

STATE OF ALABAMA

JEFFERSON COUNTY

**ARTICLES OF INCORPORATION  
OF  
ANTHONY AGENCY, INC.**

Inst # 2001-14744  
04/17/2001-14744  
01:53 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
008 MB 105.00

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned sole incorporator, do hereby execute this document for the purpose of forming a corporation under the Alabama Business Corporation Act, and do declare:

**ARTICLE I**

**NAME**

The name of the corporation shall be Anthony Agency, Inc., and the corporation shall be authorized to operate under said name or use any other trade name not now being used by another person, firm or corporation.

**ARTICLE II**

**PURPOSES**

The purposes for which this corporation is organized are:

- (a) Sale of insurance.
- (b) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

### **ARTICLE III**

#### **LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE**

#### **AND NAME OF INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the corporation shall be:

100 Chelsea Corners Way, Suite 112  
Chelsea, Alabama 35043

The name of the corporation's initial registered agent at said address shall James C. Anthony.

### **ARTICLE IV**

#### **AUTHORIZED CAPITAL SHARES**

The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share. The total paid in capital with which the corporation shall begin business shall be \$1,000.00.

### **ARTICLE V**

#### **NAMES AND ADDRESSES OF INCORPORATORS**

The name and mailing address of the incorporator is as follows:

James C. Anthony

100 Chelsea Corners Way, Suite 112  
Chelsea, Alabama 35043

### **ARTICLE VI**

#### **NUMBER OF DIRECTORS AND ADDRESSES OF THE INITIAL BOARD**

There shall be one Director, constituting the initial Board of Directors. The name and

mailing address of the person who is to serve as Director until the first annual meeting of shareholders, or until his successors are elected and qualified, is as follows:

NAME

ADDRESS

James C. Anthony

100 Chelsea Corners Way, Suite 112  
Chelsea, Alabama 35043

**ARTICLE VII**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE VIII**

**INTERNAL AFFAIRS**

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, the Directors and the shareholders are hereby adopted:

(a) The initial By-laws of the corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-laws, provided, however, that the Board of Directors may not alter, amend or repeal any By-law which was adopted by the shareholders and which specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The By-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the corporation, the Directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

(b) The business and affairs of the corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VI hereof. Thereafter, the number of directors of the corporation shall be fixed by, or in the manner provided in, the By-laws or, in the absence of a By-law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the By-laws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director 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, at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in.

(2) To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

(3) To distribute to the shareholders of any class of shares as a stock dividend shares of any other class which the corporation is authorized to issue, subject to the restrictions as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended.

(4) To distribute to the shareholders of the corporation, either out of its capital surplus or out of its earned surplus, a portion of the corporation's assets, in cash or in property, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended, or as set forth in the By-laws of the corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

(e) The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor.

## **ARTICLE IX**

### **RIGHT TO AMEND PROVISIONS IN ARTICLES OF INCORPORATION**

The corporation reserves the right from time to time to amend, alter or repeal each and

every provision contained in this Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

I, the undersigned, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, have executed the foregoing Articles of Incorporation on this 16<sup>th</sup> day of April, 2001.

James C. Anthony  
WITNESS

James C. Anthony (L.S.)  
JAMES C. ANTHONY, INCORPORATOR

# 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:

**Anthony Agency, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of J. Perry Morgan, 3432 Independence Dr, Birmingham, AL 35209 for a period of one hundred twenty days beginning April 2, 2001 and expiring August 1, 2001.



**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.**

April 2, 2001

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

**Jim Bennett**

**Secretary of State**

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