

CERTIFICATE OF FORMATION

OF

NORTHPORT FINANCE, INC.

The undersigned, acting as incorporator of a corporation under Title 10A, Chapter 2 of the Alabama Code 1975 (the "Alabama Business Corporation Law"), hereby adopts the following Certificate of Formation for such corporation:

ARTICLE I
NAME OF CORPORATION

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

Northport Finance, Inc.

ARTICLE II
OBJECTS AND PURPOSES

2.1 The objects and purposes for which the Corporation is organized are:

(a) To operate a finance company under the Alabama Small Loan Act and to provide all ancillary services related thereto.

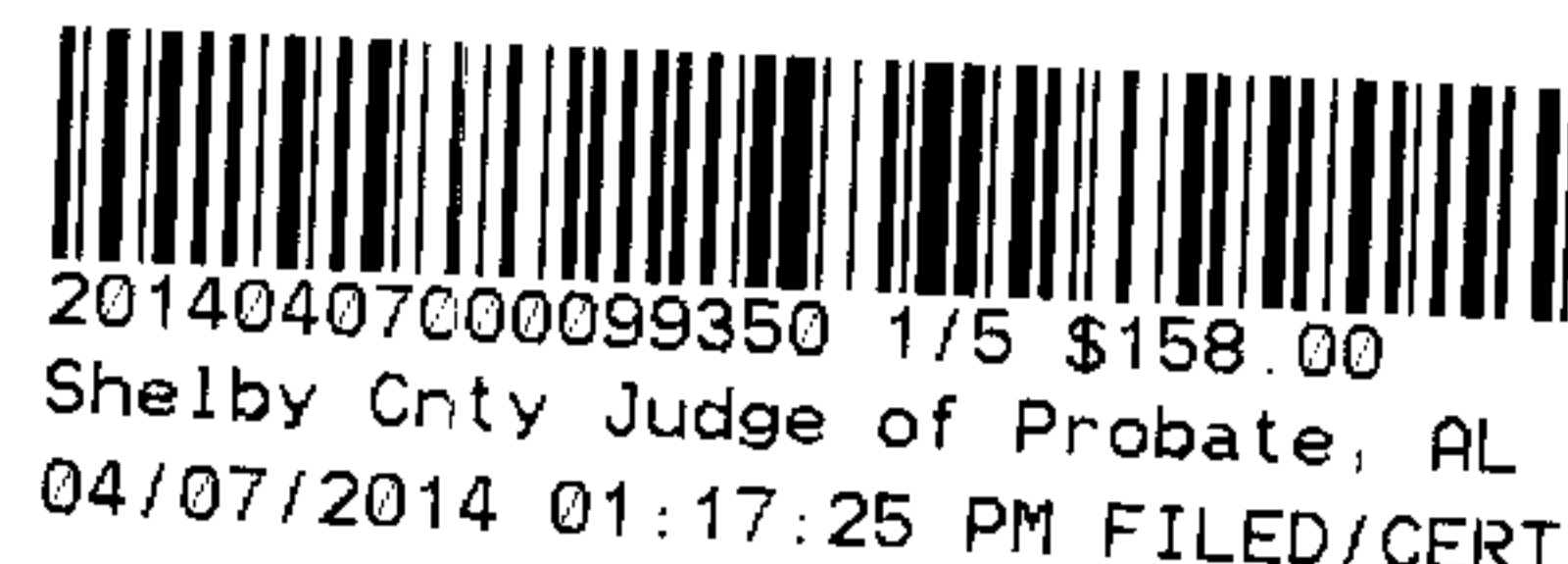
(b) To transact any and all lawful business for which corporations may be incorporated under the Alabama Business and Nonprofit Entity Code (the "Entities Code"), the Alabama Business Corporation Law and all applicable laws of the State of Alabama, as such laws may be amended from time to time.

(c) To have and to exercise all powers necessary or convenient to effect the above purposes.

