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ARTICLES OF INCORPORATION
OF
K. T. & H., INC.
AN ALABAMA CORPORATION

The undersigned, acting as incorporators, in order to form a corporation under and pursuant to the law of the State of Alabama, hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is:
K. T. & H., Inc.
2. PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.
3. PURPOSES: The purpose for which this corporation is organized are: The purpose for which this corporation is organized is to conduct all business activities of a bank holding company allowed by the laws of the United States and the transaction of any and all lawful business for which corporations may be incorporated under the Alabama Corporation Act.
4. AUTHORIZED SHARES: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be 3 shares of common stock of the par value of \$100.00 per share.
5. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office and the name of its initial registered agent as such address are:

NAME OF INITIAL
REGISTERED AGENT

William T. Harrison

LOCATION AND MAILING
ADDRESS OF REGISTERED OFFICE

P. O. Box 902 (Pine Tree Circle)
Columbiana, Alabama 35051

6. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of three (3) persons. The names and addresses of the persons who shall serve as director or directors until the first annual meeting of the shareholders of the corporation or until the successor or successors to such director or directors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Karl C. Harrison	P. O. Box 977 (106 East College St.) Columbiana, Alabama 35051
William T. Harrison	P. O. Box 902 (Pine Tree Circle) Columbiana, Alabama 35051
Helen Harrison Phillips	P. O. Box 43363 (#2 Inverness Parkway) Birmingham, Alabama 35243

7. INCORPORATORS: The names and addresses of each incorporator, whether one or more, are:

<u>NAME</u>	<u>ADDRESS</u>
Karl C. Harrison	P. O. Box 977 (106 East College St.) Columbiana, Alabama 35051
William T. Harrison	P. O. Box 902 (Pine Tree Circle) Columbiana, Alabama 35051
Helen Harrison Phillips	P. O. Box 43363 (#2 Inverness Parkway) Birmingham, Alabama 35243

8. PROVISION: There shall be no more than five (5) shareholders of the Corporation.

EXECUTED on this the 29th day of June,
1982.

Karl C. Harrison
William T. Harrison
Helen Harrison Phillips



STATE OF ALABAMA

I, Don Siegelman, 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 Section 10-2A-26, Code of Alabama 1975, the corporate name K T & H, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of K T & H, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is _____.

I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

June 24, 1982

Date

Don Siegelman

Secretary of State

OFFICE OF THE JUDGE OF PROBATE

SHELBY COUNTY, ALABAMA

CERTIFICATE OF INCORPORATION

OF

K. T. & H, INC.

The undersigned, as Judge of Probate, Shelby County, Alabama, hereby certifies that Articles of Incorporation for the incorporation of K. T. & H, INC., have been received in this office and are found to conform to law and that the name of the corporation is now reserved with the Secretary of the State of Alabama.

Accordingly the undersigned, as such Judge of Probate and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of K. T. & H, INC., and attaches hereto a certified copy of the Articles of Incorporation.

Dated this 1st day of July, 1982.

Thomas A. Snodden, Jr.
JUDGE OF PROBATE

SEAL OF ALABAMA COUNTY CLERK
I CERTIFY THIS
1982 JUL -1 AM 11:19
Thomas A. Snodden, Jr.
JUDGE OF PROBATE