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Shelby Cnty Judge of Probate, AL
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ARTICLES OF INCORPORATION
OF
AMERICUS FINANCIAL SERVICES, INC.

The undersigned, acting as incorporator under the Alabama Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this corporation (the "Corporation") shall be:

AMERICUS FINANCIAL SERVICES, INC.

ARTICLE II
Purposes

The nature of the business of the Corporation and its objects, purposes and powers are:

- (a) to provide financial related services and all related activities, including the ownership of one or more banks;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing; (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes;

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes

which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE III Capital Stock

3.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is three million (3,000,000) shares, consisting of three million (3,000,000) shares of \$1.00 par value common stock.

3.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

3.03 None of the shareholders of the Corporation shall have, and each shareholder is hereby expressly denied, the preemptive right to purchase his or her proportion of the issuance of any class of shares, including treasury shares, according to the proportion of his or her holdings of such class of shares.

ARTICLE IV Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

4.01 A director shall not be held personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action as a director, except this provision shall not eliminate the liability of a director for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (iv) an intentional violation of criminal law; or (v) a breach of a director's duty of loyalty to the Corporation or its shareholders. It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted by the Alabama Business Corporation Act as it now or hereafter exists. If at any time in the future the Alabama

Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection afforded by this Section 4.01 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 4.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

4.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE V
Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be Michael R. Washburn, 5 Inverness Center Parkway, Birmingham, Alabama 35242 and the registered agent at such address shall be Michael R. Washburn.

ARTICLE VI
Board of Directors

The Corporation's initial Board of Directors shall consist of not less than five nor more than twenty-five persons, the exact number to be fixed and determined from time to time by resolution of a majority of the full Board of Directors or by resolution of a majority of the stockholders at any annual or special meeting thereof. The names and addresses of the members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Harold E. Bissell	3404 East Briarcliff Road Birmingham, AL 35223
Jerry D. Kimbrough	4971 Cold Harbor Drive Birmingham, AL 35223
Donald H. Slappey, Jr.	2332 Countryridge Drive Birmingham, AL 35243
Michael R. Washburn	5 Inverness Center Parkway Birmingham, AL 35242
Douglas D. Eddleman	2801 Southwood Road Birmingham, AL 35223

Marvin D. Mills

2801 Berwick Road
Birmingham, AL 35213

Lisa Thompson Smith

3323 East Briarcliff Road
Birmingham, AL 35223

John H. Roberts

2525 Lanark Road
Birmingham, AL 35242

Russell H. Vandeveld, IV

8 Winthrop Avenue
Birmingham, AL 35213

ARTICLE VII
Incorporator

The name and address of the Incorporator of the Corporation is as follows:

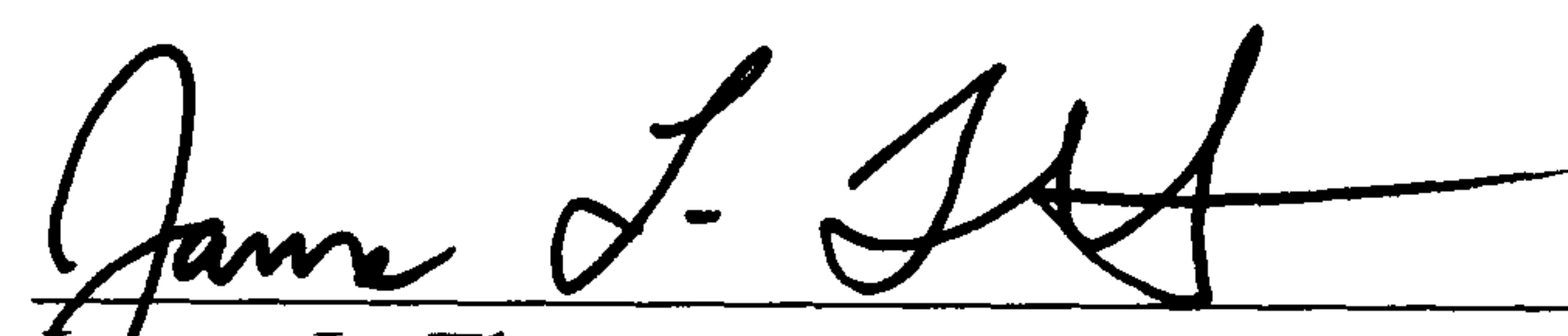
Name

Address

James L. Thornton

Balch & Bingham LLP
1901 Sixth Avenue North,
Suite 2600
Birmingham, AL 35203

Dated the 13th day of November, 2006.


James L. Thornton
Incorporator

This Instrument was prepared by:

James L. Thornton
Balch & Bingham LLP
1901 Sixth Avenue North, Suite 2600
Birmingham, Alabama 35203
(205) 251-8100

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

Americus Financial Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Kari Lesser, PO Box 306, Birmingham, AL 35201 for a period of one hundred twenty days beginning November 9, 2006 and expiring March 10, 2007.



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.

November 9, 2006

Date

A handwritten signature in cursive script, reading "Nancy L. Worley".

Nancy L. Worley

Secretary of State