

**ARTICLES OF INCORPORATION
OF
WILLIAM VINCENT GOODWYN, P.C.
A PROFESSIONAL CORPORATION**

The undersigned incorporator, being duly licensed under the laws of the State of Alabama to practice law, and desiring to form a professional corporation under the laws of the State of Alabama for the practice of law, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is William Vincent Goodwyn, P.C..

ARTICLE II

PURPOSE

The purpose for which the corporation is organized is to render legal services to the public. The corporation shall not engage in any business other than the rendering of such legal services, all of which constitutes one type of professional service, the overall practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real or personal property necessary or appropriate for rendering such professional services.

ARTICLE III

GOVERNING LAW AND POWERS

The corporation shall be governed by the "Alabama Business Corporation Act" (Code of Ala. 1974, Title 10, Chapter 2A) and all amendments thereto; by the "Revised Alabama Professional Corporation Act" (Code of Ala. 1975, Sections 10-4-380 through 10-4-406) and

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all amendments thereto; and all other laws of Alabama governing or applicable to corporations. The corporation shall enjoy the powers and privileges and be subject to the duties, restrictions and liabilities of other corporations, except where inconsistent with the provisions and purposes of the aforesaid "Revised Alabama Professional Corporation Act." The powers of corporation pursuant to the laws of Alabama include the power to contract in its own name; to take, hold, and sell real and personal property in its own name, independent of its members and shareholders; and to sue and be sued as an independent entity.

ARTICLE IV

REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the corporation's registered office and the name of its initial registered agent at such address is:

Name of Initial
Registered Agent

William Vincent Goodwyn

Location and Mailing Address
of Registered Office

31 Inverness Center Parkway, Ste 360
Birmingham, AL 35242

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, who is an attorney duly licensed under the laws of the State of Alabama to render services as such, is:

William Vincent Goodwyn

31 Inverness Center Parkway, Ste 360
Birmingham, AL 35242

ARTICLE VI

RENDITION OF PROFESSIONAL SERVICES

The corporation shall render professional services in Alabama only through individuals permitted to render such services in Alabama; but nothing in this ARTICLE VI shall be construed to require that any individual who is employed by the corporation be licensed to perform services for which no license is otherwise required or to prohibit the rendering of professional services by a licensed individual acting in his individual capacity, notwithstanding such individual may be a shareholder, member, director, officer, employee or agent of the corporation.

ARTICLE VII

RELATIONSHIPS BETWEEN PERSONS RENDERING AND RECEIVING PROFESSIONAL SERVICES

The relationship between an individual performing professional services as an employee of the corporation and a client shall be the same as if the individual performed such services as a sole practitioner. The relationship between the corporation performing professional services and the client shall be the same as between the client and the individual performing the services. Any privilege applicable to communications between a person rendering professional services and the person receiving such services recognized under the laws of Alabama, whether statutory or deriving from common law, shall remain inviolate and shall extend to the corporation and its employees in all cases in which it would be applicable to communications between an individual rendering such professional services and a person receiving such services.

ARTICLE VIII

PROFESSIONAL REGULATIONS

Nothing contained herein shall restrict or limit in any manner (1) the authority or duty of the licensing authority with respect to individuals rendering professional legal services within the jurisdiction of the licensing authority; (2) any law, rule or regulation pertaining to standards of professional conduct; or (3) the authority of a licensing authority to impose requirements in addition to those stated in the Revised Alabama Professional Corporation Act on any professional corporation, domestic or foreign, within the jurisdiction of the licensing authority.

ARTICLE IX

ACTS PROHIBITED

The corporation shall not do any act which is prohibited to be done by individuals licensed to practice the profession of law.

ARTICLE X

CAPITAL STOCK

Section 10.1. The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be One Hundred Shares of common stock at the par value of One Dollar (\$1.00) per share.

Section 10.2. The corporation may issue shares of its capital stock only to a qualified persons. A shareholder may voluntarily transfer his or her shares in the corporation only to qualified persons. Any issuance or transfer of shares in violation of this ARTICLE X, Section 10.2, is null and void, provided, however, that nothing contained herein shall prohibit the transfer of shares in the corporation by operation of law or court decree.

Section 10.3. No shareholder of the corporation shall enter into a voting trust with respect to shares of the corporation unless all the trustees and beneficiaries thereof are qualified persons, except that a voting trust may be validly continued for a period of 12 months after the death of a deceased beneficiary or after a beneficiary has become a disqualified person.

Section 10.4. The shareholders of the stock of the corporation upon issue of stock of any class (whether now or hereafter authorized) have the right, during such period of time and upon such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of the stock of the corporation at such price or prices as the board of directors may from time to time fix.

Section 10.5. The corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

ARTICLE XI

TRANSFERABILITY OF SHARES

Except as may otherwise be provided in these articles or in the bylaws of the corporation, or by private agreement, stock in the corporation may be sold, assigned and transferred without limitation to any qualified person.

