

STATE OF ALABAMA)
SHELBY COUNTY)

756

ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION

OF

PAUL & McDONALD ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, as President and Secretary of Paul & McDonald Associates, Inc., a corporation organized and existing under the laws of the State of Alabama, hereby certify that in accordance with Code of Alabama, 1975, Sections 10-2A-110 and 10-2A-113, the Articles of Incorporation were amended by the unanimous consent of the Directors and the Shareholders on the 9th day of August, 1982, as follows:

ARTICLE FOURTH of the Articles of Incorporation is hereby deleted in its entirety, and there is substituted in lieu thereof the following:

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred Twenty Thousand (120,000), divided into Sixty Thousand (60,000) shares of Class "A" Common of the par value of One Dollar (\$1.00) per share, and Sixty Thousand (60,000) shares of Class "B" Common of the par value of One Dollar (\$1.00) per share, constituting a total authorized capital of One Hundred Twenty Thousand Dollars (\$120,000.00). The designations and powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

(a) Voting Rights. The holders of Class "A" Common shares of stock of said corporation issued and outstanding, except as otherwise provided by law, shall have and possess exclusive right to notice of shareholders'

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meetings and exclusive voting rights and powers; the holders of Class "B" Common shares shall not be entitled to any notice of shareholders' meetings, or to vote upon the election of Directors or upon any question affecting the management or affairs of the Corporation, except where such notice or vote is required by law.

(b) Dividends: The holders of the common shares shall be entitled to such dividends as the Board of Directors may declare payable at such times as the Board of Directors may determine. No preference shall be made in the payment of dividends to the holders of Class "A" Common voting stock and the holders of Class "B" non-voting stock.


(c) Liquidation: In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets and funds of the Corporation shall be divided among and paid to the holders of the Class "A" and Class "B" Common shares without preference or priority of one class of shares over the other, in proportion to their respective holdings of such shares.

The above Amendment effects a change in the amount of stated capital. The stated capital is currently Sixty Thousand Dollars (\$60,000.00). This Amendment will increase the stated capital to One Hundred Twenty Thousand Dollars (\$120,000.00). The manner in which this change is effected is as follows:


The present Shareholders shall be entitled to exchange their present stock on a thirty to one basis for Class "A" Common stock. The balance of the Class "A" Common stock will be authorized but not issued, and the Sixty Thousand (60,000) shares of Class "B" Common non-voting stock will be authorized but not issued.

We further certify that the within Articles of Amendment are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of effecting such amendment in accordance with the requirements of Code of Alabama, 1975, Section 10-2A-114.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20th day of September, 1982.



President (SEAL)



Secretary (SEAL)

VERIFICATION

I, the undersigned, as President of Paul & McDonald Associates, Inc., do hereby verify that the above and foregoing instrument represents Articles of Amendment to the Articles of Incorporation of Paul & McDonald Associates, Inc., an Alabama corporation, duly approved and adopted by the unanimous consent of the Directors and the Shareholders of the Corporation and that the statements contained therein are true and correct.

This 27th day of September, 1982.

[Signature]
President

Sworn to and subscribed before me on this 30th day of September, 1981.

[Signature]
Notary Public

My Commission expires: 3/31/83

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STATE OF ALA. STAPLER CO.
I CERTIFY THIS
FILED FOR RECORD

1982 SEP 21 AM 8:49

[Signature]
NOTARY PUBLIC

Recd 10.00
Ind 1.00
11.00