

STATE OF ALABAMA

§

§ ss.

SHELBY COUNTY

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**ARTICLES OF AMENDMENT OF THE ARTICLES
OF INCORPORATION OF
RIVERCHASE UNITED APPEAL FUND, INC.**

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigned, Craig Tolbert, President, and Stuart Garrette, Secretary of Riverchase United Appeal Fund, Inc. (the "Corporation"), an Alabama nonprofit corporation, (whose Articles of Incorporation were filed in the office of the Probate Judge for Shelby County, Alabama on December 16, 2003, as Instrument #2003-808620) do hereby certify that the following Amendment to the Articles of Incorporation of the Corporation has been duly adopted in accordance with the provisions of sections 10-3A-80 through 10-3A-84, inclusive, *Code of Alabama* (1975):

- (1) The name of the Corporation is Riverchase United Appeal Fund, Inc..
- (2) The Articles of Incorporation were amended as follows: The text of Section 5 thereof, entitled "Initial Members," is stricken in its entirety, and the following is inserted in lieu thereof:

The initial members of the corporation shall be Riverchase United Methodist Church, Hoover, Alabama, and Operation Helping Hands, Inc., an Independent Program with which Riverchase United Methodist Church has an ongoing relationship.

- (3) As provided in Section 13 of the Corporation's Articles of Incorporation, there are no members of the Corporation entitled to vote upon this Amendment.

- (4) The above Amendment was unanimously approved by all members of the Corporation's board of directors through a consent in lieu of a meeting, dated January 9, 2004.

John Ray

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals and have caused the seal of the Corporation to be affixed hereto.

Dated as of January 9, 2004

RIVERCHASE UNITED APPEAL FUND,
INC.

By: Craig Tolbert
Craig Tolbert
Its President

By: Stuart Garrette
Stuart Garrette
Its Secretary

STATE OF ALABAMA §
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Before me, the undersigned authority, a notary public in and for the State of Alabama at Large, personally appeared Stuart Garrette, Secretary of Riverchase United Appeal Fund, Inc., who, after being by me first duly sworn, did depose and state under oath as follows:

The statements contained in the foregoing instrument are true and correct.

Stuart Garrette
Stuart Garrette

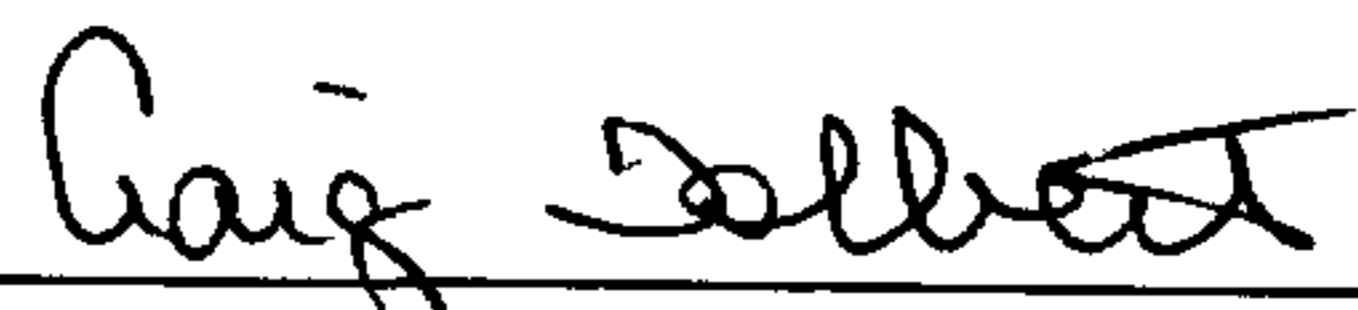
Sworn to, subscribed, and acknowledged before me the undersigned authority on this the 9 day of January, 2004.

Susan Mauch Phillips
Notary Public for the State of Alabama at Large

**CONSENT OF DIRECTORS TO ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
RIVERCHASE UNITED APPEAL FUND, INC.**

We, the undersigned, constituting all of the directors of Riverchase United Appeal Fund, Inc. (the "Corporation"), an Alabama nonprofit corporation, do hereby unanimously consent and agree that the Articles of Incorporation of the Corporation be amended as set forth in the Articles of Amendment attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals on this the 9th day of January, 2004.



