

FORM CORP

CORPORATION	Development Name: _____ City: _____, S.C.	
Name of Corporation: _____ Corporation is ____ For Profit ____ Non-Profit Address: _____ City _____ State _____ Zip: _____ Tax ID Number: _____ or date applied for: _____		
Officers		
President: _____ Vice-President: _____ Secretary: _____ Treasurer: _____		
Shareholders		Percentage of Ownership
1. Name _____ Address: _____ City, State, Zip: _____		_____%
2. Name: _____ Address: _____ City, State, Zip: _____		_____%
3. Name: _____ Address: _____ City, State, Zip: _____		_____%
4. Name: _____ Address: _____ City, State, Zip: _____		_____%
5. Name: _____ Address: _____ City, State, Zip: _____		_____%

NOTE: This form must be completed for **each** Corporation that is involved in the proposed development.

Wes Allen
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Wes Allen, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that Banyan GP Holdings, Inc. was
formed in Jefferson County on February 8, 2019. The Alabama Entity
Identification number for this entity is 000-542-773. I further certify that the
records do not disclose that said entity has been dissolved, cancelled or terminated.



**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

05/13/2025

Date

A handwritten signature in black ink, appearing to read 'Wes Allen', written over a horizontal line.

Wes Allen

Secretary of State

**ACTION OF THE INITIAL BOARD OF DIRECTORS OF
BANYAN GP HOLDINGS, INC.
TAKEN BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF
AN ORGANIZATIONAL MEETING**

Acting by unanimous written consent in accordance with the Alabama Business and Nonprofit Entities Code, as amended, the undersigned, being all of the members of the initial Board of Directors of Banyan GP Holdings, Inc. (the "Corporation"), hereby waive notice of a meeting and hereby unanimously consent to and adopt the following resolutions as the action of the Board of Directors in lieu of a meeting for the purpose of organizing the Corporation and hereby direct that this written consent be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

***I.
Articles of Incorporation***

RESOLVED, that the Articles of Incorporation of the Corporation, filed with the Secretary of State of Alabama on February 8, 2019 and attached to this consent action as Exhibit A, are hereby approved and adopted, and the Secretary of the Corporation is hereby directed to place a certified copy of them in the Corporation's minute book.

***II.
Indemnification of Incorporator***

RESOLVED, that the Corporation shall indemnify, defend, and hold harmless, to the fullest extent permitted by law, the Incorporator of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred as a result of any action, suit, or proceeding arising out of or in connection with the organization of the Corporation.

***III.
Bylaws***

RESOLVED, that proposed Bylaws for the regulation and management of the Corporation's affairs attached to this consent action as Exhibit B are hereby approved and adopted as the Bylaws of the Corporation, and the Secretary of the Corporation is hereby directed to note on the Bylaws the date of their adoption and to insert them in the Corporation's minute book.

IV.
Officers

RESOLVED, that the following persons are hereby appointed as the officers of the Corporation with the titles shown, to serve at the pleasure of the Board of Directors until their successors are appointed and qualify:

<u>Name</u>	<u>Office</u>
R.B. Coats, III	President
Melinda C. Coats	Vice President/Secretary/ Treasurer

RESOLVED, that the Board of Directors hereby authorizes and empowers the President of the Corporation to hire and employ whatever other assistants, agents, and employees, for whatever duties, at whatever compensation, and on whatever terms and conditions that the President may deem necessary or desirable.

V.
Form of Stock Certificate

RESOLVED, that the form of stock certificate attached to this consent action as Exhibit C is hereby approved and adopted as the form of stock certificate to be issued to represent the shares of stock of the Corporation.

VI.
Corporate Seal

RESOLVED, that the form of seal which appears below on the margin of this consent action is hereby approved and adopted as the seal of the Corporation.

[CORPORATE SEAL]

VII.
Initial Issuance of Stock

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to offer for sale and to sell and to issue to The Banyan Foundation, Inc. one hundred (100) shares of the Common Stock of the Corporation, \$1.00 par value, for the aggregate purchase price of \$100.00, and the Board of Directors hereby determines that such consideration constitutes adequate consideration for such shares;

RESOLVED, that an officer of the Corporation be, and hereby is, authorized and directed, in the name of and on behalf of the Corporation, to execute the acceptance of the subscription agreement tendered by The Banyan Foundation, Inc. for such 100 shares;

RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to insert the subscription agreement in the Corporation's minute book;

RESOLVED, that the Board of Directors hereby authorizes and directs the Treasurer of the Corporation to call upon the subscriber for payment of such subscriber's subscription in the manner and form stated in the subscription agreement; and

RESOLVED, that the Board of Directors authorizes and directs the officers of the Corporation to execute and deliver to the subscriber a certificate for the number of shares subscribed for upon receipt by the Corporation of payment for the shares.

VIII.
Fiscal Year

RESOLVED, that the fiscal year of the Corporation initially shall be the year ending December 31; provided, however, that the Board of Directors may change the fiscal year after reviewing all of the facts and circumstances at any time and from time to time.

IX.
Corporate Bank Accounts

RESOLVED, that the Treasurer of the Corporation be, and hereby is, authorized and directed, in the name of and on behalf of the Corporation, to take any and all action that the Treasurer may deem necessary or advisable in order to establish from time to time accounts with banks for the efficient conduct of the Corporation's business; and

RESOLVED, that the Board of Directors hereby adopts the form of any and all resolutions required by these banks to be adopted in connection with the opening of these accounts if (i) in the opinion of the President of the Corporation, the adoption of the bank's resolution or resolutions is necessary or advisable and (ii) the Secretary of the

Corporation evidences adoption by filing with this consent action in the Corporation's minute book copies of the bank's resolutions which shall thereupon be deemed to be approved and adopted by the Board of Directors and incorporated as a part of this resolution.

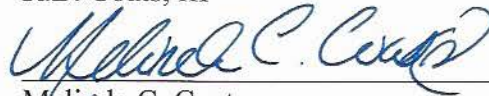
X.
Organizational Expenses

RESOLVED, that the Treasurer of the Corporation, with the approval of the President, is hereby authorized and directed to pay all reasonable charges incident to or arising out of the organization of the Corporation and to reimburse any person or persons who have incurred any expenses or made any disbursements for these charges.

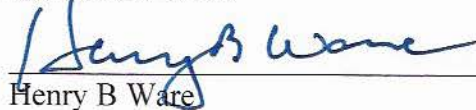
IN WITNESS WHEREOF, the undersigned hereby consent to the actions described herein effective as of February 8, 2019.



R.B. Coats, III



Melinda C. Coats



Henry B Ware

EXHIBIT A

Articles of Incorporation

EXHIBIT B

Bylaws

EXHIBIT C

Form of Stock Certificate

EXHIBIT D

Stock Subscription Agreement

ARTICLE ONE

OFFICES AND AGENT

Section 1.1 Registered Office and Agent. The corporation shall maintain a registered office in the State of Alabama and shall have a registered agent whose business office is identical to the registered office.

Section 1.2 Other Offices. In addition to its registered office, the corporation may have offices at any other place or places, within or without the State of Alabama, as the Board of Directors may from time to time select or as the business of the corporation may require or make desirable.

ARTICLE TWO

SHAREHOLDERS' MEETINGS

Section 2.1 Place of Meetings. Meetings of shareholders may be held at any place within or without the State of Alabama, as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver, or, if no place is so specified, at the principal office of the corporation.

Section 2.2 Annual Meetings. The annual meeting of shareholders shall be held on a day to be determined by the Board of Directors on or before June 30 for the purpose of electing directors and transacting any and all business that may properly come before the meeting. If an annual meeting of shareholders is not held as provided in this Section 2.2, any business, including the election of directors, that might properly have been acted upon at such annual meeting may be acted upon at a special meeting in lieu of the annual meeting held pursuant to these bylaws or held pursuant to a court order.

Section 2.3 Special Meetings. Special meetings of shareholders or a special meeting in lieu of the annual meeting of shareholders may be called at any time by the Board of Directors or the President. Special meetings of shareholders or a special meeting in lieu of the annual meeting of shareholders shall be called by the corporation upon the written request of the holders of twenty-five percent (25%) of all the votes entitled to be cast on the issue or issues proposed to be considered at the proposed special meeting.

Section 2.4 Notice of Meetings. Unless waived as contemplated in Section 5.2, a notice of each meeting of shareholders stating the date, time and place of the meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date thereof, by or at the direction of the President, the Secretary or the officer or persons calling the meeting, to each shareholder entitled to vote at that meeting. In the case of an annual meeting, the notice need not state the purpose or purposes of the meeting unless the articles of incorporation or the Alabama Business Corporation Law, as amended (the "Code") requires otherwise. In the case of a special meeting, including a special meeting in lieu of an annual meeting, the notice of meeting shall state the purpose or purposes for which the meeting is called.

Section 2.5 Voting Group. Voting group means all shares of one or more classes or series that are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. All shares entitled to vote generally on the matter are for that purpose a single voting group.

Section 2.6 Quorum. With respect to shares entitled to vote as a separate voting group on a matter at a meeting of shareholders, the presence, in person or by proxy, of a majority of the votes entitled to be cast on the matter by the voting group shall constitute a quorum of that voting group for action on that matter unless the articles of incorporation or the Code provides otherwise. Once a share is represented for any purpose at a meeting, other than solely to object to holding the meeting or to transacting business at the meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of the meeting unless a new record date is or must be set for the adjourned meeting pursuant to Section 8.7 of these bylaws.

Section 2.7 Vote Required for Action. If a quorum exists, action on a matter (other than the election of directors) by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the articles of incorporation, provisions of these bylaws validly adopted by the shareholders or the Code requires a greater number of affirmative votes. If the articles of incorporation or the Code provides for voting by two or more voting groups on a matter, action on that matter is taken only when voted upon by each of those voting groups counted separately. Action may be taken by one voting group on a matter even though no action is taken by another voting group entitled to vote on the matter. With regard to the election of directors, unless otherwise provided in the articles of incorporation, if a quorum exists, action on the election of directors is taken by a plurality of the votes cast by the shares entitled to vote in the election.

Section 2.8 Voting of Shares. Unless the articles of incorporation or the Code provides otherwise, each outstanding share having voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. Voting on all matters shall be by voice vote or by show of hands unless any qualified voter, prior to the voting on any matter, demands vote by ballot, in which case each ballot shall state the name of the shareholder voting and the number of shares voted by him or her, and if the ballot be cast by proxy, it shall also state the name of the proxy.

Section 2.9 Proxies. A shareholder entitled to vote pursuant to Section 2.8 may vote in person or by proxy pursuant to an appointment of proxy executed in writing by the shareholder or by his or her attorney-in-fact. An appointment of proxy shall be valid for only one meeting to be specified therein, and any adjournments of such meeting, but shall not be valid for more than eleven months unless expressly provided therein. Appointments of proxy shall be dated and filed with the records of the meeting to which they relate. If the validity of any appointment of proxy is questioned, it must be submitted to the secretary of the meeting of shareholders for examination or to a proxy officer or committee appointed by the person presiding at the meeting. The secretary of the meeting or, if appointed, the proxy officer or committee, as the case may be, shall determine the validity or invalidity of any appointment of proxy submitted, and reference by the secretary in the minutes of the meeting to the regularity of an appointment of proxy shall be received as

prima facie evidence of the facts stated for the purpose of establishing the presence of a quorum at the meeting and for all other purposes.

Section 2.10 Presiding Officer. The President shall serve as the chairman of every meeting of shareholders unless another person is elected by the shareholders to serve as chairman at the meeting. The chairman shall appoint any persons he or she deems required to assist with the meeting.

Section 2.11 Adjournments. Whether or not a quorum is present to organize a meeting, any meeting of shareholders (including an adjourned meeting) may be adjourned by the holders of a majority of the voting shares represented at the meeting to reconvene at a specific time and place, but no later than 120 days after the date fixed for the original meeting unless the requirements of the Code concerning the selection of a new record date have been met. At any reconvened meeting within that time period, any business may be transacted that could have been transacted at the meeting that was adjourned. If notice of the adjourned meeting was properly given, it shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the date, time and place of the reconvened meeting are announced at the meeting that was adjourned and before adjournment; provided, however, that if a new record date is or must be fixed, notice of the reconvened meeting must be given to persons who are shareholders as of the new record date.

Section 2.12 Action of Shareholders Without a Meeting. Action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if the action is taken by all shareholders entitled to vote on the action or, if so provided in the articles of incorporation, by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. The corporation shall give written notice of actions taken as required by the Code.

ARTICLE THREE

THE BOARD OF DIRECTORS

Section 3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. In addition to the powers and authority expressly conferred upon it by these bylaws, the Board of Directors may exercise all powers of the corporation and do all lawful acts and things that are not by law, by any legal agreement among shareholders, by the articles of incorporation or by these bylaws directed or required to be exercised or done by the shareholders.

Section 3.2 Number, Election and Term of Office. The number of directors of the corporation shall initially be the number specified in the corporation's articles of incorporation, and thereafter such number can be changed from time to time by resolution

of the shareholders or of the Board of Directors. Except as provided in Section 3.4, the directors shall be elected by the vote of the shareholders as set forth in Section 2.7 at each annual meeting of the shareholders or special meeting in lieu of the annual meeting. Except in case of death, written resignation, retirement, disqualification or removal, each director shall serve until the next succeeding annual meeting and thereafter until his or her successor is elected and qualifies or until the number of directors is decreased.

Section 3.3 Removal. One or more directors may be removed from office with or without cause by the shareholders by a majority of the votes entitled to be cast. If the director was elected by a voting group, only the shareholders of that voting group may participate in the vote to remove him or her. Removal action may be taken at any meeting of shareholders with respect to which the notice stated that the purpose, or one of the purposes, of the meeting is removal of the director, and a removed director's successor may be elected at the same meeting.

