issue only one class of stock. No stockholder shall do any act, including the sale or transfer of such stockholder's stock that contravenes or revokes the election to be taxed as an S-Corporation.

8.5 The Corporation reserves the right, from time-to-time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon shareholders, at any time, are granted subject to this reservation.

IN TESTIMONY WHEREOF, witness the hand of the undersigned incorporator on this, the 11th day of July, 2011.



Will Martens
Incorporator

THIS INSTRUMENT PREPARED BY:
Steven C.R. Brown
P.O. Box 43532
Birmingham, Alabama 35243
(205) 942-9984

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, 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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

L & F Investments, Inc.

This domestic corporation name is proposed to be formed in Alabama and is for the exclusive use of STEVEN C.R. BROWN, PO BOX 43532, BIRMINGHAM, AL 35243 for a period of one hundred twenty days beginning July 5, 2011 and expiring November 3, 2011

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.

July 6, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State



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