#### STATE OF ALABAMA

# DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION

PURPOSE: In order to dissolve a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-9.11 and 10A-2-14.03 of the Code of Alabama 1975 these Articles of Dissolution and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. The information required in this form is required by Title 10A.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the

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(For County Probate Office Use Only)

corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00 and the Judge of Probate's Office will transmit the fees along with a certified copy of the Articles of Dissolution to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at <a href="www.sos.alabama.gov">www.sos.alabama.gov</a> under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your dissolution will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

# This form must be typed or laser printed.

1.	The name of the corporation as recorded on the Certificate of Formation:
	CU Branch, Inc.
2.	Alabama Entity ID Number (Format: 000-000): 153 - 166 INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available, you may obtain it on our website at <a href="https://www.sos.alabama.gov">www.sos.alabama.gov</a> under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – <a href="https://www.sos.alabama.gov">this verification step is strongly recommended</a> .
	(For SOS Office Use Only)
Thi	s form was prepared by: (type name and full address)

DB Corp Dissolution - 6/2016

Alan Babcock

3692 Coolidge Ct.

Tallahassee, FL 32311

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#### DOMESTIC BUSINESS CORPORATION ARTICLES OF DISSOLUTION

3.	The date the dissolution was authorized: 06 / 06 / 2019 (format MM/DD/YYYY)
	Item 4, 5, or 6 MUST be checked/completed with any appropriate attachments.
4.	The dissolution was approved by the shareholders. The number of votes entitled to be cast on the
	proposal to dissolve was (this information is required for item a or b). Complete one of the following:
	a. The total number of votes cast for dissolution was and the total number of votes cast
	against dissolution was
	b. The total number of undisputed votes cast for dissolution was which was a sufficient number of votes to approve dissolution.
5.	Dissolution by voting groups was required, the information required in item 4 above is provided for each voting group and is attached to and made part of this Articles of Dissolution document.
6.	The dissolution was approved by written consent of all shareholders under Section 10A-2-14.02(f) and a copy of the written consent or consents signed by all the shareholders of the corporation is attached to and made part of this Articles of Dissolution document.
7.	The Articles of Dissolution are effective on the date the document is recorded in the Office of the Judge of Probate. The corporation may file a Revocation of Dissolution with the Office of the Judge of Probate within 120 days of the effective date. After the 120 days for Revocation lapse, a corporation cannot revoke or reinstate it must be filed as a new Certificate of Formation.
0.0	
<u>09</u> Da	ate (MM/DD/YYYY)  Signature as required by 10A-2-1.20
	Patrick La Pine Typed Name of Above Signature
	Chairman Typed Title/Capacity to Sign under 10A-2-1.20

DB Corp Dissolution - 6/2016

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# UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS OF CU SERVICE CENTERS, INC.

The undersigned, being all of the shareholders (the "Shareholders") of CU Service Centers, Inc., a corporation organized and existing under the laws of the State of Alabama (the "Corporation"), acting by unanimous written consent without a meeting in accordance with Sections 10A-2-7.04 and 10A-2-14.02(f) of the Code of Alabama (1975) (the "Alabama Code") hereby consent to, approve, and adopt the following Unanimous Written Consent and plan of liquidation to dissolve the Corporation and direct that it be filed with the Corporation's records.

WHEREAS, each undersigned Shareholder, by signing its name, represents that it is the full legal owner of the number of shares in the Corporation set forth by its signature free and clear of encumbrances and it has full power and authority to enter into this Unanimous Written Consent;

WHEREAS, Section 10A-2-14.02(f) of the Alabama Code permits the Shareholders to authorize and approve the dissolution by written consent without a meeting by the affirmative vote of all of the Shareholders whether or not otherwise entitled to vote;

WHEREAS, the undersigned Shareholders understand and acknowledge that they should consult their respective tax advisors about any potential federal or state tax consequences resulting from the dissolution and liquidation adopted herein;

WHEREAS, the undersigned Shareholders understand and acknowledge the unknown claims publication process authorized below pursuant to Section 10A-1-9.22 of the Alabama Code, which provides for a two year accelerated claims process during which the Shareholders may be liable for the Corporation's obligations that arose prior to dissolution but only to the extent of the assets received by each Shareholder after dissolution; and

WHEREAS, the undersigned Shareholders deem it advisable and in the best interests of the Corporation that the Corporation be dissolved, wound up, and terminated in accordance with Title 10A of the Alabama Code and subject to the terms of the Assignment and Assumption Agreement dated July 31, 2019, by and between the Corporation and Shared Cooperative Services LLC, a Florida limited liability company (the "Assignment Agreement"), including but not limited to the ninety (90) day limitation period in Section 5.04 thereof, which prohibits the Corporation from making any distributions within ninety (90) days of July 31, 2019.

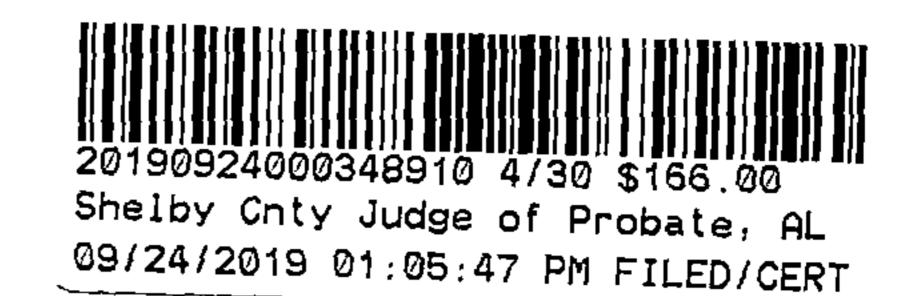
#### NOW THEREFORE BE IT:

**RESOLVED**, that the undersigned Shareholders, representing all of the Corporation's Shareholders, authorize dissolution and winding up of the Corporation in accordance with the following plan of liquidation (the "<u>Plan</u>").

RESOLVED, that Patrick La Pine or his designee in writing (the "Liquidators") are authorized and directed to do and perform all acts, and to make, execute, deliver, or adopt any and all agreements, resolutions, conveyances, certificates, and other documents of every kind that are deemed necessary, appropriate, or desirable, in the absolute discretion of the Liquidators, to implement the winding up and liquidation of the business and affairs of the Corporation, including but not limited to sales of corporate assets; satisfying, settling, or rejecting all liabilities, debts, or obligations of the Corporation whether through payment or making adequate provisions for payments; prosecuting and defending actions or proceedings by or against the Corporation; distributing assets of the Corporation to the Shareholders;

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and any other actions as necessary and reasonable for the intended liquidation and dissolution of the Corporation.

RESOLVED, that the Liquidators are specifically authorized to sell or exchange all, or substantially all, of the property and other assets of the Corporation outside the usual and regular course of business, with the intent that all or substantially all of the net proceeds of such sale or exchange shall be distributed to the Shareholders as soon as reasonably possible but in no event later than one year after the date of sale.

RESOLVED, that the Liquidators are authorized and directed to wind up the Corporation for dissolution, including, but not limited to, (i) preparing articles of dissolution pursuant to, and in conformity with, the Alabama Code, and to cause the same to be properly executed by Patrick La Pine and to be filed with the judge of probate of Shelby County, Alabama, said articles of dissolution to be effective as of the date filed (the "Effective Date"), and (ii) to do all other things necessary or convenient to effectuate the dissolution of the Corporation and to take such steps as may be necessary or convenient to carry these resolutions into effect.

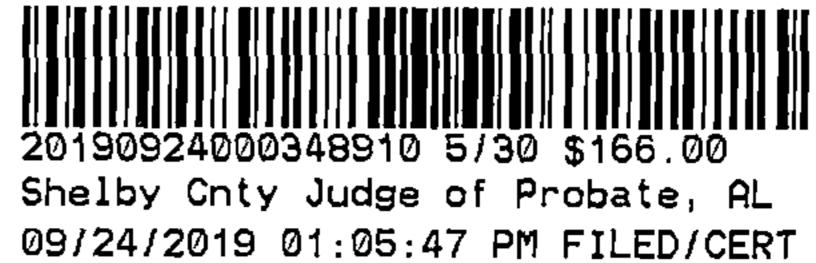
RESOLVED, that the Liquidators are authorized and directed to perform such acts and execute any and all forms, reports, and returns required by any federal, state, or local government in connection with or by reason of the dissolution of the Corporation, including (i) filing Internal Revenue Service ("IRS") Form 966 within 30 days of the latest date written next to a Shareholder's signature below (the "Authorization Date"); (ii) filing a federal income tax return with the IRS not later than the 15<sup>th</sup> day of the third full month following the Effective Date; (iii) filing IRS Forms 1096 and 1099 with the IRS on or before February 28<sup>th</sup> of the next calendar year in which a distribution of \$600 or more is made to a Shareholder in connection with the dissolution and liquidation of the Corporation; (iv) other tax filings with the IRS, the State of Alabama, or any other state in which the Corporation transacts business, including, without limitation, filings related to sales tax, payroll tax, workers' compensation, unemployment, or excise tax; and (v) any and all other forms, reports, and returns as are deemed necessary on behalf of the Corporation and according to the Plan throughout the winding up.