Section 3.4 Vacancies. A vacancy occurring in the Board of Directors, other than by reason of an increase in the number of directors, shall be filled for the unexpired term by the first to take action of (a) the shareholders or (b) the Board of Directors, and if the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. If the vacant office was held by a director elected by a voting group, only the holders of shares of that voting group or the remaining directors elected by that voting group are entitled to vote to fill the vacancy. A vacancy occurring in the Board of Directors by reason of an increase in the number of directors shall be filled in like manner as any other vacancy but, if filled by action of the Board of Directors, shall only be for a term of office continuing until the next election of directors by the shareholders and until the election and qualification of a successor.

Section 3.5 Compensation. Unless the articles of incorporation provide otherwise, the Board of Directors may determine from time to time the compensation, if any, directors may receive for their services as directors. A director may also serve the corporation in a capacity other than that of director and receive compensation, as determined by the Board of Directors, for services rendered in such other capacity.

ARTICLE FOUR

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Regular Meetings. Regular meetings of the Board of Directors shall be held immediately after the annual meeting of shareholders or a special meeting in lieu of the annual meeting. In addition, the Board of Directors may schedule other meetings to occur at regular intervals throughout the year.

Section 4.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any two directors in office at that time.

Section 4.3 Place of Meetings. Directors may hold their meetings at any place within or without the State of Alabama as the Board of Directors may from time to time

establish for regular meetings or as set forth in the notice of a special meeting or, in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver.

Section 4.4 Notice of Meetings. No notice shall be required for any regularly scheduled meeting of the directors. Unless waived as contemplated in Section 5.2, each director shall be given at least one day's notice (as set forth in Section 5.1) of each special meeting stating the date, time and place of the meeting.

Section 4.5 Quorum. Unless a greater number is required by the articles of incorporation, these bylaws or the Code, or unless otherwise specifically provided in the Code, a quorum of the Board of Directors consists of a majority of the total number of directors that has been prescribed by resolution of the shareholders or of the Board of Directors pursuant to Section 3.2.

Section 4.6 Vote Required for Action.

(a) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the Code, the articles of incorporation or these bylaws require the vote of a greater number of directors.

(b) A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(i) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting business at the meeting;

(ii) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or

(iii) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.7 Participation by Conference Telephone. Any or all directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 4.8 Action by Directors Without a Meeting. Unless the articles of incorporation or these bylaws provide otherwise, any action required or permitted to be taken at any meeting of the Board of Directors, or any action that may be taken at a meeting of a committee of the Board of Directors, may be taken without a meeting if the action is taken by all the members of the Board of Directors (or of the committee, as the case may be). The action must be evidenced by one or more written consents describing the action taken, signed by each director (or each director serving on the committee, as the

case may be), and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

Section 4.9 Adjournments. Whether or not a quorum is present to organize a meeting, any meeting of directors (including an adjourned meeting) may be adjourned by a majority of the directors present to reconvene at a specific time and place. At any reconvened meeting, any business may be transacted that could have been transacted at the meeting that was adjourned. If notice of the adjourned meeting was properly given, it shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the date, time and place of the reconvened meeting are announced at the meeting that was adjourned.

Section 4.10 Committees of the Board of Directors. The Board of Directors by resolution may designate from among its members one or more committees, each consisting of one or more directors all of whom serve at the pleasure of the Board of Directors. Except as limited by the Code, each committee shall have the authority set forth in the resolution establishing the committee. The provisions of this Article Four as to the Board of Directors and its deliberations shall be applicable to any committee of the Board of Directors.

ARTICLE FIVE

MANNER OF NOTICE AND WAIVER AS TO SHAREHOLDERS AND DIRECTORS

Section 5.1 Procedure. Whenever these bylaws require notice to be given to any shareholder or director, the notice shall be given in accordance with this Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Any notice to directors may be written or oral. Notice may be communicated in person; by telephone, facsimile, telegraph, teletype or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Written notice to the shareholders, if in a comprehensible form, is effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the shareholder's address shown in the corporation's current record of shareholders. Except as otherwise provided in this Section 5.1, written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) when received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

Section 5.2 Waiver.

(a) A shareholder may waive any notice before or after the date and time stated in the notice. Except as provided in subsection 5.2(b), the waiver must be in writing, be signed by the shareholder entitled to the notice, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) A shareholder's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

(c) Unless required by the Code, neither the business transacted nor the purpose of the meeting need be specified in the waiver.

(d) A director may waive any notice before or after the date and time stated in the notice. Except as provided in subsection 5.2(e), the waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(e) A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SIX

OFFICERS

Section 6.1 Number. The officers of the corporation shall consist of a President, a Secretary and a Treasurer and any other officers as may be appointed by the Board of Directors or appointed by a duly appointed officer pursuant to this Article Six. The Board of Directors shall from time to time create and establish the duties of the other officers. Any two or more offices may be held by the same person.