Craig Tolbert, Director



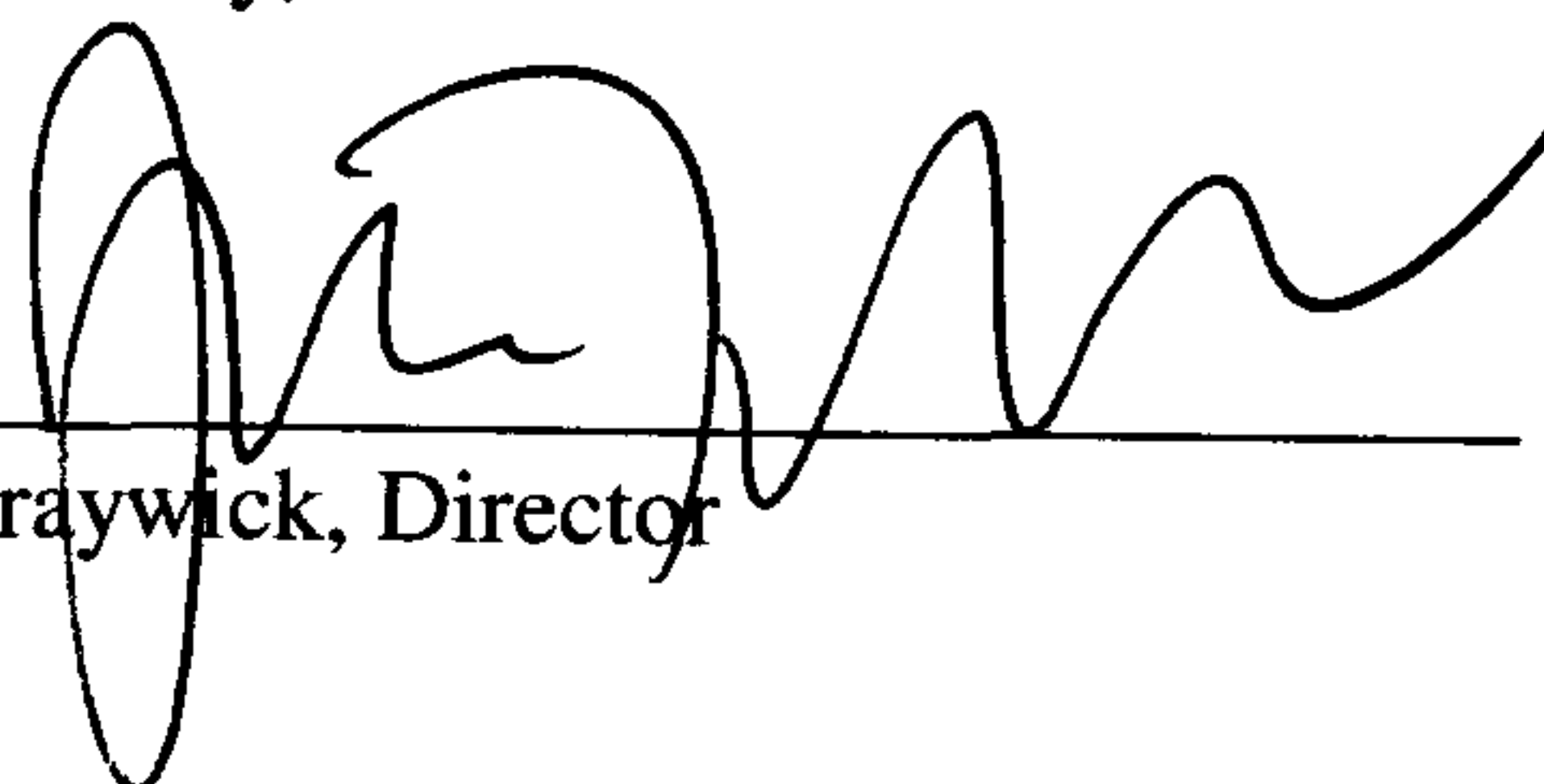
Stuart Garrette, Director



Glenn Antee, Director



Rick Hershey, Director



John Traywick, Director

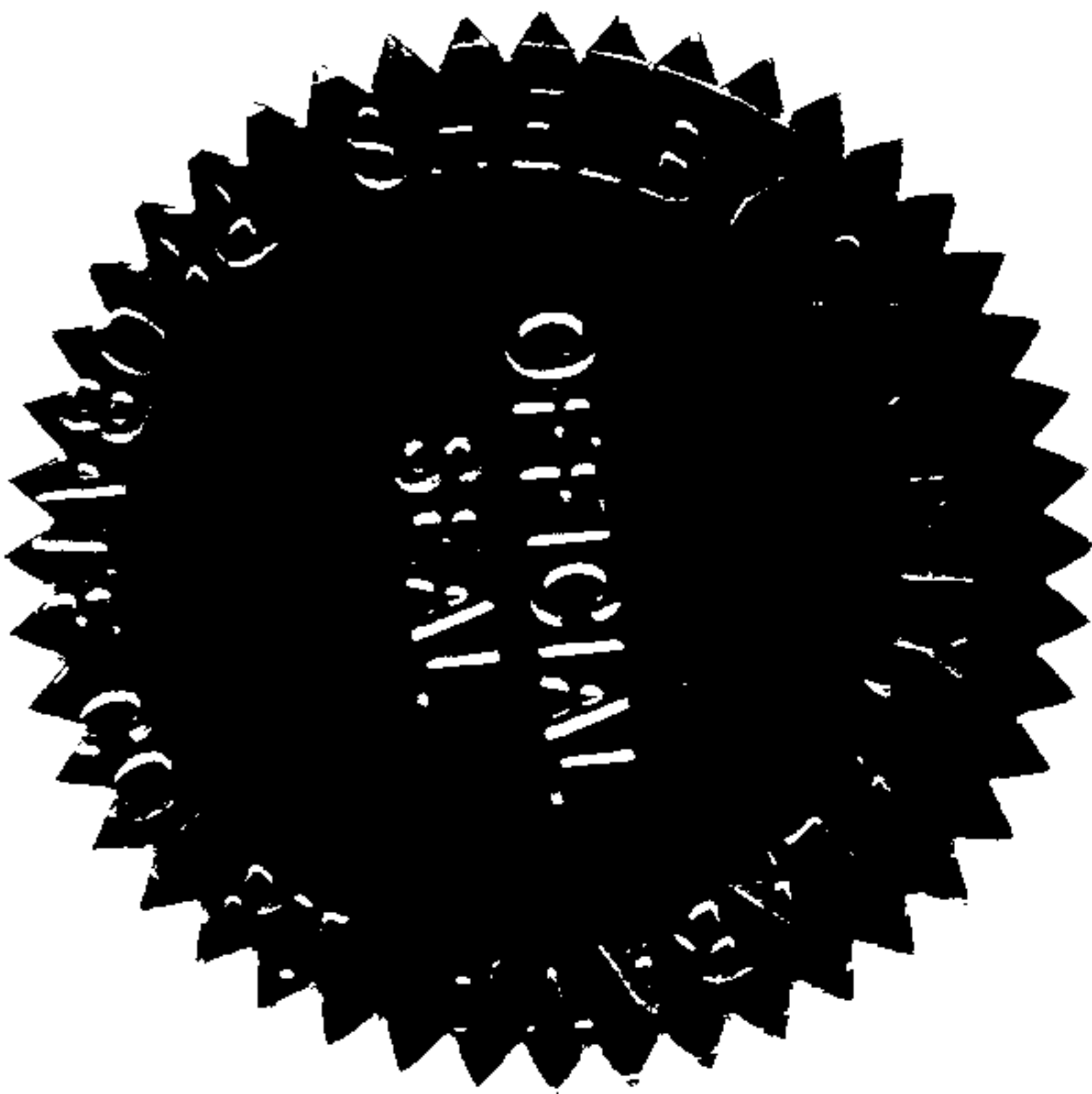
State of Alabama Shelby County

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Shelby Cnty Judge of Probate, AL
02/05/2004 12:02:00 FILED/CERTIFIED

Certificate of Incorporation Amendment Of RIVERCHASE UNITED APPEAL FUND, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Riverchase United Appeal Fund, Inc., duly signed and verified pursuant to the provisions of Section Non Profit 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 her by law, hereby issues this Certificate of Incorporation of Riverchase United Appeal Fund, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on this the 5th day
of February 2004.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate