

department of State

To All Ahom These Presents Shall Come, Greeting:

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

KIMBROUGH-PHILLIPS COMPANY

which was recorded in this office on March 5, 1947 in Corporation Record Book Volume 28, Page 155 and amendments thereto;

- (1) September 20, 1947, Book P-29, Page 495 Increasing the authorized capital stock.
- (2) May 10, 1948, Book P-31, Page 5 Reclassifying the capital stock.
- (3) February 13, 1959, Book P-45, Page 1440 Correcting the amendment recorded on September 20, 1947.
- (4) June 12, 1962, Book P-48, Page 2741 Reclassifying the capital stock.
- (5) December 31, 1962, Book P-49, Page 917 Changing the name from KIMBROUGH-PHILLIPS COMPANY to:

KIMBROUGH-KAVANAUGH AND ASSOCIATES, INC.

(6) June 7, 1974, Merger Book Volume 2, Page 1697 Articles of Merger and Plan of Reorganization and Agreement of Merger by and between KIMBROUGH-KAVANAUGH AND ASSOCIATES, INC., a Tennessee Corporation, and ACQUISITION MORTGAGE COMPANY, a Tennessee Corporation, Merging into a Single Corporation, KIMBROUGH-KAVANAGUH AND ASSOCIATES, INC., a Tennessee Corporation, as the Surviving and Continuing Corporation.

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