Section 6.2 Appointment and Term. All officers shall be appointed by the Board of Directors or by a duly appointed officer pursuant to this Article Six and shall serve at the pleasure of the Board of Directors or the appointing officers, as the case may be. All officers, however appointed, may be removed with or without cause by the Board of Directors and any officer appointed by another officer may also be removed by the appointing officer with or without cause.

Section 6.3 Compensation. The compensation of all officers of the corporation appointed by the Board of Directors shall be fixed by the Board of Directors.

Section 6.4 President. The President shall be the chief executive officer of the corporation and shall have general supervision of the business of the corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform such other duties as may from time to time be delegated by the Board of Directors.

Section 6.5 Vice Presidents. In the absence or disability of the President, or at the direction of the President, the Vice President, if any, shall perform the duties and exercise the powers of the President. If the corporation has more than one Vice President, the one designated by the Board of Directors shall act in lieu of the President. Vice Presidents shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign.

Section 6.6 Secretary. The Secretary shall be responsible for preparing minutes of the acts and proceedings of all meetings of the shareholders and of the Board of Directors and any committees thereof. The Secretary shall have authority to give all notices required by the Code or other applicable law or these bylaws. The Secretary shall be responsible for the custody of the corporate books, records, contracts and other documents. The Secretary may affix the corporate seal to any lawfully executed documents and shall sign any instruments as may require his or her signature. The Secretary shall authenticate records of the corporation. The Secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign. In the absence or disability of the Secretary or at the direction of the President, any assistant secretary may perform the duties and exercise the powers of the Secretary.

Section 6.7 Treasurer. The Treasurer shall be responsible for the custody of all funds and securities belonging to the corporation and for the receipt, deposit or disbursement of funds and securities under the direction of the Board of Directors. The Treasurer shall cause to be maintained full and true accounts of all receipts and disbursements and shall make reports of the same to the Board of Directors and the President upon request. The Treasurer shall perform all duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6.8 Bonds. The Board of Directors by resolution may require any or all of the officers, agents or employees of the corporation to give bonds to the corporation, with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with any other conditions as from time to time may be required by the Board of Directors.

ARTICLE SEVEN

DISTRIBUTIONS AND SHARE DIVIDENDS

Section 7.1 Authorization or Declaration. Unless the articles of incorporation provide otherwise, the Board of Directors from time to time in its discretion may authorize or declare distributions or share dividends in accordance with the Code.

Section 7.2 Record Date With Regard to Distributions and Share Dividends. For the purpose of determining shareholders entitled to a distribution (other than one involving a purchase, redemption or other reacquisition of the corporation's shares) or a share dividend, the Board of Directors may fix a date as the record date. If no record date is fixed by the Board of Directors, the record date shall be determined in accordance with the provisions of the Code.

ARTICLE EIGHT

SHARES

Section 8.1 Authorization and Issuance of Shares. In accordance with the Code, the Board of Directors may authorize shares of any class or series provided for in the articles of incorporation to be issued for any consideration valid under the provisions of the Code. To the extent provided in the articles of incorporation, the Board of Directors shall determine the preferences, limitations and relative rights of the shares.

Section 8.2 Share Certificates. The interest of each shareholder in the corporation shall be evidenced by a certificate or certificates representing shares of the corporation which shall be in such form as the Board of Directors from time to time may adopt. Share certificates shall be numbered consecutively, shall be in registered form, shall indicate the date of issuance, the name of the corporation and that it is organized under the laws of the State of Alabama, the name of the shareholder, and the number and class of shares and the designation of the series, if any, represented by the certificate. Each certificate shall be signed by any one of the President, a Vice President, the Secretary or the Treasurer. The corporate seal need not be affixed.

Section 8.3 Rights of Corporation With Respect to Registered Owners. Prior to due presentation for transfer of registration of its shares, the corporation may treat the registered owner of the shares as the person exclusively entitled to vote the shares, to receive any share dividend or distribution with respect to the shares, and for all other purposes; and the corporation shall not be bound to recognize any equitable or other claim to or interest in the shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

Section 8.4 Transfers of Shares. Transfers of shares shall be made upon the transfer books of the corporation, kept at the office of the transfer agent designated to transfer the shares, only upon direction of the person named in the certificate, or by an attorney lawfully constituted in writing; and before a new certificate is issued, the old certificate shall be surrendered for cancellation or, in the case of a certificate alleged to have been lost, stolen or destroyed, the requirements of Section 8.6 of these bylaws shall have been met.

