

STATE OF ALABAMA §
 § ss.
SHELBY COUNTY §

**SECOND 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 Second 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 are amended as follows:

The text of Section 8 thereof, entitled "Dissolution," is stricken in its entirety, and the following is inserted in lieu thereof:

Upon the dissolution of the corporation, and after payment of all its liabilities, all its remaining assets shall be distributed for one or more exempt purposes within the meaning of Code section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Shelby County, Alabama, or the Circuit Court of the county in which the principal office of the corporation is then located if not in Shelby County, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes

- (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 Oct 14, 2005.

IN WITNESS WHEREOF, the undersigned has hereunto caused its duly authorized representative to execute this document on its behalf under seal effective as of OCT 14, 2005.

RIVERCHASE UNITED APPEAL FUND,
INC.

By: Craig Tolbert
Craig Tolbert
Its President

By: Stuart Garrette
Stuart Garrette
Its Secretary

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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 14 day of October, 2005.

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

THIS DOCUMENT PREPARED BY:

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NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Apr 27, 2007
BONDED THRU NOTARY PUBLIC UNDERWRITERS

State of Alabama Shelby County

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 16TH day of NOVEMBER, 2005.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

