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Inst # 1999-43300

ARTICLES OF INCORPORATION
OF
BURGESS BENEFITS SERVICES, INC.
TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA

The undersigned incorporators, desiring to organize a body corporate under Chapter 2B, Title 10, Code of Alabama 1975, do hereby make, sign, and file these Articles of Incorporation as follows:

ARTICLE I
NAME

The name of this corporation is **BURGESS BENEFITS SERVICES, INC.** The corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

ARTICLE II
PERIOD

The period for the duration of the corporation shall be perpetual.

ARTICLE III
PURPOSES

The purposes for which the corporation is formed are:

- (a) To engage in the business of insurance sales and service, including life, health and disability.

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(b) The transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE IV **POWERS**

The powers of the corporation are and shall be those provided by the Alabama Business Corporation Act, Section 10-2B-3.02, as the same may be amended from time to time, including but not limited to, the power:

(a) To sue and be sued, complain and defend, in its corporate name;

(b) To have a corporate seal which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any manner reproducing it;

(c) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(d) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

(e) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;

(f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(g) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds, and

other obligations (which may be convertible into or include the option to purchase other securities of the corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing:

1. Make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the corporation, and

2. Make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of

(i) An entity that is wholly owned, directly or indirectly, by the corporation, or

(ii) A person that owns, directly or indirectly, all of the outstanding stock of the corporation, or

(iii) An entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the corporation;

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(i) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other entity;

(j) To conduct its business, locate offices, and exercise the powers granted by this chapter within or without this State;

(k) To elect directors and appoint officers, employees, and agents of the corporations, define their duties, fix their compensation, and lend them money and credit;

(l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share stock bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future, or former directors, officers, employees, and agents;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business that will aid governmental policy; and

(o) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The location and street address of the initial registered office of the corporation shall be 105 Newgate Road, Alabaster, Alabama 35007, and its initial registered agent at such address shall be Karen L. Burgess. In accordance with the requirements of the Alabama Business Corporation Act, the registered office and registered agent of the corporation may be changed by filing a statement of change with the Secretary of State of Alabama.

ARTICLE VI

CAPITAL

The corporation shall have authority to issue five hundred (500) shares of common stock, all of the same class and having a par value of Ten Dollars

(\$10.00) per share. The corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, other property (tangible or intangible) actually received, or labor or services actually performed for the corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the shareholders, as the case may be, as to the value of the consideration received for the shares shall be conclusive. Neither promissory notes nor future services, however, shall constitute payment or part payment for the issuance of the shares of the corporation. When payment of the consideration for which the shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable, and the holder of such shares shall not be liable for any further payment in respect thereof.

ARTICLE VII **INCORPORATOR**

- (a) The name and address of the incorporator are as follows:

NAME

ADDRESS

Karen L. Burgess

105 Newgate Road
Alabaster, AL 35007

(b) The corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be provided by the Board of Directors, provided that reference to such restrictions shall be conspicuously noted upon each certificate representing such shares.

(c) All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any persons, whether or not the corporation shall have notice thereof.

ARTICLE VIII

DIRECTORS

(a) The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the member of the initial Board of Directors who shall hold office until the first annual meeting of shareholders, and until her successors shall have been elected and qualified are as follows:

NAME

ADDRESS

Karen L. Burgess

105 Newgate Road
Alabaster, AL 35007

(b) All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in these Articles of Incorporation or by statute. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To alter, amend, or repeal the By-Laws or adopt new By-Laws, provided, however, that the Board of Directors may not alter, amend, or repeal any by-law establishing what constitutes a quorum at shareholders' meetings, or any by-law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(2) To authorize distributions (including the payment of dividends on the corporation's outstanding shares), unless, after making such distribution:

(i) The corporation would not be able to pay its debts as they become due in the usual course of business; or

(ii) The corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose

preferential rights are superior to those receiving the distribution.

(3) To take any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof without a meeting, if a written consent thereto is signed by all the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. Action taken under this section is effective when the last director or committee member signs the written consent, unless the consent specifies a different effective date.

(4) To remove any officer or agent of the corporation whenever, in the judgment of the Board of Directors, the best interest of the corporation will be served thereby.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authority expressly conferred upon the directors by statute.

(c) Notwithstanding any provisions to the contrary contained in these Articles of Incorporation, or in the By-Laws which may be adopted pursuant thereto, at a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, who may then forthwith at such meeting proceed to elect a successor or successors for the unexpired term.

ARTICLE IX

INDEMNIFICATION AND LIMITATION OF LIABILITY

(a) Mandatory Indemnification.

The corporation shall indemnify a director or officer who was successful, on the merits or otherwise, in the defense of any proceeding (which, for the purposes of this Article IX shall include threatened, pending or completed actions, suits or other proceedings, whether civil, criminal, administrative or investigative, and whether formal or informal), or of any claim, issue or matter in

such proceeding, where he or she was a party because he or she is or was a director or officer of the corporation, against reasonable expenses incurred in connection therewith, notwithstanding that he or she was not successful on any other claim, issue or matter in any such proceeding.

