

**IN THE PROBATE COURT OF
SHELBY COUNTY, ALABAMA**

**CERTIFICATE OF
ARTICLES OF INCORPORATION**

OF

IRWIN CONSULTING GROUP, INC.

TO THE HONORABLE ROBERT M. MARTIN, JUDGE OF PROBATE:

I, the undersigned, over the age of 21 years, for the purpose of forming a corporation pursuant to 1975 Code of Alabama, Title 10-2B-.01 through title 10-2B-17.03 of the "Alabama Business Corporation Act" and under the general laws of the State of Alabama, hereby certify:

ARTICLE I

The name of the proposed corporation is **IRWIN CONSULTING GROUP, INC.**

ARTICLE II

The nature, object, or purposes of the business proposed to be transacted, promoted, or carried on and for which this corporation is formed are:

- (1) To engage in any and all business related to human resource consulting and recruiting.
- (2) To act as broker, representative, and dealer within the United States and internationally for the business of human resource consulting and recruiting, and all other general activities and similar work in kind related thereto.
- (3) To lend and borrow money and advance credit; to acquire, dispose of, deal and trade in, hold or pledge collateral security; to buy or sell stocks, bonds, debentures, notes and mortgages on real or personal property or any and all kinds of property and securities; provided however, that this company shall not engage in the banking or insurance business.

(4) To buy, sell, produce, manufacture, and dispose of all kinds of goods, wares, potables, foods, drugs, merchandise, manufactures, commodities, furniture, machinery, agricultural tools, supplies and products, and generally to engage in and conduct any form of manufacturing or mercantile enterprise not contrary to law.

(5) To acquire all or any of the goodwill, rights, property and business of any person, firm, corporation, or association, and to hold, utilize, enjoy and in any manner dispose of the whole or any of the rights, property and business so acquired and to assume in connection therewith any liabilities of any such person, firm, corporation or association.

(6) To apply for, obtain, purchase or otherwise acquire any patents, copy rights, licenses, trademarks, trade names, rights, processes, formulae and the like, which may seem capable of being used for any of the purposes of the Corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(7) To exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any property of the corporation, including the right to vote thereon for any and all purposes, and to do any and all things herein set forth to the same extent and as fully as natural persons might or could do, and in any part of the world and to make and perform contracts of every kind and description.

(8) To borrow or raise money to the extent permitted by the laws of Alabama and upon any term, for any purpose, to issue, sell and dispose of this Corporation's bonds, debentures, notes, certificates of indebtedness and other obligations, secured and unsecured, convertible into stock or not so convertible, therefore, to real and personal property, rights, interests, or franchises of the Corporation, whether owned by it at the time or thereafter acquired, and to lend money or other property with or without collateral security.

(9) To make, execute, endorse and accept promissory notes, bills of exchange and other negotiable instruments of or for any of the purposes of the Corporation and to redeem any debt or other obligation before the same shall fall due on any terms and at any advance or premium.

(10) To pay for any property, rights, or interest acquired by the Corporation in money or other property, rights, or interest, or by assigning, issuing or delivery in exchange therefore, its own stock, bonds, debentures, notes, certificates of indebtedness and other obligations, secured or unsecured and however evidenced, convertible into stock or not so convertible, upon any terms and in any lawful manner, to purchase or otherwise dispose of, and to reissue any shares of its own capital stock (so far as may be permitted by law) and its bonds, debentures, notes, certificates or indebtedness and/or other obligations, secured or unsecured and however evidenced, convertible into stock or not so convertible, upon any terms and in any lawful manner.

11) To do all and everything necessary or proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection or benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects or purposes of the corporation or which may be conveniently carried on in connection with any of the business of the Corporation.

(12) To conduct its business in any and all branches, so far as may be permitted by law, in Shelby County, in the State of Alabama, and in other States and in the Territories and all dependencies and colonies or possessions of the United States, and in foreign countries and to maintain one or more offices and agencies, either within or anywhere without the State of Alabama, and, in general, to carry on all or any part of the foregoing business, objects or purposes as principal, factor, agent, contractor, trustee, or otherwise, either alone or associated with any person, firm, association, partnership, syndicate, or corporation and to exercise any and all powers which it might now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the

laws of the State of Alabama or any other law that may now or hereafter be applicable to the Corporation.

(13) To do all and everything necessary and proper for the accomplishment of the objects and purposes herein enumerated, or necessary, or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business are similar in nature to the objects and powers herein set forth, or otherwise.

ARTICLE III

The location of the principal place of business of said corporation shall be 2409 Walking Fern Lane, Birmingham, Shelby County, Alabama 35244.

