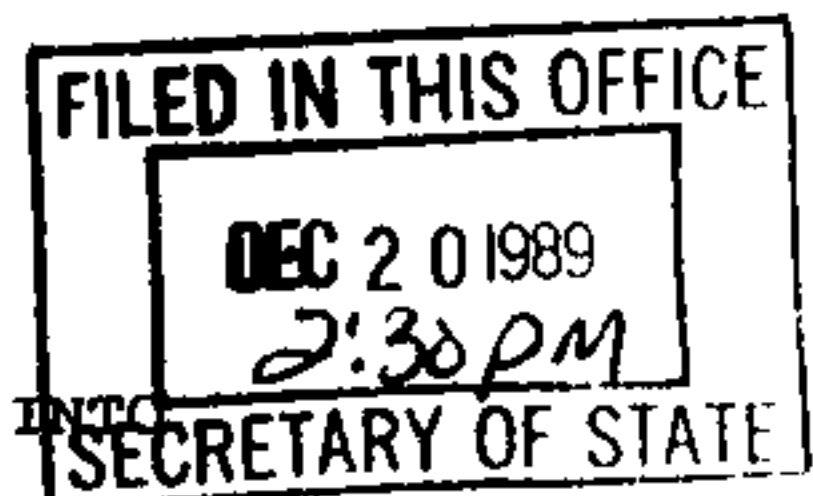


ARTICLES OF MERGER OF
ACUL MEMBER FINANCIAL SERVICES, INC. INTO
ACUL CORPORATION



The "Joint Plan Of Merger and Agreement of Merger Between ACUL Corporation and ACUL Member Financial Services, Inc. with ACUL Corporation as Surviving Corporation, attached hereto, and made a part hereof, (the same being "Exhibit Z"), having been approved by the shareholders of, ACUL Corporation, an Alabama corporation (hereinafter called "ACUL" or "the Surviving Corporation"), and ACUL Member Financial Services, Inc., an Alabama corporation (hereinafter called "Sub"), both of which are close corporations managed by their shareholders pursuant to Section 10-2A-308 of the Code of Alabama (1975), hereby adopt the following Articles of Merger, as provided by Section 10-2A-144, Code of Alabama of 1975, as amended:

1. The plan of merger shall be that which is attached hereto and made a part hereof as "Exhibit Z".

2. ACUL is authorized to issue 1,000 shares of common stock. One Thousand shares are issued and outstanding. The sole stockholder of the common stock is Alabama Credit Union League, Inc. and it has unanimously voted its approval of the Joint Plan Of Merger and has waived all notice requirements thereto. Sub is authorized to issue 5,000 shares of \$1.00 par common stock. Five Hundred (500) shares are issued and outstanding and all issued and outstanding shares are owned by ACUL. The sole stockholder of the common stock of Sub has unanimously

BOOK 040 PAGE 485

Ben F. Hayley
Treasurer
5737 Highland Ave

voted its approval of the plan of merger and has waived all notice requirements thereto.

3. ACUL and Sub are Alabama corporations. Their Articles of Incorporation are filed in the office of the Judge of Probate of Jefferson County, Alabama.

4. The common shares of Sub shall be cancelled and the common shares of ACUL outstanding on the effective date of merger shall thereupon without further action become one share of common stock of the Surviving Corporation without the issuance or exchange of new shares or certificates.

5. For tax and accounting purposes this merger shall be effective December 31, 1989.

IN WITNESS WHEREOF, ACUL Corporation and ACUL Member Financial Services, Inc. have caused these articles of merger to be executed in their corporate names by their respective officers on this the 15th day of December, 1989.

ACUL Corporation

By: Gary B. Wolter
Gary B. Wolter, President
Thomas Light
Thomas Light, Secretary

Verified by:

Rick Chamberlain
Rick Chamberlain, Vice
President

BOOK 040 PAGE 486

ACUL MEMBER FINANCIAL
SERVICES, INC.

By: Gary B. Wolter
Gary B. Wolter, President

Thomas Light
Thomas Light, Secretary

Verified by:

Rick Chamberlain
Rick Chamberlain, Vice
President

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, in and for said County, in said State, hereby certify that Gary Wolter, whose name as President of ACUL Corporation and Thomas Light whose name as Secretary of ACUL Corporation are signed to the foregoing Agreement, and who are known to me, acknowledged before me on this day, that, being informed of the contents of such Agreement, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand, this 15th day of December, 1989.

