

**CERTIFICATE OF FORMATION**  
**OF**  
**KENNEDY INSURANCE AGENCY, INC.**

Pursuant to the Alabama Business Corporation Law as set forth in Chapter 1 and Chapter 2 of the Alabama Business and Nonprofit Entity Code, the undersigned, acting as organizer of a corporation, hereby adopts the following Certificate of Formation:

**FIRST:** The name of the corporation is Kennedy Insurance Agency, Inc. (the "Corporation").

**SECOND:** The entity being formed is a domestic business corporation.

**THIRD:** The period of the Corporation's duration is perpetual.

**FOURTH:** The purposes for which the Corporation is organized are as follows:

(a) To sell to and advise individuals and entities of their need for insurance and financial services products, and to engage in any lawful business or activity related toward that stated purpose;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, accounting, bookkeeping and other services of every nature, kind and character, which a corporation 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 transact any or all lawful business for which corporations may be incorporated under the Alabama Business and Nonprofit Entity Code.

**FIFTH:** The aggregate number of shares which the Corporation shall have authority to issue shall be one thousand (1000) shares of common stock of par value of one dollar(s) (\$1.00) per share.

**SIXTH:** The street and mailing address of the initial registered office of the Corporation is 4513 Valleydale Road, Birmingham, Alabama 35242 and the name of its initial registered agent at such address is Michael W. Kennedy.

**SEVENTH:** The name and address of the organizer is:

Michael W. Kennedy  
4513 Valleydale Road  
Birmingham, Alabama 35242

**EIGHTH:** The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Michael W. Kennedy                      4513 Valleydale Road  
Birmingham, Alabama 35242

Heather C. Kennedy                      1033 Westwick Circle  
Birmingham, AL 35242

Mavis C. Kennedy                      3138 Griffitt Bend Road  
Talladega, AL 35160

**NINTH:** The Bylaws of the Corporation, an agreement among shareholders of the Corporation or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate or certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction.

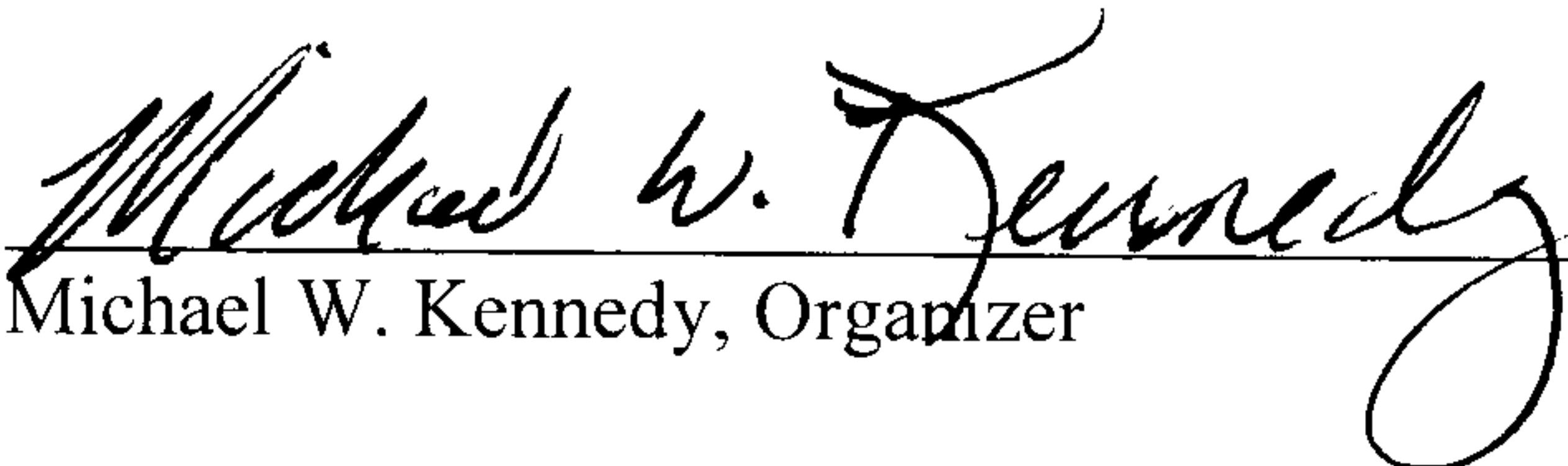
**TENTH:** A director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the Corporation or shareholders; (C) a violation of Section 10A-2-8.33 of the Alabama Business Corporation Law; (D) an



intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the Corporation or its shareholders.

**ELEVENTH:** The shareholders of the Corporation reserve the right to adopt the initial Bylaws of the Corporation. The Board of Directors of the Corporation is expressly authorized to alter, amend, or repeal the Bylaws; but the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the shareholders is given.

DATED: August 31, 2011.

  
Michael W. Kennedy, Organizer

**Beth Chapman**  
Secretary of State

**P.O. Box 5616**  
**Montgomery, AL 36103-5616**

# STATE OF ALABAMA

**I, Beth Chapman, 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 Title 10A, Chapter 1, Article 5,  
**Code of Alabama 1975**, and upon an examination of the entity  
records on file in this office, the following entity name is  
reserved as available:

**Kennedy Insurance Agency, Inc.**

This domestic corporation is proposed to be formed in Alabama  
and is for the exclusive use of MICHAEL W. KENNEDY, 4513  
VALLEYDALE ROAD, BIRMINGHAM, AL 35242 for a period of one  
hundred twenty days beginning August 15, 2011 and expiring  
December 14, 2011

**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.**



585-981

August 17, 2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State