Section 8.5 Duty of Corporation to Register Transfer. Notwithstanding any of the provisions of Section 8.4 of these bylaws, the corporation is under a duty to register the transfer of its shares only if:

- (a) the certificate is endorsed by the appropriate person or persons;

(b) reasonable assurance is given that the endorsement or affidavit is genuine and effective;

(c) the corporation either has no duty to inquire into adverse claims or has discharged that duty;

(d) the requirements of any applicable law relating to the collection of taxes have been met; and

(e) the transfer in fact is rightful or is to a bona fide purchaser.

Section 8.6 Lost, Stolen or Destroyed Certificates. Any person claiming a share certificate to be lost, stolen or destroyed shall make an affidavit or affirmation of the fact in the manner required by the Board of Directors and, if the Board of Directors requires, shall give the corporation a bond of indemnity in form and amount, and with one or more sureties satisfactory to the Board of Directors, as the Board of Directors may require, whereupon an appropriate new certificate may be issued in lieu of the one alleged to have been lost, stolen or destroyed.

Section 8.7 Fixing of Record Date With Regard to Shareholder Action. For the purpose of determining shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote or to take any other action, the Board of Directors may fix a future date as the record date, which date shall be not more than seventy (70) days prior to the date on which the particular action requiring a determination of shareholders is to be taken. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. If no record date is fixed by the Board of Directors, the record date shall be determined in accordance with the provisions of the Code.

ARTICLE NINE

INDEMNIFICATION

Section 9.1 Definitions. As used in this Article, the term:

(a) "Corporation" includes any domestic or foreign predecessor entity of the corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Director" or "officer" means an individual who is or was a director or board-appointed officer, respectively, of the corporation or who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity. A director or officer is considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on, or otherwise involve services by, the director or officer to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context otherwise requires, the estate or personal representative of a director or officer.

(c) "Expenses" includes counsel fees.

(d) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.

(e) "Official capacity" means:

(i) when used with respect to a director, the office of director in the corporation; and

(ii) when used with respect to an officer, the office in the corporation held by the officer.

Official capacity does not include service for any other domestic or foreign corporation or any partnership, joint venture, trust, employee benefit plan or other entity.

(f) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative and whether formal or informal.

Section 9.2 Basic Indemnification Arrangement.

(a) Except as provided in subsection 9.2(d), the corporation shall indemnify an individual who is a party to a proceeding because he or she is or was a director or officer against liability incurred in the proceeding if:

(i) such individual conducted himself or herself in good faith; and

(ii) such individual reasonably believed:

(A) in the case of conduct in his or her official capacity, that such conduct was in the best interests of the corporation;

(B) in all other cases, that such conduct was at least not opposed to the best interests of the corporation; and

(C) in the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful.

(b) A director's or officer's conduct with respect to an employee benefit plan for a purpose he or she believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection 9.2(a)(ii)(B).

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct described in subsection 9.2(a).

(d) The corporation may not indemnify a director or officer under this Article:

(i) in connection with a proceeding by or in the right of the corporation, in which the director or officer was adjudged liable to the corporation; or

(ii) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

(e) Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 9.3 Advances for Expenses.

(a) The corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who

is a party to a proceeding because he or she is a director or officer if he or she delivers to the corporation:

(i) a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in subsection 9.2(a); and

(ii) his or her written undertaking, executed personally or on his behalf, to repay any funds advanced if it is ultimately determined that the director or officer did not meet such standard of conduct; and a determination is made that the facts then known to those making the determination would not preclude indemnification under this section.

(b) The undertaking required by subsection 9.3(a)(ii) must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to the financial ability of the director or officer to make repayment.

(c) Determination and authorizations of payments under this section must be made in the manner specified in Section 9.5 hereof.

Section 9.4 Court-Ordered Indemnification.

(a) A director or officer who is a party to a proceeding because he or she is a director or officer may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Pursuant to Section 33-8-540 of the Code, after receipt of an application and after giving any notice it considers necessary, the court may:

(i) order indemnification if it determines that the director or officer is entitled to indemnification; or

(ii) order indemnification if it determines that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director or officer has met the relevant standard of conduct set forth in Section 9.2(a) or (b), or was adjudged liable in a proceeding referred to in Section 9.2(d), but if the director or officer was adjudged so liable, the indemnification shall be limited to reasonable expenses incurred in connection with the proceeding.

(b) If the court determines that the director or officer is entitled to indemnification, it may, and shall if it has made the determination in clause (i) above, also order the corporation to pay the director's or officer's reasonable expenses to obtain court-ordered indemnification.

Section 9.5 Determination and Authorization of Indemnification.