ARTICLE IV

The total number of shares of capital stock of the corporation to be issued is 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The said proposed corporation will begin business with a paid in capital of not less than \$1,000.00 and Cynthia Irwin, whose address is 2409 Walking Fern Lane, Birmingham, Alabama 35244, is hereby designated to receive subscriptions to the capital stock of the said corporation

ARTICLE VI

That Cynthia Irwin, whose address is 2409 Walking Fern Lane, Birmingham, Alabama 35244, is designated as the agent for service of process for said corporation.

ARTICLE VII

The names and addresses of the incorporators and the number of shares of common stock held by each of them are as follows:

Cynthia Irwin
2409 Walking Fern Lane
Birmingham, Alabama 35244

1000 shares

ARTICLE VIII

The officers and directors chosen for the first year and their addresses are:

Cynthia Irwin
2409 Walking Fern Lane
Birmingham, Alabama 35244

President

ARTICLE IX

This corporation shall commence January 1st, 2013, and shall be perpetual unless dissolved in accordance with law.

ARTICLE X

1. The stockholders shall have the authority to adopt such rules, by-laws, and Regulations, for the governing of said corporation as they may deem necessary or, expedient.
2. Holders of common stock shall be entitled to one vote each for each and every share of stock standing in his, hers, or its name at any and all meetings of the stockholders of said corporation, and said stock may be voted by the stockholders of said corporation either in person or by proxy.
3. Every stockholder of stock shall have the preemptive right to purchase his/her/its proportionate share of the issuance of stock, including treasury shares, according to the proportion of his/her/its holdings of such stock, at such price, which may be in excess of par value, within such time and on such terms as shall be fixed and determined by the Board of Directors.

ARTICLE XI

No stockholder, director, or officer of the corporation shall be liable for the debts of the corporation otherwise than for the unpaid stock owned by him or her.

ARTICLE XII

The following provisions for the regulations of business and for the conduct of the affairs of said corporation are hereby adopted:

1. The business and affairs of said corporation shall be under the management and control of a Board of Directors elected at any called meeting of stockholders, or at a special meeting of stockholders thereafter held in accordance with the by-Laws of this corporation. The board of Directors shall consist of not less than one, nor more than nine persons. The number of the Directors set at this time is

2. Officers of the corporation shall be elected by the Board of Directors, and all Officers and Directors shall hold office for a period of one year or until their successors are elected and qualified.

3. In the event of any vacancy on the board of Directors through death, resignation, disqualification, or any other cause, the remaining director or directors shall, by affirmative vote, elect a successor or successors to hold office for the unexpired term for the Director or Directors whose place or places shall be vacated and until the election of a successor by the stockholders as herein above provided.

4. Unless and until changed by the by-laws, annual meetings of the stockholders shall be held on the second Tuesday of January in each year beginning in the year 2014. The stockholders may, by action of the majority thereof at a special meeting, remove the Board of Directors, or any member thereof, or any officer or officers, and elect successors thereto.

5. Any action required or proposed to be taken by the directors or stockholders may be validly affected in the following manner without notice of formal meeting:

Any resolution or proceeding approved in writing by all of the Stockholders or Directors, as the case may be, by the subscription of their name in writing to the same, or by concurrent instruments, shall be valid and effective as if such action was adopted by the same at a regularly called meeting of such Stockholders or Directors, and shall be effective as of the date therein expressed, or if no effective date shall be designated, as of the date on which the same shall be filed and noted by the Secretary: and such resolution shall thereupon be entered in the Minutes of the Corporation under such effective date.

6. The Board of Directors shall have power from time to time to fix, direct and determine the use and disposition of any surplus net profits over and above the net capital stock paid in and shall be authorized to disburse aid, gratuities or donations deemed in the furtherance of or in the best interest of the objects of the corporation.

7. No contract or other transaction between this corporation and any other corporation and no action of this corporation shall in any manner be affected or invalidated by the fact that any of the Directors of this corporation are pecuniary or otherwise interested in, or are Directors or Officers, of such other corporation; any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he was so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, or any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other corporation, or not so interested.

ARTICLE XIII

Attached hereto, and marked Exhibit "A" and made a part hereof is a statement under oath of the said Cynthia Irwin, the person authorized by the incorporators to receive subscription to the capital stock of said corporation, and showing the number of shares and the name of the subscribers of all of the capital stock subscribed and paid for, which copy of said subscription list is made a part hereof.

