

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
AMERICUS FINANCIAL SERVICES, INC.,  
an Alabama corporation**

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Pursuant to the provisions of the Alabama Business Corporation Act, Sections 10-2B-10.01 through 10-2B-10.09 of the Code of Alabama (1975), as amended (the "Act"), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation (the "Corporation") is Americus Financial Services, Inc.

2. The Articles of Incorporation of the Corporation were filed with the Office of the Judge of Probate of Shelby County, Alabama, on November 13, 2006 and Articles of Amendment thereto were filed with the Office of the Judge of Probate of Shelby County, Alabama, on July 22, 2008.

3. For the purpose of increasing the Corporation's authorized capital stock and authorizing a class of nonvoting common stock, Article III, Section 3.01 of the Corporation's Articles of Incorporation, as heretofore amended, is hereby deleted in its entirety and replaced with the following in lieu thereof:

"3.01 (a) The total number of shares of all classes of capital stock (the "Shares") which the Corporation shall have the authority to issue is twenty-five million, five hundred thousand (25,500,000) Shares, consisting of: (i) twenty-five million shares of common stock, \$1.00 par value per share (the "Common Stock"), of which (A) twenty-two million, five hundred thousand (22,500,000) shares of Common Stock shall constitute a class of Voting Common Stock (the "Voting Common Stock") and (B) two million, five hundred thousand (2,500,000) shares of Common Stock shall constitute a class of Nonvoting Common Stock (the "Nonvoting Common Stock"); and (ii) five hundred thousand (500,000) shares of preferred stock, \$1.00 par value per share (the "Preferred Stock").

(b) Except as otherwise expressly set forth below or as required by the Act, all outstanding shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(i) Dividends. Subject to the provisions of law and the rights that may be granted to holders of any Preferred Stock, the holders of

Common Stock shall be entitled to receive out of funds legally available therefor a pro rata share of any dividends that the Board of Directors of the Corporation in its sole discretion may declare.

(ii) Liquidation, Dissolution or Winding-Up and Distributions. Subject to the provisions of law and the rights that may be granted to holders of any Preferred Stock, the assets available for distribution to holders of Common Stock upon liquidation, dissolution or winding up of the Corporation shall be distributed ratably among the holders of the Common Stock.

(iii) Voting Rights. The holders of outstanding shares of Voting Common Stock shall have the right to vote for the election or removal of directors and on all other matters submitted to a vote of the shareholders of the Corporation. The holders of outstanding shares of Nonvoting Common Stock shall have no right to vote for the election or removal of directors of the Corporation or on any other matters submitted to a vote of the shareholders of the Corporation, other than such rights as may be required by the Act and which are set forth below. The shares of Nonvoting Common Stock shall not be included in determining the number of shares of any voting group voting or entitled to vote on any such matters and shall not be entitled to notice of meetings of shareholders, unless such notice is expressly required by law. At every meeting with respect to matters on which the holders of outstanding shares of Voting Common Stock are entitled to vote, the holders of outstanding shares of Voting Common Stock shall be entitled to one vote per share. At every meeting with respect to matters on which the holders of outstanding shares of Nonvoting Common Stock are entitled to vote as provided herein or as required by the Act, the holders of outstanding shares of Nonvoting Common Stock shall be entitled to one vote per share, voting as a separate voting group to the extent required by the Act. The holders of the outstanding shares of Nonvoting Common Stock shall be entitled to vote as a separate voting group (if shareholder voting is otherwise required by the Act) on the following:

(A) A proposed amendment to the Articles of Incorporation of the Corporation if the amendment would:

(1) Increase or decrease the aggregate number of authorized shares of Nonvoting Common Stock;

(2) Effect an exchange or reclassification of all or part of the shares of Nonvoting Common Stock into shares of another class;

(3) Effect an exchange or reclassification, or create the right of exchange, of all or part of the shares of another class into shares of Nonvoting Common Stock;





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(4) Change the designation, rights, preferences, or limitations of all or part of the shares of Nonvoting Common Stock;

(5) Change the shares of all or part of the Nonvoting Common Stock into a different number of shares of the same class;

(6) Create a new class of shares having rights or preferences with respect to distributions or to dissolutions that are prior, superior, or substantially equal to the shares of Nonvoting Common Stock;

(7) Increase the rights, preferences, or number of authorized shares of any class that, after giving effect to the amendment, have rights or preferences with respect to distributions or to dissolutions that are prior, superior, or substantially equal to the shares of Nonvoting Common Stock;

(8) Limit or deny an existing preemptive right of all or part of the shares of Nonvoting Common Stock; or

(9) Cancel or otherwise affect rights to distributions of dividends that have accumulated but not yet been declared on all or part of the shares of Nonvoting Common Stock;

(B) A proposed plan of merger if such plan of merger contains a provision that, if contained in a proposed amendment to the Articles of Incorporation of the Corporation, would require action by the holders of Nonvoting Common Stock under Section 3.01(b)(iii)(A) above; or

(C) A plan of share exchange if the shares of Nonvoting Common Stock are included in the exchange.”

4. Except as set forth in Section 3 above, the Articles of Incorporation of the Corporation, as heretofore amended, are continued in full force and effect.

5. The foregoing amendment to the Articles of Incorporation was duly adopted by the shareholders of the Corporation at the annual meeting of shareholders held on August 19, 2010 (the “Annual Meeting”). At the time of the adoption of the foregoing amendment, the following shares were outstanding, entitled to vote on the foregoing amendment, and represented at the Annual Meeting, and each share was entitled to one vote:


<u>Shares</u>	<u>Outstanding</u>	<u>Entitled to Vote</u>	<u>Represented</u>
Common Stock	3,147,247	3,147,247	2,163,400

6. The number of shares entitled to vote on the foregoing amendment at the Annual Meeting that voted FOR the amendment and the number of shares entitled to vote on the foregoing amendment that voted AGAINST the amendment were as follows:

<u>Shares</u>	<u>Total Voted FOR</u>	<u>Total Voted AGAINST</u>	<u>Total ABSTAINED</u>
Common Stock	2,131,650	30,500	1,250

7. The number of shares that voted FOR the amendment at the Annual Meeting was sufficient for approval thereof by the shareholders of the Corporation, as required by the Act and the Articles of Incorporation of the Corporation.


*[Signature on the following page]*

  
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**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to the Corporation's Articles of Incorporation to be executed in its name and on its behalf as of October 15<sup>th</sup>, 2010.

**AMERICUS FINANCIAL SERVICES,  
INC.**

By: Paul Rogers  
Name: Paul Rogers  
Its: President

  
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