2.2 Sections 2.1(a), 2.1(b), 2.1(c) and each phrase thereof shall be construed, in their broadest sense, as purposes and powers of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE III
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

3.1 The location and mailing address of the initial registered office of the Corporation shall be 104 Court Way, Pelham, Alabama 35124, and the Corporation's initial registered agent at such address shall be James K. Gardner.



ARTICLE IV
CAPITAL STOCK

4.1 The aggregate number of shares of capital stock that the Corporation shall be authorized to issue and have outstanding shall be 10,000 shares of common stock, all of the same class, of One Cent (\$.01) par value.

4.2 No shareholder of the Corporation shall have any preemptive right to acquire any unissued shares of the Corporation of any class now or hereafter authorized, or any securities convertible into, or exchangeable for, any such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments are now, or shall hereafter be, authorized, unissued or issued and thereafter acquired by the Corporation.

4.3 The Bylaws of the Corporation, an agreement among shareholders of the Corporation or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate or certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction.

ARTICLE V
BOARD OF DIRECTORS

5.1 The number of directors constituting the initial board of directors of the Corporation is three (3), and the name and address of the persons who are to serve as the initial directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

Name:

Address:

John R. Dudley, Jr.

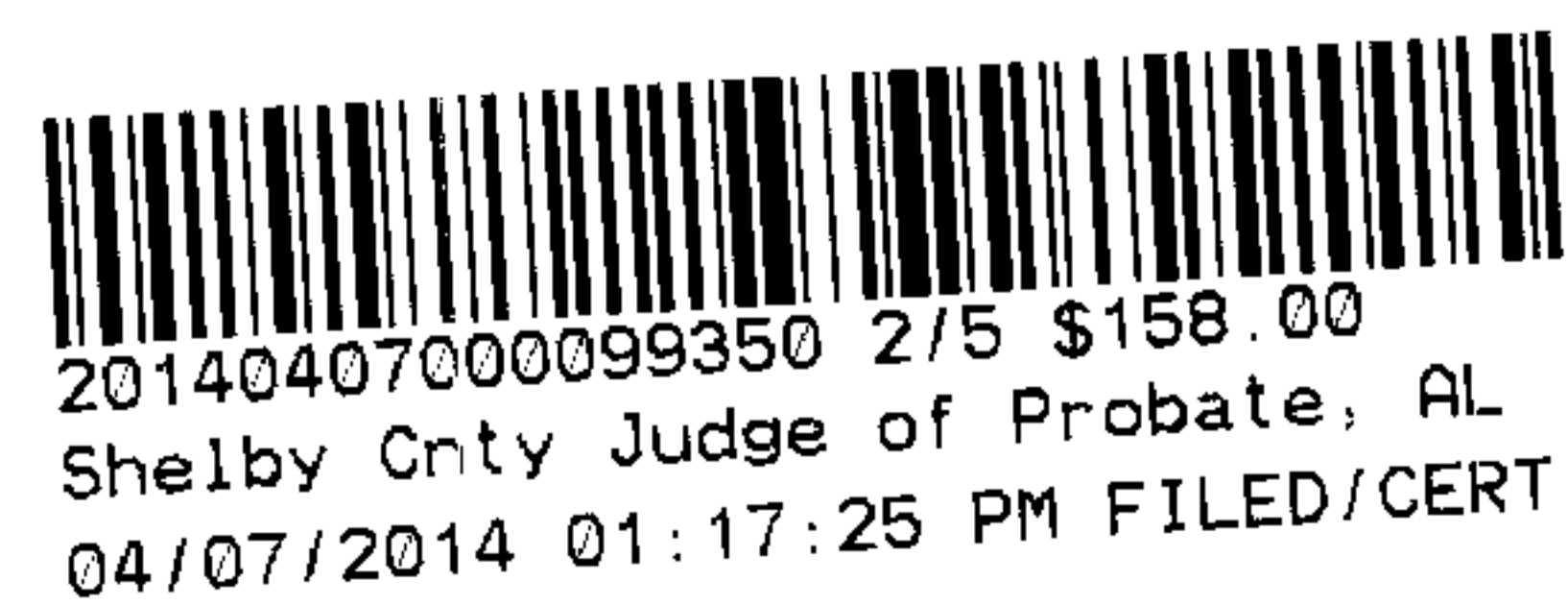
P.O. Box 1928
Pelham, Alabama 35124

James K. Gardner

P.O. Box 1928
Pelham, Alabama 35124

Kendall L. Gardner

P.O. Box 1928
Pelham, Alabama 35124



ARTICLE VI
STOCK PURCHASES

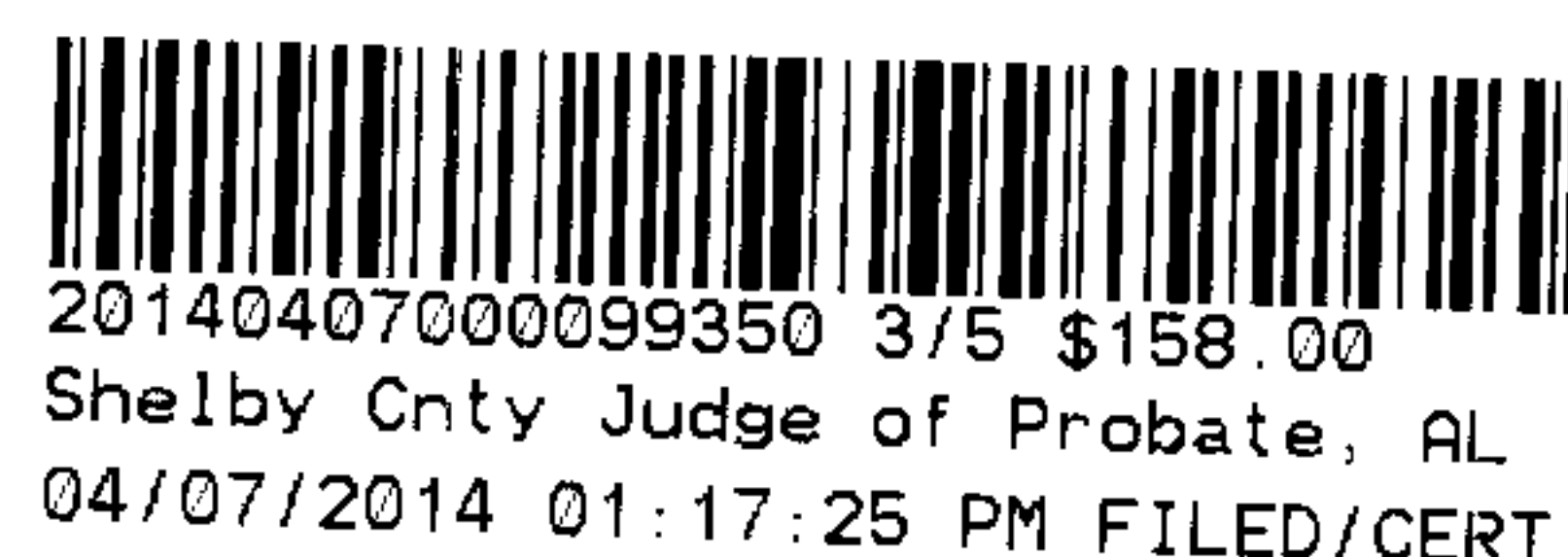
6.1 The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the Corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefor.

ARTICLE VII
INTERNAL AFFAIRS

7.1 The initial Bylaws of the Corporation shall be adopted by the shareholders. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the Bylaws; provided, however, that the Board of Directors may not alter, amend or repeal any bylaw or resolution of the shareholders establishing the number of directors (except that the Board of Directors shall have the power to fix or change the number of directors as set out in Section 7.2 below), the time or place of shareholders' meetings, or what constitutes a quorum at shareholders' meetings, or any bylaw or resolution that was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provisions for regulating the business and affairs of the Corporation that is not inconsistent with law or this Certificate of Formation.

