

STATE OF ALABAMA

I, Jim Bennett, 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 CU Forms, Inc. into ACUL Corporation, both Alabama corporations, duly signed and verified pursuant to the provisions of Section 10-2A-144, 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 CU Forms, Inc. into ACUL Corporation and attaches hereto a duplicate original of the Articles of Merger. *f*

Inst # 1994-37493

12/28/1994-37493
09:03 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 30.00

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.

12/19/94

Date

Jim Bennett

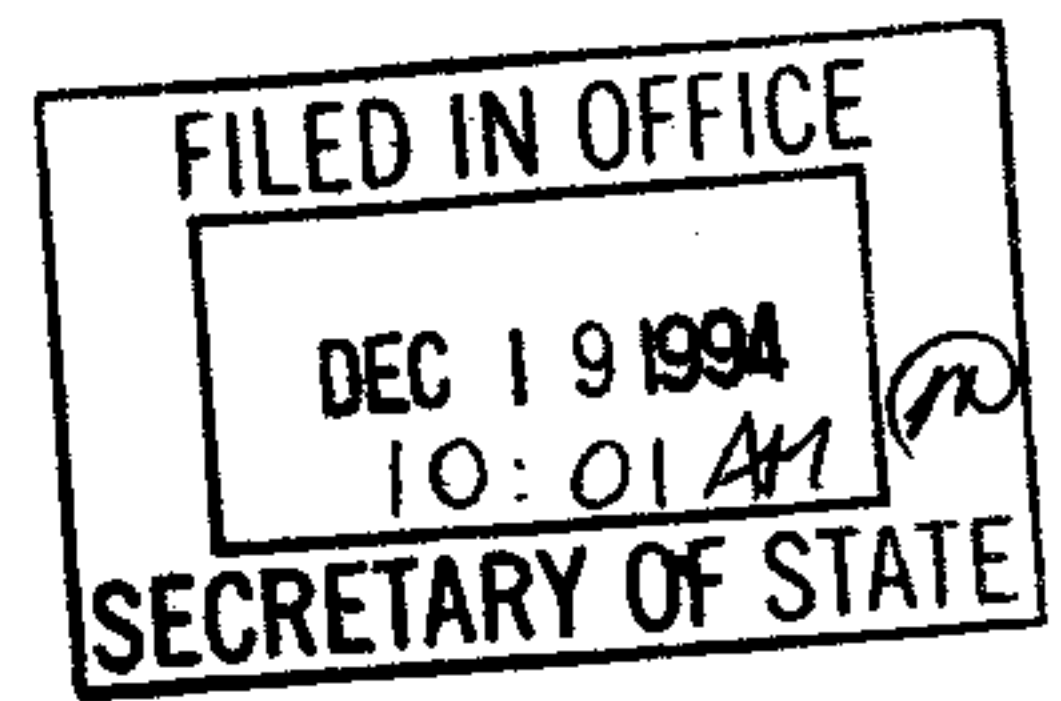
Jim Bennett

Secretary of State



Ben F Hayley
Trimmler & Hayley P C
3700 River Run Drive
Birmingham AL 35243

Inst # 1994-37493



ARTICLES OF MERGER OF
CU FORMS, INC. INTO
ACUL CORPORATION

The "Joint Plan Of Merger and Agreement of Merger Between CU FORMS, INC. with ACUL CORPORATION as Surviving Corporation" attached hereto, and made a part hereof, (the same being "Exhibit A"), herein being approved by all of the shareholders and directors of ACUL CORPORATION, an Alabama corporation (hereinafter called "ACUL"), the Surviving Corporation, and CU FORMS, INC., an Alabama corporation (hereinafter called "FORMS"), 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 A".

2. ACUL is authorized to issue 1,000 shares of \$1.00 par 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.

FORMS is authorized to issue 5,000 shares of \$1.00 par common stock. One Hundred (100) shares are issued and outstanding. The sole stockholder of the common stock is ACUL Corporation, and it has unanimously voted its approval of the Joint Plan Of Merger and has waived all notice requirements thereto.