[Signature]
Notary Public

BOOK 040 PAGE 487

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, in and for said County, in said State, hereby certify that Gary Wolter, whose name as President of ACUL Member Financial Services, Inc. and Thomas Light, whose name as Secretary of ACUL Member Financial Services, Inc. are signed to the foregoing Agreement, and who are known to me, acknowledged before me on this day, that, being informed of the contents of such Agreement, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand, this 15th day of December, 1989.


Notary Public

This instrument prepared by:

TRIMMIER AND ASSOCIATES, P.C.
2737 Highland Avenue
Birmingham, AL 35205
(205) 251-3151

BUCK 040 PAGE 488

"EXHIBIT 2"

JOINT PLAN OF MERGER AND AGREEMENT OF MERGER
BETWEEN ACUL CORPORATION AND
ACUL MEMBER FINANCIAL SERVICES, INC.
WITH ACUL CORPORATION
AS SURVIVING CORPORATION

WHEREAS, ACUL Corporation (hereinafter called "ACUL" or "the Surviving Corporation"), is an Alabama corporation with its principal place of business in Shelby County, Alabama; and

WHEREAS, the aggregate number of shares that ACUL is authorized to issue is 1,000 common shares at a par value of \$1.00 each, of which 1,000 shares are outstanding and all of which are owned by Alabama Credit Union League, Inc.; and

WHEREAS, ACUL Member Financial Services, Inc. (hereinafter called "Sub") is an Alabama corporation with its principal place of business at Shelby County, Alabama; and

WHEREAS, the aggregate number of shares that Sub is authorized to issue is 5000 common shares at a par value of \$1.00 each, of which 500 shares are outstanding and all of which are owned by ACUL; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets and liabilities of both parties be combined into one surviving corporation which shall be ACUL Corporation;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto in accordance with the applicable provisions of the laws of the

State of Alabama hereby agree as follows:

1. MERGER. Sub shall be merged with and into ACUL and ACUL does hereby merge Sub with and into itself. On and after the effective date of this contemplated merger:

(a) ACUL shall be the Surviving Corporation, and shall continue to exist as a domestic corporation under the laws of Alabama, with all of the rights and obligations of such surviving domestic corporation as are provided by the Alabama Business Corporation Law.

(b) Sub, an Alabama corporation pursuant to the Alabama Business Corporation Law, shall cease to exist (except as otherwise provided for specific purposes in such Act), and its property shall become the property of ACUL as the Surviving Corporation.

2. ARTICLES OF INCORPORATION; BYLAWS. The Certificate and Articles of Incorporation as amended and Bylaws of ACUL shall continue as the Certificate and Articles of Incorporation and Bylaws of the Surviving Corporation.

3. DIRECTORS. ACUL shall continue to be a close corporation under Alabama law and be managed by its Shareholder (Alabama Credit Union League), as provided by Section 10-2A-308 of the Code of Alabama (1975) as the Surviving Corporation.

4. SHARES OF SURVIVOR. Each common share of Sub outstanding on the effective date of merger shall thereupon, without further action, be cancelled. The common shares of

ACUL outstanding on the effective date of this merger shall thereupon, without further action, become one share of common stock of the surviving corporation without issuance or exchange of new shares or share certificates.

5. EFFECTIVE DATE. The effective date of this merger shall be December 31, 1989.

IN WITNESS WHEREOF, ACUL Corporation and ACUL Member Financial Services, Inc. have caused this Agreement to be executed in their corporate names by their respective officers on this the 15th day of December, 1989.

ACUL Corporation

By: Gary B. Wolter
Gary B. Wolter, President

By: Thomas Light
Thomas Light, Secretary

Verified by:

Rick Chamberlain
Rick Chamberlain, Vice President

ACUL MEMBER FINANCIAL SERVICES, INC.

By: Gary B. Wolter
Gary B. Wolter, President

By: Thomas Light
Thomas Light, Secretary

Verified by:

Rick Chamberlain
Rick Chamberlain, Vice President

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, in and for said County, in said State, hereby certify that Gary B. Wolter, whose name as President of ACUL Corporation and Thomas Light whose name as Secretary of ACUL Corporation are signed to the foregoing Agreement, and who are known to me, acknowledged before me on this day, that, being informed of the contents of such Agreement, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand, this 25th day of December, 1989.