7.2 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors, subject to any limitations set forth in this Certificate of Formation or in an agreement authorized under the Entities Code. The number of directors comprising the initial Board of Directors shall be as set forth in Article V above. The number of directors of the Corporation shall be fixed from time to time in the manner provided in the Bylaws, or, in the absence of such a bylaw, the number of directors shall be three (3). The number of directors may be increased or decreased from time to time by amendment to the Bylaws or in the manner provided for therein, provided that the Board of Directors may not, and only the shareholders may, increase or decrease by more than 30% the number of directors last approved by the shareholders.

7.3 A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10A-2-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Entities Code, the Alabama Business Corporation Law or any successor statutes thereto, are hereafter amended to authorize the



further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by such acts, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

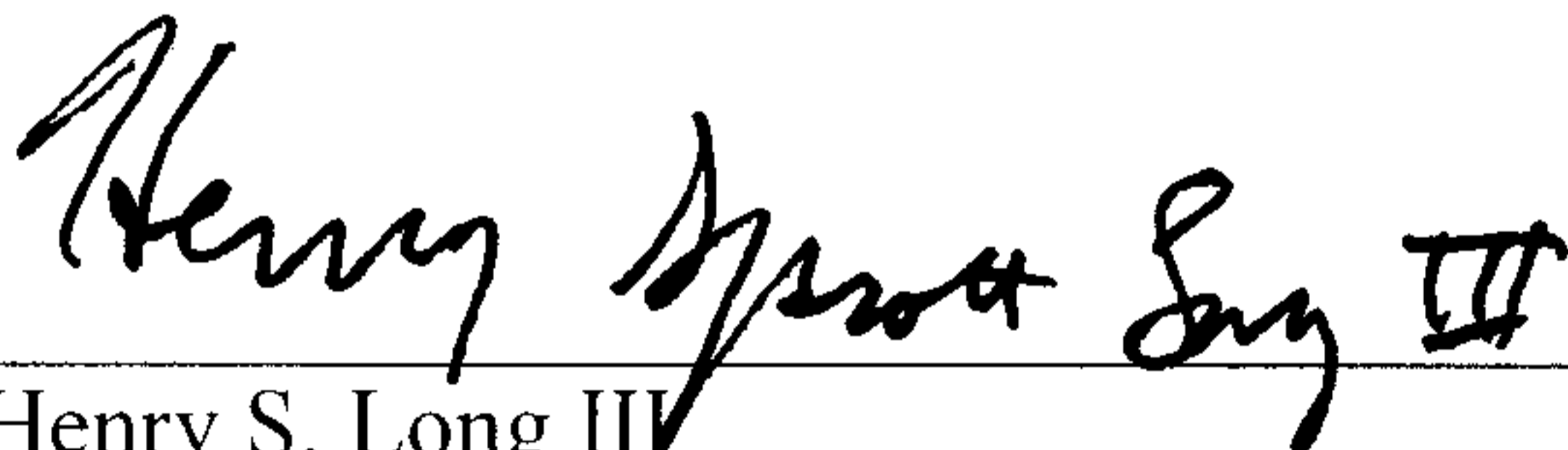
7.4 The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in this Certificate of Formation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Entities Code, and all rights conferred upon shareholders at any time are granted subject to this reservation. Any such amendment for which voting by voting group is required by the Entities Code shall be effective only if each voting group approves in addition to approval of all shareholders entitled to vote.

ARTICLE VIII
INCORPORATOR

8.1 The name and address of the incorporator are as follows:


Henry S. Long III
Butler Snow LLP
1819 Fifth Avenue North, Suite 1000
Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Formation on this 7th day of April, 2014.



Henry S. Long III
Incorporator

This instrument prepared by:
Henry S. Long III, Esq.
Butler Snow LLP
1819 Fifth Avenue North
Suite 1000
Birmingham, Alabama 35203


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Jim Bennett
Secretary of State

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

STATE OF ALABAMA

I, Jim Bennett, Secretary of 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:

Northport Finance, Inc.

This name reservation is for the exclusive use of Henry S. Long III, 1819 5th Ave N STE 1000, Birmingham, AL 35203 for a period of one year beginning April 03, 2014 and expiring April 03, 2015



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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.

April 03, 2014

Date

RES653849

Jim Bennett

Secretary of State