RESOLVED, the Corporation shall continue to indemnify the officers, directors, and employees of the Corporation in accordance with the Alabama Code, its articles, its bylaws, any contractual arrangements, and its existing directors' and officers' liability insurance policy, for acts and omissions in connection with the implementation of this Plan and the winding up of the affairs of the Corporation.

**RESOLVED**, the Liquidators, in their absolute discretion, are authorized to obtain and maintain insurance as may be necessary or appropriate to cover the Corporation's obligations hereunder, including seeking an extension of time and coverage of the Corporation's insurance policies currently in effect.

RESOLVED, the Liquidators, in their absolute discretion, may authorize the payment of fees to a law firm or law firms selected by the Liquidators or by the directors of the Corporation (the "Directors") for legal fees and expenses of the Corporation, including, among other things, to cover any costs payable pursuant to the indemnification of the officers of the Corporation (the "Officers") and Directors provided by the Corporation in accordance with the Alabama Code, its articles, its bylaws, or otherwise in connection with the implementation of this Plan and the winding up of the affairs of the Corporation.

**RESOLVED**, the Corporation shall cease to carry on its business after the Effective Date except as appropriate to wind up and liquidate its business and affairs, including retaining such employees and consultants as necessary or desirable to carry out the winding up and dissolution of the Corporation.



RESOLVED, the Corporation shall send written notice of the Corporation's dissolution and winding up to each known claimant against the Corporation in accordance with Section 10A-1-9.21 of the Alabama Code.

RESOLVED, the Corporation shall publish notice of the Corporation's dissolution to unknown claimants in accordance with Section 10A-1-9.22 of the Alabama Code.

RESOLVED, on and after the Effective Date, the Liquidators shall cause the Corporation to liquidate its assets in accordance with the terms of this Plan and Title 10A of the Alabama Code, and this action by and on behalf of the Corporation may include (i) undertaking all reasonable efforts to collect on assets of the Corporation and taking such actions necessary to collect any amounts due to the Corporation by a third party, Shareholder, employee, or Director; (ii) selling all or substantially all of the Corporation's assets; or (iii) disposing of any property of the Corporation that is not to be distributed in kind to the Shareholders.

RESOLVED, on and after the Effective Date, the Corporation shall discharge, or make provision for discharging, its liabilities, and shall settle known claims as they are received or reject them accordingly.

RESOLVED, after discharging or making provision for discharging its liabilities, the Corporation shall ratably distribute the remainder of any assets, either in cash or in kind, to its Shareholders according to their respective rights and interests (there being a total of sixty seven (67) shares of common stock issued and outstanding as of the Authorization Date); provided, however, such distribution shall be in accordance with Section 5.04 of the Assignment Agreement and shall not occur before October 30, 2019.

RESOLVED, that this Unanimous Written Consent shall have the same force and effect as a formal shareholder meeting for all purposes, and the Shareholders hereby waive all notice of time, place or purpose of a meeting.

RESOLVED, that an executed copy of this Unanimous Written Consent, including multiple counterparts, shall be filed with the Corporation's records.

This Unanimous Written Consent may be executed in multiple counterparts, each of which shall be considered an original, and all of which together shall be deemed one instrument. Signatures to this Unanimous Written Consent transmitted by facsimile, portable document format ("PDF"), or other electronic means shall be treated as originals in all respects for purposes of this Unanimous Written Consent.

(Signature Pages to Follow)

IN WITNESS WHEREOF, the undersigned shareholders have duly executed this Unanimous Written Consent as of the Authorization Date.