(a) The corporation acknowledges that indemnification of a director or officer under Section 9.2 has been pre-authorized by the corporation as permitted by Section 14-2-859(a) of the Code. Nevertheless, the corporation shall not indemnify a director or officer under Section 9.2 unless a determination has been made for the specific proceeding that

indemnification of the director or officer is permissible in the circumstances because he or she has met the relevant standard of conduct set forth in subsection 9.2(a);

(b) The determination referred to in subsection 9.5(a) shall be made:

(i) by the Board of Directors of the corporation by a majority vote of all directors not at the time parties to the proceeding;

(ii) if a quorum cannot be obtained under subsection (i), by majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;

(iii) by special legal counsel:

(A) selected by the board of directors or its committee in the manner prescribed in paragraph (i) or (ii) of subsection 9.5(b); or

(B) if the quorum of the board of directors cannot be obtained under paragraph (i) of Section 9.5(b) and a committee cannot be designated under paragraph (ii) of such Section 9.5(b), selected by majority vote of the full Board of Directors (in which selection directors are parties may participate); or

(iv) by the shareholders, but shares owned by or voted under the control of a director or officer who at the time are parties to the proceeding may not be voted on the determination.

(c) As acknowledged above, the corporation has pre-authorized the indemnification of directors and officers hereunder, subject to a determination for a specific proceeding that the director or officer met the relevant standard of conduct under subsection 9.2(a). Consequently, no further decision need or shall be made on a case-by-case basis as to the authorization of the corporation's indemnification of directors or officers hereunder. Nevertheless, evaluation as to reasonableness of expenses of a director or officer for a specific proceeding shall be made in the same manner as the determination that indemnification is permissible, as described in subsection 9.5(b), except that if the determination is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled under subsection 9.5(b)(ii)(B) to select special legal counsel.

Section 9.6 Indemnification of Employees and Agents. The corporation may indemnify an employee or agent of the corporation who is not a director or officer to the extent, consistent with public policy, that such indemnification may be provided to a director or officer.

Section 9.7 Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is a director, officer, employee or agent of the corporation or who, while a director, officer, employee or agent of the corporation, serves at the corporation's request as a director, officer, partner, trustee, employee or agent of another

domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee or agent, whether or not the corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article or the Code.

Section 9.8 Witness Fees. Nothing in this Article shall limit the corporation's power to pay or reimburse expenses incurred by a director or officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party.

Section 9.9 Report to Shareholders. To the extent and in the manner required by the Code from time to time, if the corporation indemnifies a director or officer in connection with a proceeding by or in the right of the corporation, the corporation shall report the indemnification to the shareholders.

Section 9.10 Amendments; Severability. No amendment, modification or rescission of this Article Nine, or any provision hereof, the effect of which would diminish the rights to indemnification as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission. In the event that any of the provisions of this Article (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

ARTICLE TEN

MISCELLANEOUS

Section 10.1 Inspection of Books and Records. The Board of Directors shall have the power to determine which accounts, books and records of the corporation shall be opened to the inspection of the shareholders, except those as may by law specifically be made open to inspection, and shall have the power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts, books and records which by law or by determination of the Board of Directors shall be open to inspection.

Section 10.2 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

Section 10.3 Corporate Seal. If the Board of Directors determines that there should be a corporate seal for the corporation, it shall be in the form as the Board of Directors may from time to time determine.

Section 10.4 Annual Financial Statements. In accordance with the Code, the corporation shall prepare and provide to the shareholders such financial statements as may be required by the Code.

Section 10.5 Conflict With Articles of Incorporation. In the event that any provision of these bylaws conflicts with any provision of the articles of incorporation, the articles of incorporation shall govern.

ARTICLE ELEVEN

AMENDMENTS

Section 11.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend or repeal these bylaws or adopt new bylaws, but any bylaws adopted by the Board of Directors may be altered, amended or repealed, and new bylaws adopted, by the shareholders. The shareholders may prescribe, by expressing in the action they take in adopting or amending any bylaw or bylaws, that the bylaw or bylaws so adopted or amended shall not be altered, amended or repealed by the Board of Directors.

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BANYAN GP HOLDINGS, INC.

BYLAWS

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BANYAN GP HOLDINGS, INC.
BYLAWS

Adopted as of February 8, 2019

Banyan GP Holdings, Inc.
2001 Park Place North, Suite 900
Birmingham, AL 35203

Subscription Agreement for the Purchase of Shares of Common Stock

The undersigned February 8, 2019, hereby subscribes for and agrees to purchase one hundred (100) shares of the \$1.00 par value Common Stock (the "Shares") of Banyan GP Holdings, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Alabama, and agrees to pay therefor the purchase price of \$1.00 per share upon demand of the Board of Directors or any officer of the Corporation.