3. ACUL and FORMS are Alabama corporations. Their Articles of Incorporation of CU Forms, Inc. are filed in the office of the Judge of Probate of Shelby County, Alabama. The Articles of Incorporation of ACUL CORPORATION are filed in the office of the Judge of Probate of Jefferson County, Alabama.

4. The common shares of FORMS shall be canceled 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. This merger shall be effective for accounting purposes on December 31, 1994.

The undersigned President of ACUL CORPORATION, the sole Shareholder of FORMS, acknowledges receipt of a copy of the attached "Joint Plan of Merger and Agreement of Merger" and waives the necessity of mailing a copy of it.

IN WITNESS WHEREOF, ACUL CORPORATION and CU FORMS, INC. have caused these articles of merger to be executed in their corporate names by their respective officers on this the 12th day of December, 1994.

Hillard Sparks
Its Secretary

ACUL CORPORATION

By: Gary B. Wolter
Its President

Hillard Sparks
Its Secretary

CU FORMS, INC.

By: Gary B. Wolter
Its President

STATE OF ALABAMA)
SHELBY 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 HILLARD SPARKS 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 12th day of December, 1994.

My commission expires:

7-28-95

Richard A. Chamberlain
Notary Public

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, in and for said County, in said State, hereby certify that GARY B. WOLTER, whose name as President of CU FORMS, INC. and HILLARD SPARKS whose name as Secretary of CU FORMS, 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 12th day of December, 1994.

My commission expires:

7-28-95

Richard W. Chamberlain
Notary Public

Prepared by: BEN F. HAYLEY
Trimmier and Hayley, P.C.
Post Office Box 1885
Birmingham, Alabama 35201-1885

"EXHIBIT A"

**JOINT PLAN OF MERGER AND AGREEMENT OF MERGER
BETWEEN ACUL CORPORATION AND
CU FORMS, 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;

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.;

WHEREAS, CU FORMS, INC. (hereinafter called "FORMS") is an Alabama corporation with its principal place of business in Shelby County, Alabama;

WHEREAS, the aggregate number of shares that FORMS is authorized to issue is 5000 common shares at a par value of \$1.00 each, of which 100 shares are outstanding and all of which are owned by ACUL CORPORATION; 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. FORMS shall be merged with and into ACUL and ACUL does hereby merge FORMS 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) FORMS, 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 Shareholders 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 FORMS outstanding on the effective date of merger shall thereupon, without further action, be canceled. The common shares of FORMS 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. By signing below the sole Shareholder ACUL CORPORATION acknowledges receipt of a copy of this "Joint Plan of Merger and Agreement of Merger" and waives the necessity of mailing a copy to it.

6. EFFECTIVE DATE. The effective date of this merger shall be December 31, 1994, for accounting purposes.

IN WITNESS WHEREOF, ACUL CORPORATION and CU FORMS, INC. have caused this Agreement to be executed in their corporate names by their respective officers on this the 12th day of December 1994.

ACUL CORPORATION

By: Mary B. Wooten
Its President

Harold Sparks
Its Secretary

CU FORMS, INC.

By: Mary B. Wooten
Its President

Harold Sparks
Its Secretary

STATE OF ALABAMA)
SHELBY 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 HILLARD SPARKS 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 18th day of December, 1994.

My commission expires:

7-28-95

Richard D. Chamberlain
Notary Public

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, in and for said County, in said State, hereby certify that GARY B. WOLTER whose name as President of CU FORMS, INC. and HILLARD SPARKS whose name as Secretary of CU FORMS, 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 18th day of December, 1994.

My commission expires:

Richard D. Chamberlain
Notary Public

Prepared by: BEN F. HAYLEY
Trimmier and Hayley, P.C.
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Birmingham, Alabama 35201-1885

Inst # 1994-37493

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09:03 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 30.00

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 19, 1994

DATE 12-19-94
Jim Bennett
Secretary of State