	ACIPCO FEDERAL CREDIT UNION
Date:	By: Name: Title: Shares: 2
Date: 8-22-19	ALABAMA CENTRAL CREDIT UNION  By: Name: Title: Shares: 1
Date: 08/22/19	By: Name: Title: Shares: 1
Date: 8/22/2019	By: Name: Title: CEO Shares: 1
ate: <u>8-22-19</u>	ALABAMA TEACHERS CREDIT UNION  By:  Name:   Ran Summeral  Title:   President (ED)  Shares: 1  ALATRUST CREDIT UNION
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Date:	By: Name: Title: Shares: 7
	CHAMPION COMMUNITY CREDIT UNION
Date:	By: Name: Title: Shares: 1
	FAMILY SAVINGS CREDIT UNION
Date: <u>8/22/19</u>	By:  Name: MUNTE J. HILL  Title: PRESIDENT/CEO  Shares: 2
	FAMILY SECURITY CREDIT UNION
Date:	By: Name: Title: Shares: 8
	FORT MCCLELLAN CREDIT UNION
Date: 8-22-19	By:  Name:   Cuin D Ford  Title:   President CEO  Shares: 2

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		JEFFERSON FINANCIAL FEDERAL CREDIT UNION
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## LEGACY COMMUNITY FEDERAL CREDIT UNION

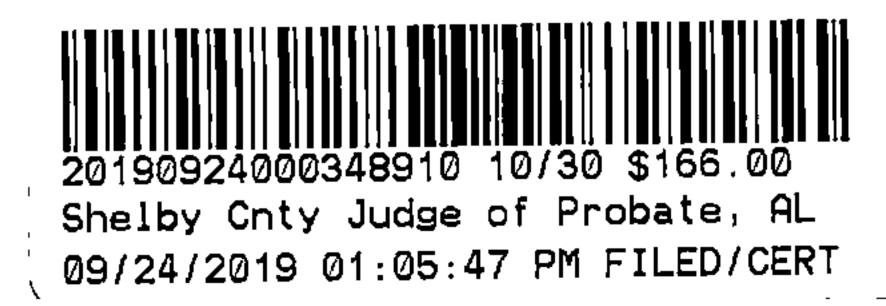
Signature Page to Unanimous Written Consent by the Shareholders to Dissolve CU Service Centers, Inc.



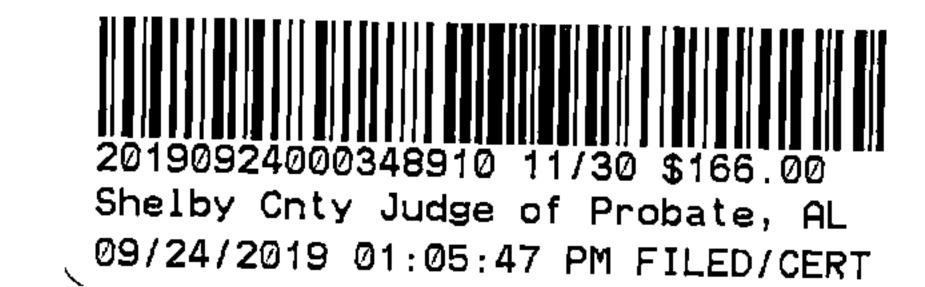
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Date:	8-22-19	By: Name:  Name:  PRESIDENT ! CEO  Shares: 5
Date: _	8/22/19	By: Name: Title: Shares: 1
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Date:		NORTH ALABAMA EDUCATORS CREDIT UNION  By: Name: Title: Shares: 1

#### RIVERFALL CENTRAL CREDIT UNION



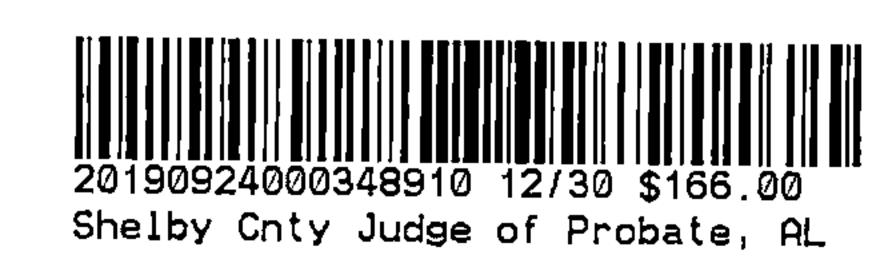
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Date:		WALLEY CREDIT UNION  By: Name: Title: Shares: 2
Date:		WCU CREDIT UNION  By: Name: Title: Shares: 1
Date:	8/22/19	WINSOUTH CREDIT UNION  By: David Eubanks  Title: President  Shares: 1



IN WITNESS WHEREOF, the undersigned shareholders have duly executed this Unanimous Written Consent as of the Authorization Date.