The undersigned acknowledges that the issuance of the Shares will not be registered under the federal Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws in reliance upon exemptions from registration contained in the 1933 Act and such state securities laws, and that the Corporation's reliance upon such exemptions is based in part upon the undersigned's representations, warranties and agreements contained in this Subscription Agreement.

The undersigned acknowledges that, prior to the execution of this Subscription Agreement, it has had the opportunity to ask questions of and receive answers or obtain additional information from a representative of the Corporation concerning the financial and other affairs of the Corporation and the terms and conditions of the offering of the Shares to which this Subscription Agreement relates, and, to the extent it believes necessary in light of its personal knowledge of the Corporation's affairs, it has asked such questions and received satisfactory answers.

The undersigned represents, warrants and agrees as follows:

(1) It has carefully read this Subscription Agreement and, to the extent it believes necessary, it has discussed the representations, warranties and agreements which it makes by signing it and the applicable limitations upon its resale of the Shares with its counsel and counsel for the Corporation.

(2) The undersigned is purchasing the Shares for its own account, with the intention of holding the Shares for investment, with no present intention of dividing or allowing others to participate in this investment or of reselling or otherwise participating, directly or indirectly, in a distribution of the Shares; and it shall not make any sale, transfer or other disposition of the Shares without registration under the 1933 Act or any applicable state securities laws unless an exemption from registration is available under the 1933 Act and such state securities laws.

(3) The undersigned is familiar with the business in which the Corporation will be engaged, and based upon its knowledge and experience in financial and business matters, it is familiar with the investments of the sort which it is undertaking herein; it is

fully aware of the problems and risks involved in making an investment of this type; and it is capable of evaluating the merits and risks of this investment.

(4) This investment is in accord with the nature and size of the undersigned's present investments and net worth, and the undersigned is financially able to bear the economic risk of this investment, including the ability to afford holding the Shares for an indefinite period or to afford a complete loss of this investment.

(5) The principal office of the undersigned is at the address shown under the signature on the bottom of this Subscription Agreement.

(6) The undersigned understands that the provisions of Rule 144 under the 1933 Act are not available to permit resales of these Shares, and due to the nature of the business of the Corporation and the conditions of Rule 144, it is unlikely that the conditions necessary to permit routine sales of the Shares under Rule 144 will ever be satisfied, and, if Rule 144 should become available, routine sales made in reliance upon its provisions could be made only in limited amounts and in accordance with the terms and conditions of the Rule. The undersigned further understands that in connection with sales of the Shares for which Rule 144 is not available, compliance with Regulation A under the 1933 Act or some other registration exemption will be required.


(7) The undersigned understands that the Corporation is under no obligation to register the Shares or to comply with the conditions of Rule 144 or take any other action necessary in order to make any exemption for the sale of the Shares without registration available.

(8) The undersigned understands and agrees that stop transfer instructions will be given to the Corporation's transfer agent or the officer in charge of its stock records and noted on the appropriate records of the Corporation to the effect that the Shares may not be transferred out of the undersigned's name unless approval is first obtained from the Corporation. The undersigned further agrees that there will be placed on the certificates for the Shares, or any substitutions therefor, a legend stating in substance as follows, and the undersigned understands and agrees that the Corporation may refuse to permit the transfer of the Shares out of its name and that the Shares must be held indefinitely in the absence of compliance with the terms of such legend:

"The shares evidenced by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be transferred, nor will any assignee or endorsee hereof be recognized as an owner hereof by the issuer for any purpose, unless a registration statement under the Securities Act of 1933, as amended, with respect to such shares shall then be in effect or unless the availability of an exemption from registration with respect to any proposed transfer or disposition of such shares shall be established to the satisfaction of counsel for the issuer."

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement as of the day and year first above written.

The Banyan Foundation, Inc.

By: 
R. B. Coats, III, President

3184 Cahaba Heights Road
Suite 300
Principal Office: Number and Street

Vestavia Hills, AL 35243
City State Zip Code

Employer Identification Number

ACCEPTED, as of February 8, 2019, on behalf of Banyan GP Holdings, Inc.

By: 
R. B. Coats, III, President


I, Robert B. Coats III, being the organizer for Banyan GP Holdings, Inc., do hereby appoint the following three (3) members to serve as the initial Board of Directors whose names and addresses are as follows:

R. B. Coats, III
3184 Cahaba Heights Road
Suite 300
Vestavia Hills, AL 35243

Melinda C. Coats
3184 Cahaba Heights Road
Suite 300
Vestavia Hills, AL 35243

Henry B. Ware
3184 Cahaba Heights Road
Suite 300
Vestavia Hills, AL 35243

Dated February 8, 2019.



R. B. Coats, III, Organizer