

ARTICLES OF AMENDMENT TO THE CHARTER

OF

KIMBROUGH-KAVANAUGH AND ASSOCIATES, INC.

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Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is KIMBROUGH-KAVANAUGH AND ASSOCIATES, INC.

2. The amendment adopted is as follows:

"The maximum number of shares of preferred stock which this corporation is authorized to issue and to have outstanding at any time is 2,000 shares with a par value of \$100.00 per share. Dividends shall be paid at the rate of 6.0% per share per annum, but no more, on the par value of said preferred stock before any dividends may be paid on the common stock of the company, such dividends to be paid quarterly, on the 1st days of January, April, July and October, and they shall be cumulative. Holders of preferred stock shall not be entitled to vote by reason of such holding except that if four successive quarterly dividends are not paid when due, or if any four dividends shall at the same time be unpaid, the holders of such preferred stock shall have one vote for each share held, and holders of the common stock shall not be entitled to vote until and unless all unpaid accrued dividends on preferred stock shall have been paid, at which time the preferred stock shall again become non-voting, and the voting rights and powers of the common stock shall be restored. The preferred stock or any of it, which may have been issued may be redeemed at par out of surplus or net profits of the corporation provided all dividends due have been paid, and the Board of Directors shall have the sole discretion to require surrender of shares for redemption and to determine which shares, if any, shall be redeemed. Shares of preferred stock once redeemed may not be re-issued.

"In the event of any dissolution or liquidation or winding-up (whether voluntary or involuntary) of the company, the holders of the preferred stock shall be entitled to be paid in full both the par amount of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock, and after the payment to the holders of the preferred stock of its par value, and the unpaid accrued dividends thereon, the remaining assets in fund shall be divided and paid to the holders of the common stock according to their respective shares."

3. The amendment was duly adopted by the written consent of the sole shareholder on December 30, 1974.

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