



KENNETH R. McCARTHA
Superintendent of Banks

911
**STATE OF ALABAMA
STATE BANKING DEPARTMENT**

STATE ADMINISTRATIVE BUILDING
MONTGOMERY, ALABAMA 36130-0901

November 16, 1984

FRANK J. ARRINGTON
Assistant Superintendent of Banks

Mr. K. R. Kirkland, President
Shelby State Bank
P. O. Box 216
Pelham, Alabama 35124

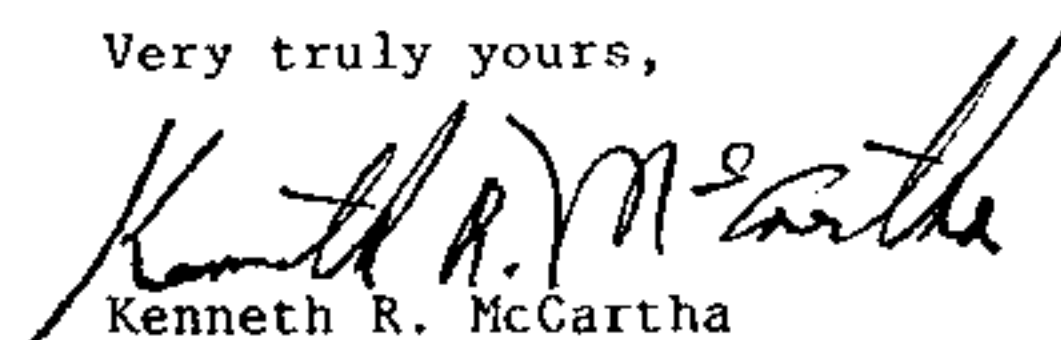
Dear Mr. Kirkland:

We have today approved the proceedings of the directors and stockholders of your bank in the matter of reducing the par value of your capital stock from \$5.00 to \$1.00 per share, thus reducing the authorized common capital stock from \$750,000 to \$150,000. It is our understanding that the bank's capital will not change as the difference of \$600,000 will be transferred from the capital stock account to the surplus account. You will also need to obtain the approval of the Federal Deposit Insurance Corporation to reduce the par value of your capital stock and you should contact that office.

A copy of the Articles of Amendment is being retained for our files. We are returning the original along with my Certificate of Approval, and these documents should be filed in the office of the Judge of Probate of Shelby County.

Please furnish this office with a copy of the recording certificate executed by the Judge of Probate when received by you.

Very truly yours,


Kenneth R. McCartha
Superintendent of Banks

KRM:lg

cc: Hon. Edwin B. Burr, Regional Director
Federal Deposit Insurance Corporation

Shelby State Bank

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STATE OF ALABAMA
MONTGOMERY COUNTY

I, Kenneth R. McCartha, as Superintendent of Banks for the State of Alabama, hereby certify that I have duly and fully examined the foregoing Articles of Amendment whereby the shareholders of Shelby State Bank, a banking corporation located at Pelham, Shelby County, Alabama, propose to reduce the par value of the capital stock from \$5.00 per share to \$1.00 per share, thereby decreasing the authorized capital stock of the corporation from \$750,000 represented by 150,000 shares with a par value of \$5.00 to \$150,000 represented by 150,000 shares with a par value of \$1.00 per share.

I do hereby certify that said Articles of Amendment appear to be in substantial conformity with the requirements of law and the same are hereby approved. Upon the filing of the same, together with this certificate, with the proper agency as required by law, the amendment of the Articles of Incorporation of said bank and the decrease in its authorized capital stock sought to be accomplished thereby shall be effective.

Given under my hand and seal of office this the 16th day of November, 1984.




Kenneth R. McCartha
Superintendent of Banks
State of Alabama

"BE IT RESOLVED, That whereas, the stockholders of Shelby State Bank at a meeting thereof held on the 25th day of October, 1984, declared desirable a decrease in the par value of the capital stock of the corporation, now of the aggregate par value of \$750,000 divided into 150,000 shares of capital stock of the par value of \$5 per share, all of which is common stock, of which there is issued and outstanding \$712,215 divided into 142,443 shares of the par value of \$5 per share, to the aggregate par value of \$150,000 divided into the 150,000 shares of capital stock of the par value of \$1 per share, all to be designated as common stock, and the adoption of an amendment of Article IV, as amended, of the Certificate of Incorporation, so that it will read as follows:

"FOURTH. The amount of the total authorized capital stock of said corporation shall be \$150,000 divided into 150,000 shares of the par value of \$1 per share, all of which stock shall be common stock."

