

the corporation, or to any obligations convertible into any such stock or to any right of subscription, or to any warrant or option for the purchase of any stock, other than such, if any, as the Board of Directors of the corporation in its discretion may determine from time to time.

We, Albert H. Phillips and Lucille D. Hines, the President and Secretary, respectively, of Kimbrough-Phillips Company, a corporation chartered and organized under the laws of the State of Tennessee, in pursuance to directions from the Directors of the corporation, hereby certify that at a meeting of the stockholders of said corporation, legally called and held at the office of said corporation in the town of Nashville, a resolution in writing was adopted by an affirmative vote of the stockholders, said affirmative vote representing a majority of the shares of stock in said corporation, declaring the desire of the stockholders to amend the charter of their said company for the purposes set forth in said resolution above set out, and that said resolution was duly entered on the minutes of said corporation:

Now, therefore, we hereby certify to the fact of the adoption of said resolution by the stockholders of said corporation for the purposes set out, to the end that this certificate may be duly recorded in the office of the Secretary of State.

WITNESS our hands this 11th day of June 1962.

Albert H. Phillips
President

Lucille D. Hines
Secretary