ARTICLE XIV

Whenever the holders of all the capital stock shall desire to dissolve the corporation, they may do so by an agreement to that end signed by all of the stockholders in the manner provided by law, that the affairs of the corporation may be wound up and settled and the assets disposed of and the proceeds distributed among those entitled thereto in accordance with the laws of the State of Alabama.


ARTICLE XV

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

First: To hold meetings at such time and place as they may determine, in accordance with the by-Laws of the corporation, and not to conflict with the laws of the State of Alabama.

Second: To fix, determine, and to vary the amount to be reserved as working capital of the corporation, and to determine whether or what part of the accumulated profits, if any, shall be declared in dividends and paid to the Stockholders.

Third: To issue stock as a bonus where the earnings of the company have been used in paying or reducing the principal of any lien or mortgage on corporation property given to secure a loan where the property remains as a portion of capital stock and where the total amount of capital stock has not been issued.


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Fourth: The by-laws may prescribe the number of directors, requisite to constitute a quorum at their meeting, and such number may not be less than the majority of the whole number.

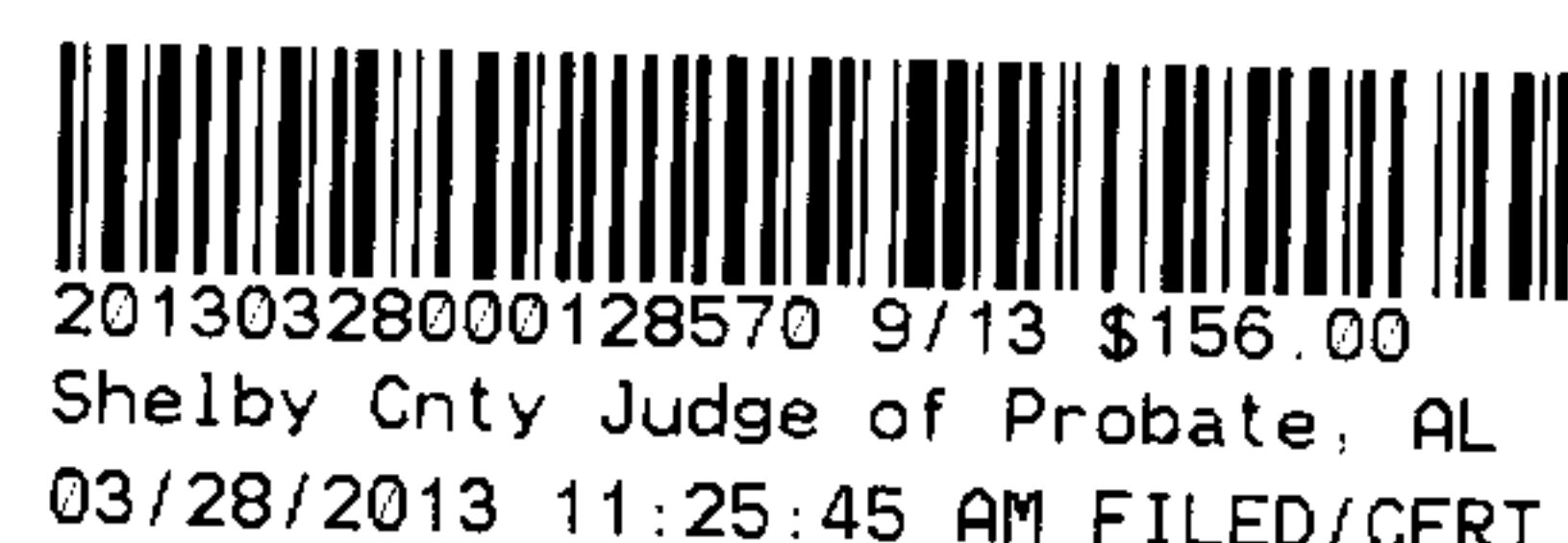
Fifth: To make, alter, or amend the by-laws made by the stockholders, but any by-law amended or made by the Board of Directors may be altered or repealed by the stockholders.

Sixth: Any officer or agent elected, chosen, or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board, or by any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by resolution of the Board of Directors.

Seventh: The Board of Directors from time to time may borrow money for corporate purposes and may cause to be issued notes, bonds, debentures, or other obligations of the Corporation evidencing the indebtedness therefore, in accordance with the laws of the State of Alabama, but they do not have the authority to do so unless first the authority is granted them by the action of the stockholders through a resolution passed at a regular meeting.

Eighth: The corporation may, in its by-laws, confer powers additional to the foregoing upon the Directors or Executive Committee in addition to the power and authorities expressly conferred upon them by statute, but not inconsistent therewith.


