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RESTATED
CERTIFICATE OF INCORPORATION
OF
THE FIRST BANK OF CHILDERSBURG

This Restated Certificate of Incorporation correctly sets forth without change the corresponding provisions of the certificate of incorporation as theretofore amended and supercedes the original certificate of incorporation and all amendments thereto.

ARTICLE I

NAME

The name of the corporation shall be the FIRST BANK OF CHILDERSBURG.

ARTICLE II

OBJECTS

The objects for which the corporation is formed are:

(A) To convert the First National Bank of Childersburg, a national banking association, organized under the laws of the United States of America into the FIRST BANK OF CHILDERSBURG, a state banking corporation, with all of the power and authority that may be exercised by a corporation formed for the purpose of carrying on the business of banking and trust companies under the laws of the State of Alabama.

(B) To do any business and perform any acts incident to the general banking business and the business of trust companies doing a banking business.

(C) To buy, sell, lease, acquire, own, use and occupy real estate in any locality, in a legal manner, that may be necessary or convenient for the conduction and maintenance of said banking business.

(D) To enter into contracts with persons, firms, associations and corporations for services of each and

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SUITE 602
ONE COMMERCE STREET
MONTGOMERY, ALABAMA 36104

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every kind that may be necessary or beneficial to the welfare of said banking business.

(E) To do each and every legal thing that may be for the betterment or welfare of said banking business.

ARTICLE III

PRINCIPAL OFFICE

The location of the initial agent for service of process shall be at 120 8th Avenue, S. W., Childersburg, Alabama, and the agent for such service shall be Daniel W. Cleckler.

The location of the principal place of business shall be at 47 North Main Street, Vincent, Shelby County, Alabama.

ARTICLE IV

The amount of the total authorized capital stock shall be \$500,000.00 divided into 50,000 shares of the par value of \$10.00 each.

The amount of capital stock with which the corporation will begin business shall be \$400,000.00 derived from 40,000 shares of stock; in addition, \$400,000.00 will be set up as surplus and \$464,000.00 as undivided profits.

ARTICLE V

AGENT

The name and post office address of the agent designated by the incorporators to receive subscriptions of the capital stock is: DANIEL W. CLECKLER, 120 8th Avenue, S. W., Childersburg, Alabama.

ARTICLE VI

DIRECTORS AND OFFICERS

(A) The names and post office addresses of the directors chosen for the first year of business of this bank are as follows:

Robert M. Cleckler, Sr.

25 Cheaha Trail
Childersburg, AL 35044

Robert M. Cleckler, Jr.	11 Cliff Road Childersburg, AL 35044
Daniel W. Cleckler	55 Woodside Street Childersburg, AL 35044
Michael H. Cleckler	127 North Street Talladega, AL 35160
Marvin F. Gade	1 Country Club Drive Coosa Pines, AL 35044
Clark T. Hook	Indian Hills Childersburg, AL 35044
W. H. Whitaker	Indian Hills Childersburg, AL 35044
James M. Rowe, Jr.	P.O. Box D Vincent, AL 35178
C. P. Wilson, Sr.	16 Woodland Heights Estates Childersburg, AL 35044

(B) The names, title and addresses of the officers chosen for the first year of business of said bank are as follows:

Robert M. Cleckler, Jr. 11 Cliff Road Childersburg, AL 35044	President
Daniel W. Cleckler 55 Woodside Street Childersburg, AL 35044	Chairman of the Board
Ronald E. Webster Indian Hills Circle Childersburg, AL 35044	Cashier
Janice Riley Miner Terrace Childersburg, AL 35044	Assistant Cashier
Rebecca W. Galloway Old Sylacauga Highway Childersburg, AL 35044	Assistant Cashier
Sarah A. Price Dana Avenue Sylacauga, AL 35150	Assistant Cashier

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ARTICLE VII

The duration of the corporation shall be perpetual, unless otherwise legally terminated.

ARTICLE VIII

The corporation shall possess all of the powers necessary and incident to the conduct of the banking business and it is hereby vested with the necessary power to carry out the objects herein expressed in Article II hereof, and shall have all powers especially conferred upon this corporation by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

(A) To engage in business as a natural person may, not inconsistent with the provisions of law pertaining to the organization and regulation of a banking corporation in the State of Alabama.

(B) To lend money and take security therefor, and to borrow money and give security therefor on any and all of the property of the corporation.

(C) To buy, sell, lease, acquire, own, use and occupy real estate and personal property in any locality, in a legal manner, that may be necessary or convenient for the conduct and maintenance of said banking business.

(D) To conduct for a reasonable time any business of each and every kind that might be necessary for it to conduct by virtue of such bank having taken over such business as a result of a foreclosure of any mortgage or collateral security that it might necessarily have taken over; provided, however, that said authority shall in no event continue or be exercised beyond such time as the Superintendent of Banks for the State of Alabama shall fix as the termination date for the reasonable exercise of the authority.

(E) To indemnify or reimburse any person, his heirs, executors or administrators for reasonable expenses actually incurred in connection with any action, suit or proceeding, civil or criminal, to which he or they shall be made a party by reason of his being or having been a director, officer, or employee of the Corporation or of any firm, corporation, or organization which he served in such capacity at the request of the Corporation: Provided,

however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which he shall finally be adjudged to have been guilty of or liable for gross negligence, willful misconduct or criminal acts in the performance of his duties to the Corporation: And, provided, further, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the holders of record of a majority of the outstanding shares of the Corporation, or the Board of Directors, acting by vote of directors not parties to the same or substantially the same action, suit, or proceeding, constituting a majority of the whole number of directors. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors, or administrators, may be entitled as a matter of law.

The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers and other employees to the extent that such indemnification is allowed in the preceding paragraph. Such insurance may, but need not, be for the benefit of all directors, officers, or employees.

ARTICLE IX

The dates on which the stockholders' annual meeting shall be held, the number of directors and terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the by-laws of the corporation. Other officers than those named herein may be created by the by-laws and filled by the board of directors. The corporation shall have power to make by-laws for the regulation and government of the corporation, its agents, servants or officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

IN WITNESS WHEREOF, the undersigned officers have subscribed their names to this restated certificate of incorporation, on this the 2nd day of November, 1987.

Robert M. Cleckler, Jr.
Robert M. Cleckler, Jr.
President

Ronald E. Webster
Ronald E. Webster
Cashier

I, Sara Ann Price, a notary public, do hereby certify that on this 2nd day of November, 1987, personally appeared before me Robert M. Cleckler, Jr., who, being by me first duly sworn, declared that he is the President of The First Bank of Childersburg, that he signed the foregoing document as the President of the Bank, and that the statements therein contained are true and correct.

Sara Ann Price
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES: 10-1-90

R137D03/@0029

State of Alabama

SHELBY

County

RESTATED CERTIFICATE OF INCORPORATION OF

FIRST BANK OF CHILDERSBURG

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of FIRST BANK OF CHILDERSBURG, duly signed pursuant to the provisions 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 Incorporation of FIRST BANK OF CHILDERSBURG, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 24th day of NOVEMBER, 1987.

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

1987 NOV 24 AM 11:52

Thomas A. Swannell
JUDGE OF PROBATE

Thomas A. Swannell
Judge of Probate

RECORDING FEES

Recording Fee \$ 25.00

Index Fee 1.00

TOTAL \$ 26.00

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