	ACIPCO FEDERAL CREDIT UNION
Date: 8-29-19	By: Name: 50 Alvis Title: CEO Shares: 2
	ALABAMA CENTRAL CREDIT UNION
Date:	By: Name: Title: Shares: 1
	ALABAMA CREDIT UNION
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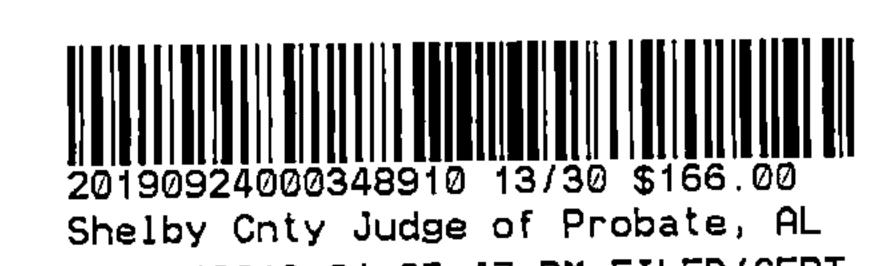
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Date:	By: Name: Title: Shares: 1
	AOD FEDERAL CREDIT UNION
Date:	By: Name: Title: Shares: 3
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Signature Page to Unanimous Written Consent by the Shareholders to Dissolve CU Service Centers, Inc.



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Signature Page to Unanimous Written Consent by the Shareholders to Dissolve CU Service Centers, Inc.



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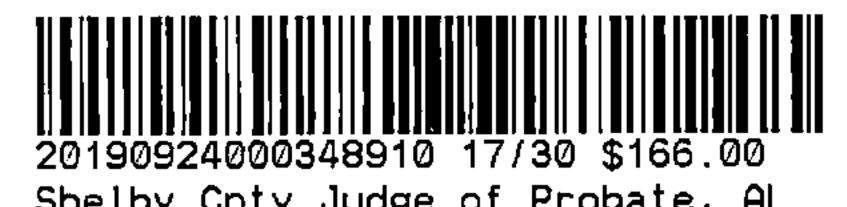
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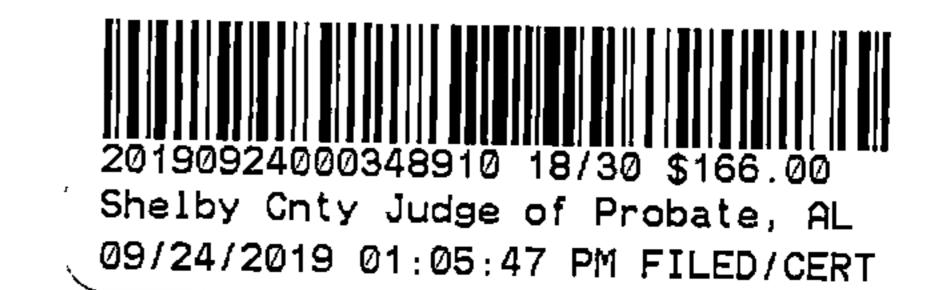
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	Name: Mike Har
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Signature Page to Unanimous Written Consent by the Shareholders to Dissolve CU Service Centers, Inc.

