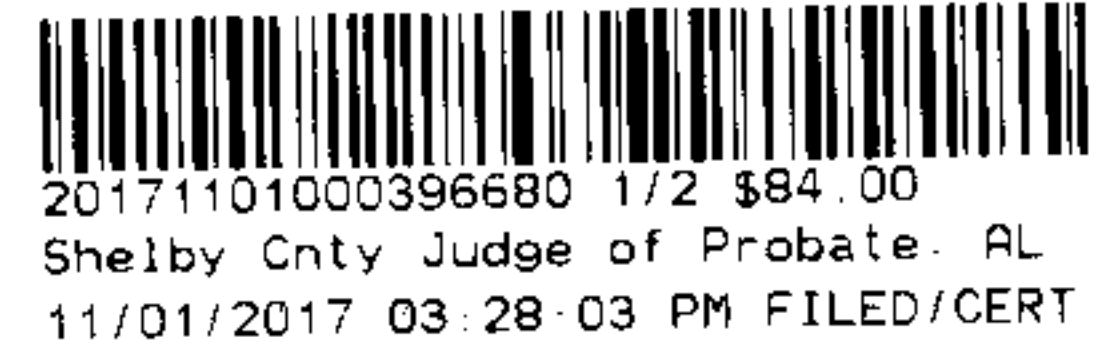


**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF FORMATION OF
Heatherwood Asset Management, Inc.**



Pursuant to the Alabama Business Corporation Law as set forth in Chapter 1 and Chapter 2 of the Alabama Business and Nonprofit Entity Code, the undersigned corporation hereby adopts the following Certificate of Amendment to its Certificate of Formation:

ONE. The name of the corporation is Heatherwood Asset Management, Inc. (the "Corporation").

TWO. The Corporation is a domestic business corporation, whose Alabama Entity ID Number is 342 - 535.

THREE. The Corporation filed its Certificate of Formation with the Judge of Probate of Shelby County, Alabama, on August 11, 2015. There have been no previous Amendments filed for the Corporation.

FOUR. The Certificate of Formation is hereby amended as follows:

The Fifth Article of the Certificate of Formation is hereby deleted in its entirety, and the following is substituted in lieu thereof:

"FIFTH: The aggregate number of shares which the Corporation shall have authority to issue shall be Four Million (4,000,000) shares of common stock of par value of \$1.00 per share."

FIVE. This Amendment has been approved in the manner required by the Alabama Business Corporation Law as set forth in Chapter 1 and Chapter 2 of the Alabama Business and Nonprofit Entity Code and the Bylaws of the Corporation.

SIX. This Amendment was adopted by the Board of Directors and Shareholders of the Corporation at a meeting held on May 2, 2017. More than two-thirds of the votes entitled to be cast by the Shareholders voted to approve the Amendment at the meeting, where a quorum was present.

[Signature on Following Page]

DATED: November 1, 2017.

Heatherwood Asset Management, Inc.

By: 

Name: Jim Hoover

Its: Secretary

This Instrument Prepared By:
Jim Hoover, Esq.
BURR & FORMAN LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203
205/251-3000



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Shelby Cnty Judge of Probate, AL
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