

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
R & M FINANCIAL, INC.**

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following amendments to its Articles of Incorporation.

Article I. The name of the corporation:

The name of the corporation is R & M Financial, Inc.

Article II. The following amendments were adopted in the manner provided for by the Alabama Business Corporation Act:

First Amendment:

R & M Financial, Inc., hereby amends Article Six (Directors) which read as follows: "The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Six. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

**Rebecca Lynn Mills
241 Saddle Lake Drive
Alabaster, Alabama 35007**

**Margie G. Mason
241 Saddle Lake Drive
Alabaster, Alabama 35007**

To

The number of Directors shall be between one (1) and three (3). The initial Board of Directors shall be as follows:

**Rebecca Lynn Mills
241 Saddle Lake Drive
Alabaster, Alabama 35007**

**Margie G. Mason
241 Saddle Lake Drive
Alabaster, Alabama 35007**

The initial Board of Directors shall serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualify.

Article III. The amendment was adopted by the shareholders or directors in the manner prescribed by law on February 1, 2009.

Article IV. The number of shares outstanding at the time of the adoption was 1,000; the number of shares entitled to vote thereon was 1,000. If the shares of any class are



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entitled to vote thereon as a class, list the designation and number of outstanding shares entitled to vote thereon of each such class:

Margie G. Mills **500 shares**
Rebecca Lynn Mills **500 shares**

Article V. The number of shares voted for the amendment was 1,000 and the number of shares voted against such amendment was 0.

Date: May 8, 2009

By: Rebecca Lynn Allor
Rebecca Lynn Allor
President of R & M Financial, Inc.

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