

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

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

FIRST: The name of the corporation is Americus Financial Services, Inc. ("Americus").

SECOND: For the purpose of changing the name of the corporation, the Articles are hereby amended to provide for a new ARTICLE I as follows:

ARTICLE I
Name

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

NATIONAL COMMERCE CORPORATION

THIRD: For the purpose of effecting a 1-for-2 reverse stock split of the Corporation's common stock and the proportionate reduction in the number of authorized shares of all classes of the Company's capital stock, as well as to clarify the effect of the change of the Company's name on existing stock certificates, Article III, Section 3.01(a) 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 twelve million, seven hundred fifty thousand (12,750,000) Shares, consisting of: (i) twelve million, five hundred thousand (12,500,000) shares of common stock, \$1.00 par value per share (the "Common Stock"), of which (A) eleven million, two hundred fifty thousand (11,250,000) shares of Common Stock shall constitute a class of Voting Common Stock (the "Voting Common Stock") and (B) one million, two hundred fifty thousand (1,250,000) shares of Common Stock shall constitute a class of Nonvoting Common Stock (the "Nonvoting Common Stock"); and (ii) two hundred fifty thousand (250,000) shares of preferred stock, \$1.00 par value per share (the "Preferred Stock").

Effective upon the filing of these Articles of Amendment to the Articles of Incorporation (the "Effective Time"), there is hereby effected a 1-for-2 reverse stock split (the "Reverse Split") of the Corporation's issued and outstanding shares of Common Stock, including all issued and outstanding shares of Voting Common Stock and Nonvoting Common Stock, whereby every two (2) shares of such Common Stock issued and outstanding immediately prior to the

Effective Time (the “Old Common Stock”) shall, automatically without any action on the part of the holder thereof, be converted into one (1) share of Common Stock (the “New Common Stock”). After giving effect to the Reverse Split, fractional shares will be issued, and no cash will be paid in lieu thereof. From and after the Effective Time, upon surrender of existing certificates representing outstanding shares of Old Common Stock (the “Old Certificates”), the registrar of the Company’s Common Stock shall update the Company’s book-entry system for uncertificated shares to reflect the number of shares of New Common Stock then held by shareholders; provided, however, that the Company reserves the right to issue new or replacement certificates in its sole discretion. Until surrendered by the holder thereof, each Old Certificate shall, from and after the Effective Time, no longer represent the shares of Old Common Stock stated on the face of such Old Certificate, but shall be deemed to represent only the number of shares of New Common Stock resulting from the Reverse Split and shall further be deemed to evidence ownership of shares of Common Stock of National Commerce Corporation.

FOURTH: The amendments above were adopted by the Board of Directors of Americus on September 27, 2011 and approved by the shareholders of Americus on October 25, 2011.

FIFTH: With respect to the amendment to Article I, the number of shares of each voting group outstanding, the number of votes entitled to be cast by each voting group entitled to vote separately on the amendment and the number of votes of each voting group indisputably represented at the meeting were as follows:

<u>Voting Group</u>	<u>Outstanding Shares</u>	<u>Entitled to Vote</u>	<u>Votes Present</u>
Voting Common Stock	10,308,437	10,308,437	8,810,080

SIXTH: With respect to the amendment to Article I, the number of votes cast FOR and AGAINST the amendment by each voting group entitled to vote separately on the amendment were as follows:

<u>Voting Group</u>	<u>Total Voted FOR</u>	<u>Total Voted AGAINST</u>
Voting Common Stock	8,809,580	500

SEVENTH: With respect to the amendment to Article III, the number of shares of each voting group outstanding, the number of votes entitled to be cast by each voting group entitled to vote separately on the amendment and the number of votes of each voting group indisputably represented at the meeting were as follows:

<u>Voting Group</u>	<u>Outstanding Shares</u>	<u>Entitled to Vote</u>	<u>Votes Present</u>
Voting Common Stock	10,308,437	10,308,437	8,810,080
Nonvoting Common Stock	1,131,790	1,131,790	1,131,790

EIGHTH: With respect to the amendment to Article III, the number of votes cast FOR and AGAINST the amendment by each voting group entitled to vote separately on the amendment were as follows:

<u>Voting Group</u>	<u>Total Voted FOR</u>	<u>Total Voted AGAINST</u>
Voting Common Stock	8,796,080	6,000
Nonvoting Common Stock	1,131,790	0

NINTH: Except as set forth above, the Articles of Incorporation, as heretofore amended, are continued in full force and effect.

TENTH: In connection with the amendment to Article I, the name reservation certificate issued by the Alabama Secretary of State is attached hereto as Attachment 1.


(signature page follows)



20111025000319060 4/6 \$81.00
Shelby Cnty Judge of Probate, AL
10/25/2011 02:57:05 PM FILED/CERT

Dated: October 25, 2011

AMERICUS FINANCIAL SERVICES, INC.
an Alabama Corporation

By: 
John H. Holcomb, III
Chief Executive Officer

This instrument prepared by:

Andrew S. Nix
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 Regions/Harbert Plaza
Birmingham, AL 35203
(205) 254-1000



20111025000319060 5/6 \$81.00
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Attachment 1

Name Reservation Certificate

(attached)

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

National Commerce Corporation

This domestic corporation is proposed to be formed in Alabama and is for the exclusive use of TERRIE SADBERRY, 1901 SIXTH AVENUE NORTH, BIRMINGHAM, AL 35203 for a period of one hundred twenty days beginning August 5, 2011 and expiring December 4, 2011

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.



585-338

August 9, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State