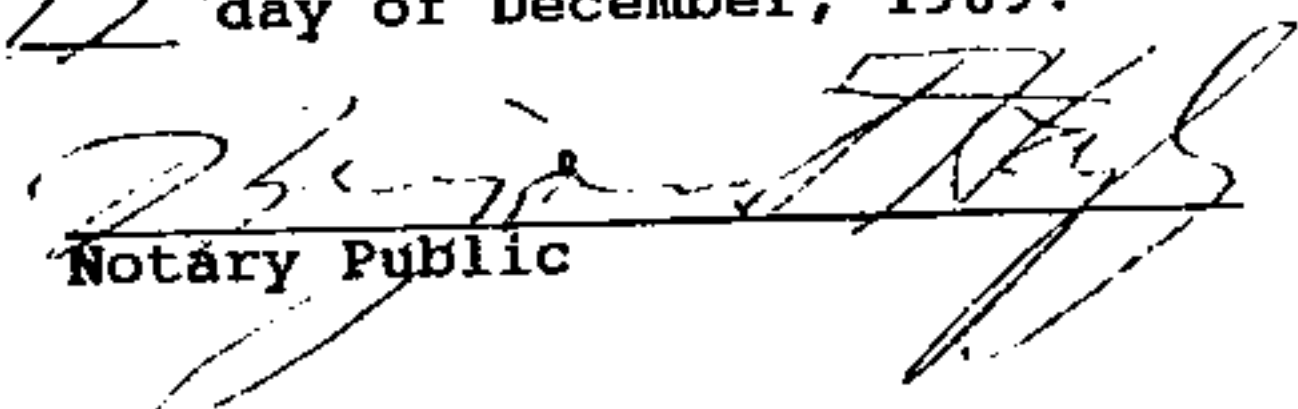

Notary Public

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, in and for said County, in said State, hereby certify that Gary B. Wolter, whose name as President of ACUL Member Financial Services, Inc. and Thomas Light whose name as Secretary of ACUL Member Financial Services, Inc. are signed to the foregoing Agreement, and who are known to me, acknowledged before me on this day, that, being informed of the contents of such Agreement, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand, this 25th day of December, 1989.


Notary Public

This instrument prepared by:

TRIMMIER AND ASSOCIATES, P.C.
2737 Highland Avenue
Birmingham, AL 35205
(205) 251-3151

BOOK 040 PAGE 492



STATE OF ALABAMA

I, Perry A. Hand, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging ACUL Member Financial Services, Inc. into
ACUL Corporation, both Alabama corporations

duly signed and verified pursuant to the provisions of Section 10-2A-143, **Code of Alabama, 1975**, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging ACUL Member Financial Services, Inc. into ACUL Corporation

and attaches hereto a duplicate original of the Articles of Merger.



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.

December 20, 1989

Date

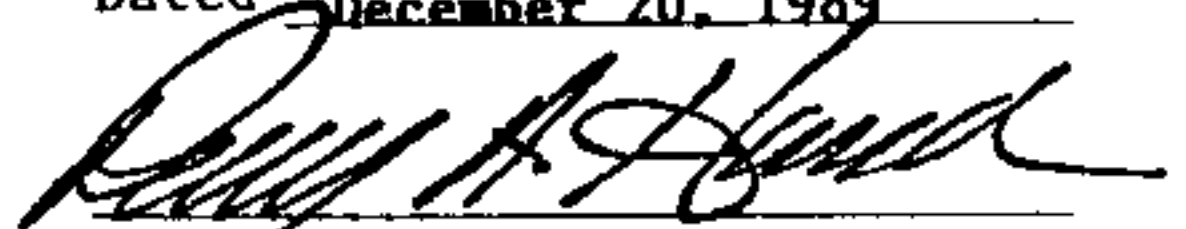
Perry A. Hand

Secretary of State

Secretary of State
State of Alabama

I hereby certify that this is a true
and complete copy of the document filed in
this office on December 20, 1989.

Dated December 20, 1989



Perry A. Hand
Secretary of State

1. Deed Tax	\$	
2. [unclear]	\$	
3. [unclear]		
4. [unclear]		25.00
5. [unclear]		3.00
6. [unclear]		
Total	\$	28.00

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

89 DEC 22 AM 8:15


JUDGE OF PROBATE

BOOK 040 PAGE 494