

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF DISSOLUTION
OF
SHELBY BANCSHARES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, K. R. Kirkland, as President and Roy L. Martin, as Secretary of Shelby Bancshares, Inc., a corporation organized and existing under the laws of the State of Alabama, hereby certify that, in accordance with Ala. Code § 10-2A-181 (1975), a Statement of Intent to Dissolve the Corporation was duly filed in the Office of the Judge of Probate of Shelby County, Alabama, and in connection therewith we do make the following further statements:

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(a) The name of the Corporation is Shelby Bancshares, Inc.

(b) A Statement of Intent to Dissolve the Corporation was filed on the 30th day of December, 1986, in the Office of the Judge of Probate of Shelby County, Alabama.

(c) That all known debts, obligations and liabilities of the Corporation have been paid and discharged, or adequate provision has been made therefor.

(d) That all of the remaining property and assets of the Corporation have been distributed to all of the

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Shareholders in accordance with the respective rights and interests of all of the Shareholders.

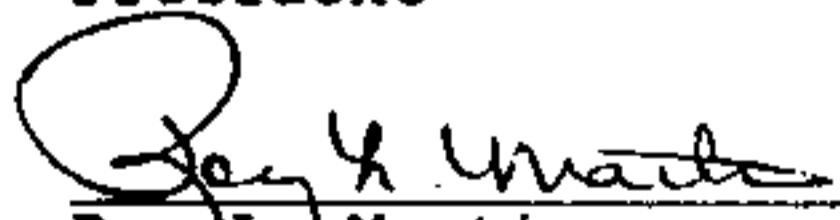
(e) That there are either no suits pending against the Corporation in any Court, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation in any pending suit.

We further certify that the within Articles of Dissolution are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of effecting such dissolution in accordance with the requirements of Ala. Code § 10-2A-191 (1975).

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 30th day of December, 1986.



K. R. Kirkland,
President (SEAL)



Roy L. Martin,
Secretary (SEAL)

VERIFICATION

I, K. R. Kirkland, President of Shelby Bancshares, Inc., do hereby verify and certify that the above and foregoing instrument represents a written Statement of Intent to Dissolve said Corporation in accordance with Ala. Code § 10-2A-181, that the statements contained therein are true and correct, and that the copy of the minutes attached hereto represents the consent of the majority of the Shareholders of the Corporation to such dissolution.

This 30th day of December, 1986.


K. R. Kirkland, President

Sworn to and subscribed before
me on this 30th day of
December, 1986.


Notary Public

My commission expires April 26, 1987

Ref: BJSB064860107A

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State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

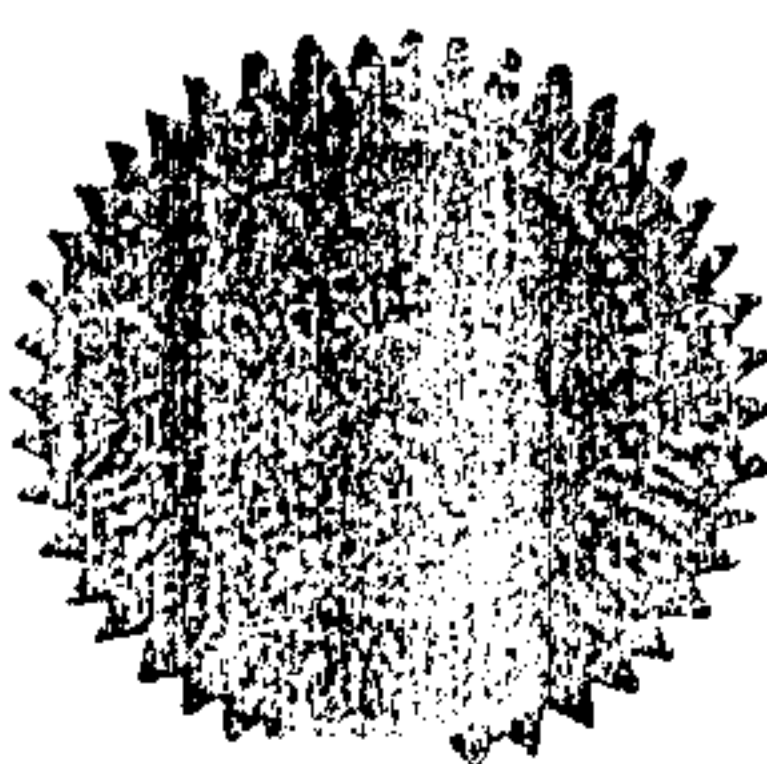
SHELBY BANCSHARES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of SHELBY BANCSHARES, INC., duly signed and verified pursuant to the provisions of Section 10-2A-190 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 DISSOLUTION of SHELBY BANCSHARES, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION

GIVEN Under My Hand and Official Seal on this the 30th day of DECEMBER, 1986.

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

1986 DEC 30 PH 11: 16

Thomas A. Shouder, Jr.
JUDGE OF PROBATE

Thomas A. Shouder, Jr.

Judge of Probate