"AND WHEREAS, the Board of Directors at a meeting held September 20, 1984, called this meeting of the stockholders of the corporation to consent to, vote upon and approved said matters, and the requisite number of stockholders of the corporation, in meeting assembled, deem it advisable that the corporation take the action so declared desirable by the Board of Directors at said meeting, and do evidence their consent to and approval of said action; now, therefore,

"BE IT RESOLVED, That the authorized capital stock of the corporation now of the aggregate par value of \$750,000 divided into 150,000 shares of capital stock of the par value of \$5 per share, of which there is issued and outstanding 142,443 shares of the par value of \$5 per share, be decreased to the aggregate par value of \$150,000 divided into 150,000 shares of capital stock of the par value of \$1 per share, all to be designated as common stock, and that the stockholders of this corporation do hereby consent to and approve said decrease in the par value of the capital stock of this corporation; and

"BE IT FURTHER RESOLVED, That in order to give effect to the said decrease in the par value of the capital stock of the corporation and to declare and define the rights and limitations appertaining to same, Article IV, as amended, of the Certificate of Incorporation of the corporation be amended so that the same shall read as follows:

"FOURTH. The amount of the total authorized capital stock of said corporation shall be \$150,000 divided into 150,000 shares of the par value of \$1 per share, all of which stock shall be common stock;

"BE IT FURTHER RESOLVED, That all of said shares of stock shall enjoy the same rights and privileges incident to the present authorized and outstanding shares of common stock of the bank and to be identical in all respects thereto, except that the par value of said shares of stock shall be \$1 per share instead of \$5 per share.

"BE IT FURTHER RESOLVED, That the proper officers of this corporation be and they are hereby authorized and directed to file in the offices of the proper public officials, or bodies, all reports and certificates required by law, to the end that upon filing such reports and certificates there will be accomplished a decrease in the par value of the capital stock of this corporation from \$750,000 divided into 150,000 shares of the par value of \$5 per share to \$150,000 divided into 150,000 shares of capital stock of the par value of \$1 per share, all to be designated as common

stock, all as contemplated in the proceedings of the Board of Directors and as taken at this meeting; and upon the filing of such reports and certificates, together with such other certificates of public officials or bodies as may be required by law, the decrease in the par value of the capital stock of the corporation and the amendment to the Certificate of Incorporation shall thereupon become and remain effective."

A ballot was taken upon the adoption of said resolution and upon said ballot the holders of 105,916 shares of capital stock of the Corporation present in person or by proxy voted in favor of the adoption of said preambles and resolutions and the holders of no shares of stock of the Corporation voted against the adoption of the same. The Chairman of the meeting thereupon declared that the holders of more than two-thirds of the shares of the capital stock of the Corporation then outstanding had voted in favor of the adoption of said resolutions and that each of the same had thereupon been duly and legally adopted.

IN WITNESS WHEREOF, The corporation has caused this report to be made by K. R. Kirkland, its President, and its corporate seal to be hereunto affixed and attested by Roy L. Martin, its Secretary, and the said K. R. Kirkland, as President, and Roy L. Martin, as Secretary of said Corporation hereby certify to said report under the corporation seal of said Corporation, this 25th day of October, 1984.

ATTEST:

Roy L. Martin
Roy L. Martin, Secretary

SHELBY STATE BANK

K. R. Kirkland
K. R. Kirkland, President

Roy L. Martin
Roy L. Martin, Secretary

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned authority, a notary public in and for said County in said State, hereby certify that K. R. Kirkland whose name as President of Shelby State Bank, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this 25th day of October, 1984.

Elizabeth B. Batten
Notary Public

My Commission Expires April 26, 1987

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned authority, a notary public in and for said County in said State, hereby certify that Roy L. Martin whose name as Secretary of Shelby State Bank, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this 25th day of October, 1984

Elizabeth B. Batten
Notary Public

My Commission Expires April 26, 1987

Rec 10.00
Ind 1.00
11.00

State of Alabama

SHELBY County

CERTIFICATE OF AMENDMENT
OF
SHELBY STATE BANK

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of SHELBY STATE BANK, duly signed and verified pursuant to the provisions of Section _____ of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of SHELBY STATE BANK, and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 19th day of NOVEMBER, 1984.

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

1984 NOV 19 PM 2:02

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 10.00
Jud 1.00
11.00

