

Division of Corporations

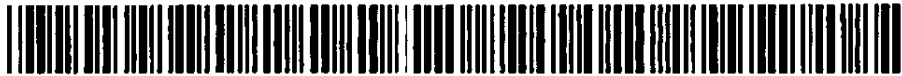
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CARD SERVICES FOR CREDIT UNIONS, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CARD SERVICES FOR CREDIT UNIONS, INC.**

These Amended and Restated Articles of Incorporation of Card Services for Credit Unions, Inc., a Florida not for profit corporation (the "Corporation"), dated as of August 20, 2012, are being duly executed and filed by Robert R. Hackney, its president, to amend and restate the Corporation's original articles of incorporation, which were filed on January 12, 1989. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I
Name and Offices**

The name of this Corporation shall be:

Card Services for Credit Unions, Inc.

The Corporation may have such offices at such places both within and outside the State of Florida as the Board of Directors, as defined in Article VI, from time to time may determine or the business of the Corporation may require. The Corporation's principal office street address and mailing address is 3031 N. Rocky Point Dr. W., Suite 750, Tampa, FL 33607.

**ARTICLE II
Purposes**

The general nature, objects, and purposes for which this Corporation is organized and operated are to operate on a cooperative basis for the benefit of its members with respect to any activity that is lawful under the Florida Not For Profit Corporation Act and Subchapter T of the Internal Revenue Code of 1986, as amended.

**ARTICLE III
Powers**

The Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the purposes for which the corporation is organized. The Corporation shall receive and maintain funds of real and/or personal property.

ARTICLE IV

Members

The members of the Corporation shall consist of those entities as may from time to time be admitted to membership in accordance with the provisions of the bylaws of the Corporation.

ARTICLE V

Terms of Existence

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VI

Officers and Directors

The affairs of this Corporation shall be managed by a Board of Directors who shall be elected annually in accordance with the provisions of the bylaws of the Corporation at a duly called meeting, and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of the Corporation. The officers thus to be elected shall be a chairman, a vice chairman, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the Corporation shall be provided in the bylaws.

The number of Directors and the manner of filling the vacancies in the Board of Directors shall be provided in the bylaws of the Corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business at a meeting of the Directors shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

Directors and officers of this Corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out by the bylaws.

ARTICLE VII

Registered Office and Registered Agent

The name of the Corporation's registered agent at the following address is Robert R. Hackney, and the street address of the Corporation's registered office is 3031 N. Rocky Point Dr. W., Suite 750, Tampa, FL 33607. The Corporation shall keep the Department of the State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE VIII
Bylaws

The bylaws of this Corporation may be altered, amended or repealed from time to time in whole or in part in accordance with the bylaws of this Corporation and the laws of the State of Florida.

ARTICLE IX
Amendment of Articles of Incorporation

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors and the members. Such action must be taken pursuant to a resolution approved by a majority of the Directors and by a majority of the total votes of the members in attendance at any meeting where such amendment is presented to the members for approval, all in accordance with the laws of the State of Florida. All actions, including but not limited to, an amendment to these Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE X
Indemnification

The Corporation shall indemnify and advance expenses to any person who was or is a party to any proceeding or threatened proceeding by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation or is or was serving as such at the request of the Corporation, subject in each instance to satisfaction of all applicable requirements under the Florida Not For Profit Corporation Act.

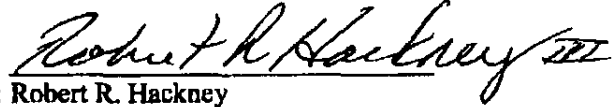
Additionally, the Corporation may make any other or further indemnification or advancement of expenses of any of its Directors, officers, employees, or agents, as it may desire, subject, however, to the restrictions contained in the Florida Not For Profit Corporation Act.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Card Services for Credit Unions, Inc. (1) were approved by the members on August 20, 2012, and (2) the number of votes cast by the members for the amendments was sufficient for approval.

Dated as of the 20th day of August, 2012.

Card Services for Credit Unions, Inc.

By: 
Name: Robert R. Hackney
Title: President