

ARTICLES OF INCORPORATION

OF

FIRST HERITAGE FINANCIAL GROUP, INC.

**TO THE JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA**

Inst # 2000-05945

**02/25/2000-05945
10:19 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
90.00
004 HHS**

ARTICLE I

The name of the Corporation is: **FIRST HERITAGE FINANCIAL GROUP, INC.**

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The Corporation elects to be governed by the Alabama Business Corporation Act. The object of the Corporation is pecuniary gain and profit and the purpose for which the Corporation is formed is the transaction of any and all lawful business permitted under the Act.

ARTICLE IV

The Corporation shall have authority to issue 10,000 shares of no par value common stock.

ARTICLE V

The location and mailing address of the initial registered office of the Corporation shall be at 300 Cahaba Park South, Suite 218, Birmingham, Alabama 35242, in Shelby County. The initial registered agent of the Corporation at such address shall be Hugh P. Stith, III. The mailing address of the initial principal office of the Corporation is 300 Cahaba Park South, Suite 218, Birmingham, Alabama 35242.

ARTICLE VI

The number of directors constituting the initial Board of Directors is two Directors, and the names and addresses of the persons who are to serve as director until the first annual meeting of shareholders, or until their successors to be elected and qualified are:

Hugh P. Stith, III 300 Cahaba Park South, Suite 218 Birmingham, AL 35242

Kay Christain

300 Cahaba Park South, Suite 218

Birmingham, AL 35242

ARTICLE VII

The name and address of the incorporator is Steven L. Cochrun, 3928 Montclair Road, Suite 217, Birmingham, AL 35213.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.


STEVEN L. COCHRUN, Incorporator

OF COUNSEL:

STEVEN L. COCHRUN, P.C.
3928 Montclair Road, Suite 217
Birmingham, AL 35213

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

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

First Heritage Financial Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Steve Cochrun, 3928 Montclair Road Ste 217, Birmingham, AL 35213 for a period of one hundred twenty days beginning February 15, 2000 and expiring June 15, 2000.

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.



February 15, 2000

Date

A handwritten signature in cursive script, reading "Jim Bennett".

Jim Bennett

Secretary of State

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004 MMS 90.00