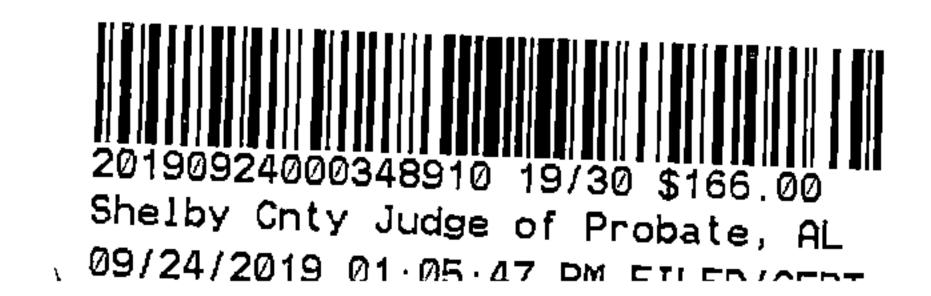


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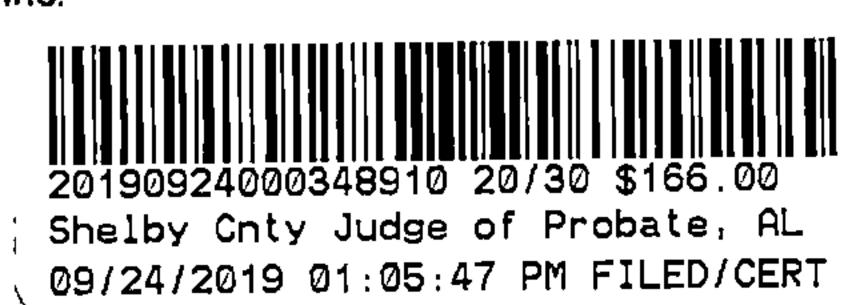
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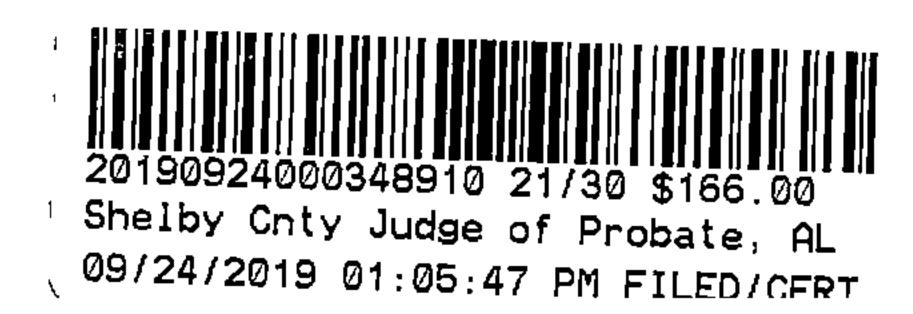


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	Title: President LED
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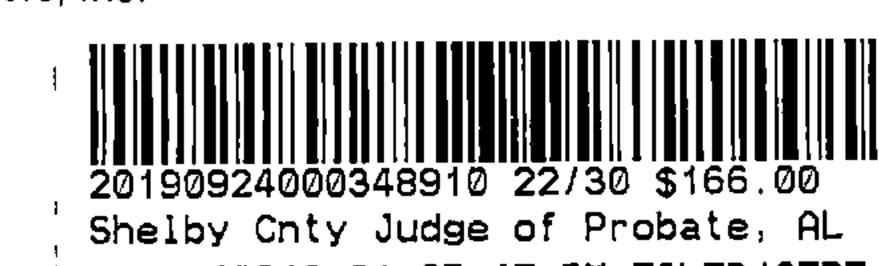
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	GUARDIAN CREDIT UNION
Date:	By:
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	Title:
	Shares: 3
	JEFFERSON CREDIT UNION
Date: SEPT. 5, 2019	By: Marles Toullers  Name: Charles R. Faulkver  Title: PRESIDENT (CEO)  Shares: 1
	JEFFERSON FINANCIAL FEDERAL CREDIT UNION
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	Name:
	Title:
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	L&N CREDIT UNION
ate:	By:
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Signature Page to Unanimous Written Consent by the Shareholders to Dissolve CU Service Centers, Inc.

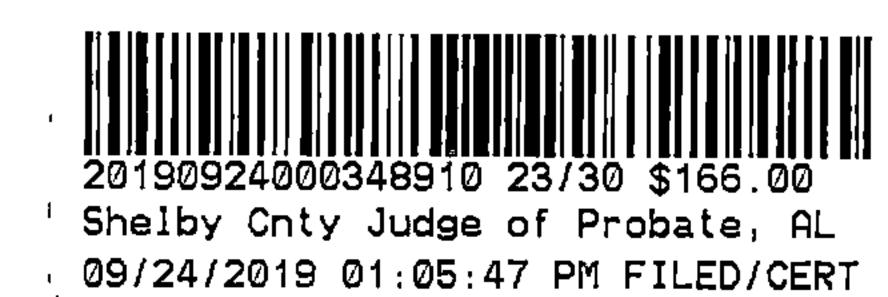


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Date:	By:
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	JEFFERSON FINANCIAL FEDERAL CREDIT UNION
Date: 9/10/19	By: UM Roon
	Name: MARK ROSA
	Title: <u>CEO</u>
	Shares: 1
	L&N CREDIT UNION
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#### LEGACY COMMUNITY FEDERAL CREDIT UNION