ARTICLE XII

DIRECTORS AND OFFICERS

Section 12.1 The business and affairs of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) director. The number may be changed as provided in the bylaws of the corporation. The name and address of the person who shall serve as director until the first annual meeting of the shareholders or until the successors to such director be elected and qualify is:

Name

Address

William Vincent Goodwyn

31 Inverness Center Parkway, Ste 360
Birmingham, AL 35242

Section 12.2 The members of the board of directors shall be elected at the annual meeting of the shareholders and shall hold office for one year until the next annual meeting of the shareholders or until their successors have been elected and qualified. Any vacancy occurring in the board of directors may be filled by the remaining member or members of the board of directors. Any directorship to be filled by reason of an increase in the number of directors must be filled by election at a meeting of the shareholders.

Section 12.3 The board of directors shall have and may exercise all rights, power and authority that may be vested in the board of directors of a professional corporation organized under the Revised Alabama Professional Corporation Act as the same has been or shall be from time to amended, to include all rights, power and authority vested in the board of directors of a corporation organized under the laws of the State of Alabama and not inconsistent with the Revised Alabama Professional Corporation Act except as herein otherwise provided.

Section 12.4. Members of the board of directors need not be shareholders of the corporation. However, at least one director shall be a qualified person with respect to the corporation.

Section 12.5. The officers of the corporation shall be elected by the board of directors and shall include a president and a secretary, and such other officers as the board of directors may from time to time determine. Any number of offices may be held by the same person unless the bylaws otherwise provide.

Section 12.6. The president shall be a qualified person with respect to the Corporation, and shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation. The secretary or any assistant secretary shall have authority to affix the seal to instruments requiring it, and attest the same.

Section 12.7. The officers of the corporation need not be members of the board of directors.

Section 12.8. Anything herein to the contrary notwithstanding, no officer or member of the board of directors who is not duly licensed to practice the profession of accounting in the State of Alabama shall participate in any decisions of the corporation in connection with the rendition of professional services by the corporation.

ARTICLE XIII

DURATION

Section 13.1. The duration of the corporation shall be perpetual.

Section 13.2. The corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in Section 13.1 of this ARTICLE XIII and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of the shareholders, the transfer of shares, or any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a partnership, it being the intention hereof that the corporation shall have continuity of life independent of the life or status of its shareholders.

ARTICLE XIV

DEATH OR DISQUALIFICATION OF SHAREHOLDER

Section 14.1. Upon the death of a shareholder of the corporation or if a shareholder of the corporation becomes a disqualified person or if shares of the corporation are transferred by operation of law or court decree to a disqualified person, the shares of such deceased shareholder or of such disqualified person may be transferred to a qualified person and, if not so transferred, shall be purchased or redeemed by the corporation to the extent of funds which may be legally made available for such purchase.

Section 14.2. If the price for such shares is not fixed by the bylaws of the corporation or by private agreement, the purchase price for such shares shall be determined in accordance with Section 10-4-389 of the Revised Alabama Professional Corporation Act.

ARTICLE XV

BYLAWS

Section 15.1. The corporation shall have such bylaws as may be adopted by the shareholders.

Section 15.2. The power to alter, amend, or repeal the bylaws adopted by the shareholders or to adopt new bylaws is hereby vested in the board of directors; provided, however, that the board of directors may not amend or repeal any bylaw establishing the number of directors, the time or place of shareholders' meetings, or what constitutes a forum of such shareholders' meetings.

Section 15.3. The bylaws may provide that any action required to be taken at a meeting of the shareholders or a meeting of the board of directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all shareholders or all members of the board, respectively, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 15.4. The bylaws may provide that whenever any notice is required to be given either under the laws of the State of Alabama, this certificate of incorporation, or bylaws adopted pursuant to the provisions hereof, a waiver in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

IN WITNESS WHEREOF, the undersigned incorporators hereunto subscribed their names to this certificate of incorporation on this the 4 day of JAN, 1994.

William Vincent Goodwyn
William Vincent Goodwyn

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that William Vincent Goodwyn, is known to me, acknowledged before me on this day that, the contents of the above and foregoing are true and correct to the best of his knowledge.

Given under my hand and seal this 4 day of January, 1994.

Laura J. Taylor
Notary Public

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

William Vincent Goodwyn, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Susan Sayers, 31 Inverness Center Pkwy Suite 360, Birmingham, AL 35242 for a period of one hundred twenty days beginning December 15, 1993 and expiring April 15, 1994.



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.

December 15, 1993

Date

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF
WILLIAM VINCENT GOODWYN, P.C.

The undersigned, as Judge of Probate of SHELBY County,
State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the
incorporation of WILLIAM VINCENT GOODWYN, P.C., duly
signed pursuant to the provisions of the Alabama Business Corporation Act, have been
received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority
vested in him by law, hereby issues this Certificate of Incorporation of WILLIAM VINCENT GOODWYN, P.C., and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 4 day of
JANUARY, 19 94.



Thomas A. Snowden Jr.

Judge of Probate

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