

ARTICLES OF ORGANIZATION

OF

INNOVATIVE BENEFITS CONSULTING, LLC

Pursuant to the provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), as amended, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is Innovative Benefits Consulting, LLC (the "Company").

ARTICLE II
DURATION

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Company Operating Agreement.

ARTICLE III
PURPOSES

The purposes for which the Company is formed are

- (a) To sell insurance products offered by licensed insurers and to sell products and services related thereto; and to engage in such other activities as may be related or incidental thereto;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, management and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever

situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV
REGISTERED OFFICE; REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be 2148 Pelham Parkway, Suite 100A, Pelham, Alabama 35124, and its registered agent at such address shall be Joshua L. Hilgers.

ARTICLE V
INITIAL MEMBERS; ORGANIZER

The names and mailing addresses of the Initial Members are:

W. Bishop Kelley, Jr. 2148 Pelham Parkway Suite 100A Pelham, Alabama 35124	Joshua L. Hilgers 2148 Pelham Parkway Suite 100A Pelham, Alabama 35124
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The name and mailing address of the Organizer is:

Calvert C. Sullins
420 N. 20th Street, Suite 3100
Birmingham, Alabama 35203

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.



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ARTICLE VII
DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP

The cessation of membership of one or more members of the Company will not result in the dissolution of the Company.

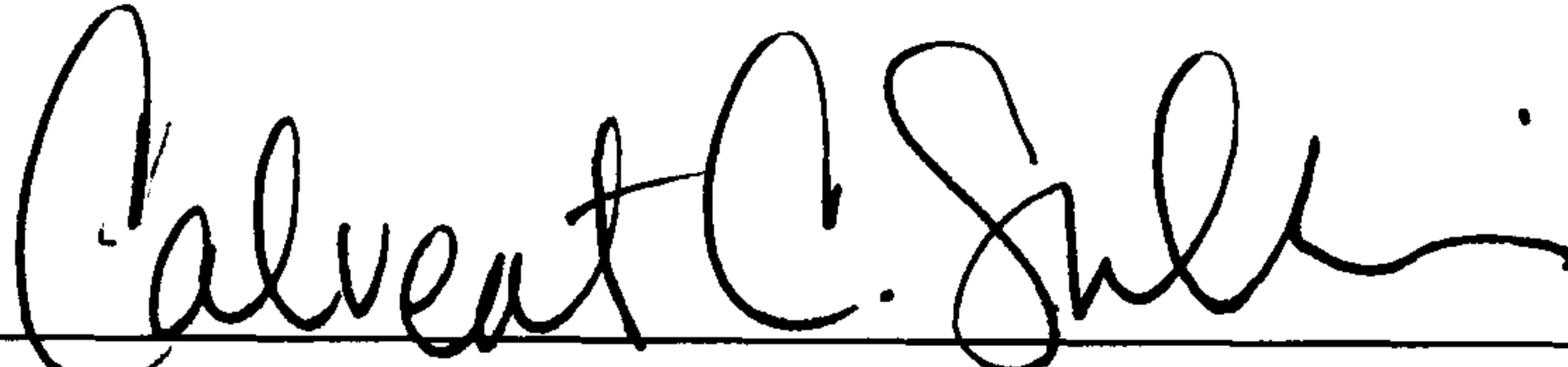
ARTICLE VIII
MANAGERS

The Managers of the Company shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The name and address of the initial Managers of the Company, and who shall serve until his successor is elected and begins serving, are:

W. Bishop Kelley, Jr.
2148 Pelham Parkway
Suite 100A
Pelham, Alabama 35124

Joshua L. Hilgers
2148 Pelham Parkway
Suite 100A
Pelham, Alabama 35124

IN WITNESS WHEREOF, these Articles have been subscribed as of the 18th day of December, 2006, by the undersigned, as its Organizer, who affirms that the statements made herein are true under the penalties of perjury.



Calvert C. Sullins, Organizer

This document prepared by:
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