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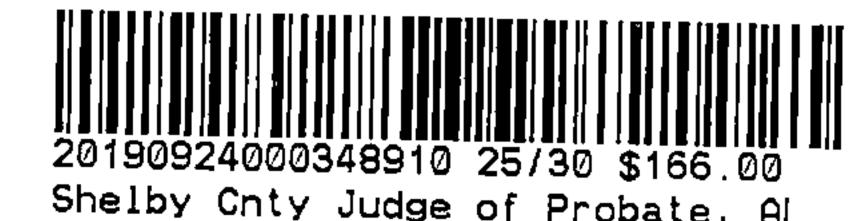


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	MAX CREDIT UNION
Date:	By: Name: Title: Shares: 1
	MUTUAL SAVINGS CREDIT UNION
Date:	By: Name: Title: Shares: 2
	NORTH ALABAMA EDUCATORS CREDIT UNION
Date:	By: Name: Title: Shares: 1

#### RIVERFALL CENTRAL CREDIT UNION

Signature Page to Unanimous Written Consent by the Shareholders to Dissolve CU Service Centers, Inc.



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#### RIVERFALL CENTRAL CREDIT UNION

Signature Page to Unanimous Written Consent by the Shareholders to Dissolve CU Service Centers, Inc.

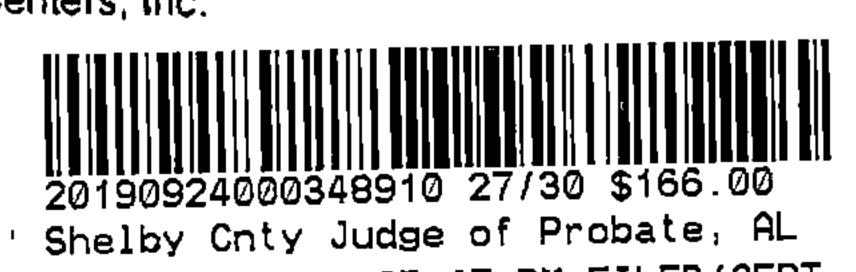


Shelby Cnty Judge of Probate, AL 09/24/2019 01:05:47 PM FILED/CERT

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#### RIVERFALL CREDIT UNION

Signature Page to Unanimous Written Consent by the Shareholders to Dissolve CU Service Centers, Inc.



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Date: <u>9/3/2019</u>	By:  Name: Diane W Hester  Title: Tresident/CEO  Shares: 1
	ROCKET CITY FEDERAL CREDIT UNION
Date:	By: Name: Title: Shares: 1
	VALLEY CREDIT UNION
Date:	By: Name: Title: Shares: 2
	WCU CREDIT UNION
Date:	By: Name: Title: Shares: 1
	WINSOUTH CREDIT UNION
Date:	By:  Name:  Title:  Shares: 1



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Date:	By:
	Name:
	Title:
	Shares: 1
	ROCKET CITY FEDERAL CREDIT UNION
Date:	By:
	Name:
	Title:
	Shares: 1
	VALLEY CREDIT UNION
Date: 8/29/2019	By: Hilland Syronha
	Name: <u>Hillard Sparks</u>
	Title: Secretary/Treasurer
	Shares: 2
	WCU CREDIT UNION
Date:	By:
	Name:
	Title:
	Shares: 1
	WINSOUTH CREDIT UNION
Date:	By:
	Name:
	Title:
	Shares: 1

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Date:	Name:Title: Shares: 1
	VALLEY CREDIT UNION
Date:	By: Name: Title: Shares: 2
	WCU CREDIT UNION
Date: 9/11/19	By: Christi Thompson Name: CFD Shares: 1
	WINSOUTH CREDIT UNION
Date:	By:



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