

AMENDMENT TO CHARTER OF INCORPORATION

At a meeting of the Board of Directors of
KIMBROUGH-PHILLIPS COMPANY

duly held at the office of said corporation in Nashville, Tennessee,
on the 11th day of ~~May~~^{June} 1962, the following resolution was adopted, its
advisability declared and a meeting of the stockholders duly called to
vote thereon; which resolution is as follows:

RESOLVED, that the Board of Directors of Kimbrough-Phillips Company does hereby set forth and declare the advisability of the following Amendment to the Charter of this corporation:

The Charter of Kimbrough-Phillips Company, as recorded in the Office of Secretary of State in Corporation Record Book 26, page 155, as heretofore amended is hereby further amended in the following particulars:

Strike in its entirety Section Fourth of the Charter of Incorporation, as amended, entitled "Stock, with Classifications and Distinguishing Characteristics, if any", and substitute in lieu thereof the following:

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 15,000 shares of Class A Common Capital Stock, with a par value of \$10.00 per share, and 5,000 shares of non-voting Class B Common Capital Stock, with a par value of \$10.00 per share.

The holders of Class A Common Capital Stock of the company shall have the exclusive voting power in the corporation. Under no circumstances shall the holders of Class B Common Capital Stock at any time have any voting rights or power by virtue of their ownership of shares of such Class B Common Capital Stock. In all other respects, each share of Class B Common Capital Stock shall be vested with and shall possess all of the rights and privileges of each share of Class A Common Stock, and each share of such Class B Common Capital Stock will share all rights and privileges of each share of the Class A Common Capital Stock, including, without limiting the generality of the foregoing, all regular or special dividends which may be paid by the corporation, and all other distributions of money, securities, or property which may be paid at any time to the holders of the common stock of the corporation in liquidation or otherwise.

No holder of any stock of either class shall, as such holder, have any pre-emptive or preferential right of subscription to any stock of any class of