(b) **Permissive Indemnification.**

(1) Except as provided in subsection (4) of this section (b), the corporation (in a determination made by its board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding) may indemnify an individual made a party to a proceeding because he or she is or was a director or officer of the corporation against liability incurred in the proceeding if:

(i) The officer or director conducted himself or herself in good faith; and

(ii) The officer or director reasonably believed:

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

(B) In all other cases, that the conduct was at least not opposed to its best interests; and

(iii) In the case of any criminal proceeding, the officer or director had no reasonable cause to believe his or her conduct was unlawful.

(2) A director's or officer's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and beneficiaries of the plan is conduct that satisfies the requirement of subsection (1)(ii)(B).

(3) The termination of a proceeding by judgment, order, settlement, 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 this section (b).

(4) The corporation may not indemnify a director or officer under this section (b):

(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 the director or officer, whether or not involving action in his or her official capacity, in which the director or officer was adjudged liable on the basis that personal benefit was improperly received by him or her.

(5) 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.

(c) **Insurance.**

The corporation may purchase and maintain insurance, or furnish similar protection (including but not limited to trust funds, self-insurance reserves, or the like), on behalf of an individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture trust, employee benefit plan, or other enterprise, 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.

(d) **Limitation on Liability.**

An officer or director of the corporation shall not be personally liable to the corporation or its shareholders, for any action taken or any failure to take any action, by such officer or director except liability for:

(1) The amount of financial benefit received by the officer or director to which he or she was not entitled;

(2) An intentional infliction of harm on the corporation or its shareholders;

(3) Unlawful distributions approved by a director in violation of the Alabama Business Corporation Act or the articles of incorporation or bylaws of the corporation;

(4) An intentional violation of criminal law; or

(5) A breach of the director's or officer's duty of loyalty to the corporation or its shareholders.

ARTICLE X

CONFLICTING TRANSACTIONS

No contract or other transaction between the corporation and any one of its directors or a "related person of a director" (as that term may from time to time be defined by the Alabama Business Corporation Act) shall be either void or voidable because of a director's conflicting interest with respect to the contract or transaction if:

(a) The contract or transaction, if it required directors' action, received the affirmative vote of a majority (but no fewer than two) of those qualified directors (as defined in section (d) hereof) of the board who voted on the transaction after required disclosure to them. For the purposes of this Article X, "required disclosure" by a director or a related person of a director means disclosure of (i) the existence and nature of his or her conflicting interest, and (ii) all facts known to him or her respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

(b) The contract or transaction, if it required shareholders' action, received a majority of the votes entitled to be cast by the holders of all qualified shares after (i) notice to shareholders describing the director's conflicting interest, (ii) receipt by the secretary of the corporation, from the director with the conflicting interest, of the number and the identity of persons holding, or controlling the vote of, all shares that the director knows are owned or controlled by the director or a related person of the director, and (iii) required disclosure to the shareholders who voted on the transaction.

(c) For the purposes of this Article X, a director's "conflicting interest" means the interest a director of the corporation has in a contract or transaction to be entered into by the corporation if:

(i) Whether or not the transaction is brought before the board of directors of the corporation for action, the director knows at the time of commitment that he or she or a related person is a party to the transaction or has a

beneficial interest in or so closely linked to the transaction and of such financial significance to the director or a related person that the interest would reasonably be expected to exert an influence on the director's judgment if the director were called upon to vote on the transaction; or

(ii) The transaction is brought (or is of such character and significance to the corporation that it would in the normal course be brought) before the board of directors of the corporation for action, and the director knows at the time of commitment that any of the following persons is either a party to the transaction or has a beneficial financial interest in or so closely linked to the transaction and of such financial significance to the person that the interest would reasonably be expected to exert an influence on the director's judgment if the director were called upon to vote on the transaction: (A) an entity (other than the corporation) of which the director is a director, general partner, agent, or employee; (B) a person that controls one or more of the entities specified in subclause (A) or an entity that is controlled by, or is under common control with, one or more of the entities specified in subclause (A); or (C) an individual who is a general partner, principal, or employer of the director.

(d) For the purposes of section (a) hereof, "qualified director" means, with respect to a director's conflicting interest transaction, any director who does not have either (i) a conflicting interest respecting the transaction, or (ii) a familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction.

(e) For the purpose of Section (b) hereof, the term "qualified shares" means any shares entitled to vote with respect to the director's conflicting interest transaction except shares that, to the knowledge, before the vote, of the secretary (or other officer or agent of the corporation authorized to tabulate votes), are beneficially owned (or the voting of which is controlled) by a director who has a conflicting interest respecting the transaction or by a related person of the director, or both.

ARTICLE XI

STATUTORY CHANGES

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations

organized under general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action by any part less than all of the shareholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

ARTICLE XII **AMENDMENT**

The corporation reserves the right to amend, alter, change, restate or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her signature to these Articles of Incorporation this 18th day of October, 1999.


KAREN L. BURGESS

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 10-2B-4.02, 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:

Burgess Benefits Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Liz Fine, 2121 Highland Ave South, Birmingham, AL 35205 for a period of one hundred twenty days beginning October 6, 1999 and expiring February 4, 2000.



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.

October 6, 1999

Date

Jim Bennett

Secretary of State

Inst # 1999-43300

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