Ninth: The Board of Directors may designate said corporation as an "Electing Corporation" pursuant to the Internal Revenue Laws of the United States of America and change said method from time to time as they deem advisable for the welfare and benefit of said corporation.



ARTICLE XVI

The corporation may consolidate with any other corporation or corporations but in the manner and in accordance with the laws of the State of Alabama.

In witness Whereof, I, the said incorporator, have hereunto set my hand and affixed my seal, on this the 28 day of March, 2013.



Cynthia Irwin

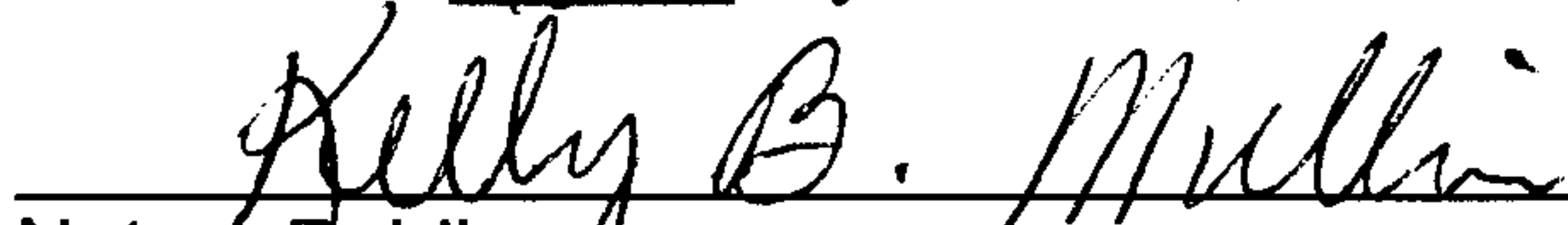
**STATE OF ALABAMA
SHELBY COUNTY**

Before me, the undersigned authority in and for said County in said State, personally appeared , **Cynthia Irwin**, who is known to me, and who being by me first duly sworn, does depose and say: That **Cynthia Irwin**, is the President of **Irwin Consulting Group, Inc.**, and that each and every person set forth in Article VII above as incorporators voluntarily signed the same and that **Cynthia Irwin is/are** such officers, and with full authority, have executed this Certificate in writing on this the 28 day of March, 2013.



Cynthia Irwin, President

Sworn to and subscribed before
me this the 28th day of March, 2013.



Notary Public

My Commission Expires:
Kelly B. Mullin
Notary Public State At Large
Commission Expires
June 28, 2013



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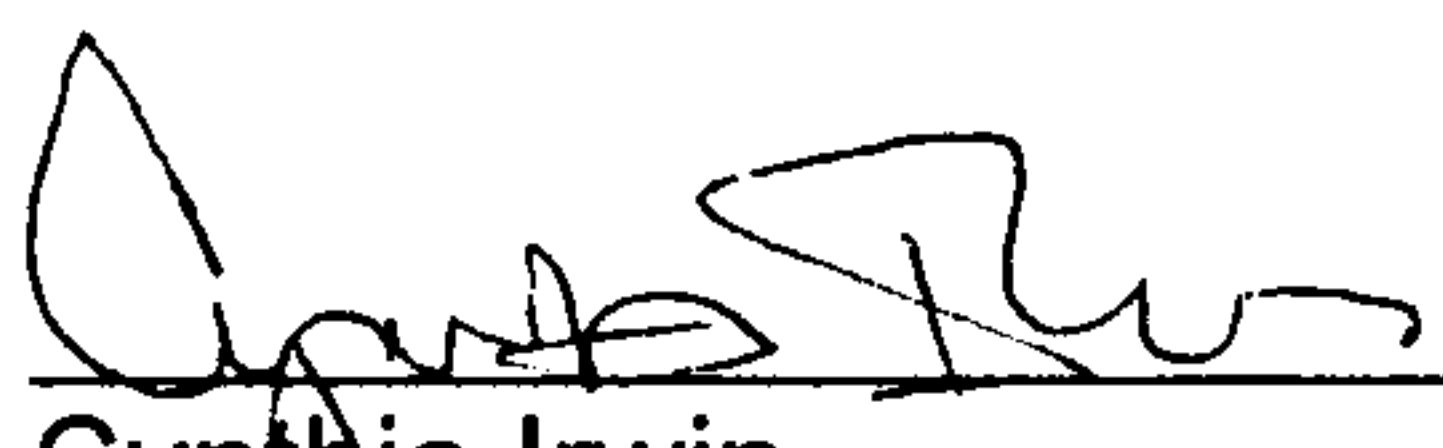
EXHIBIT "A"

STATE OF ALABAMA
CHILTON COUNTY

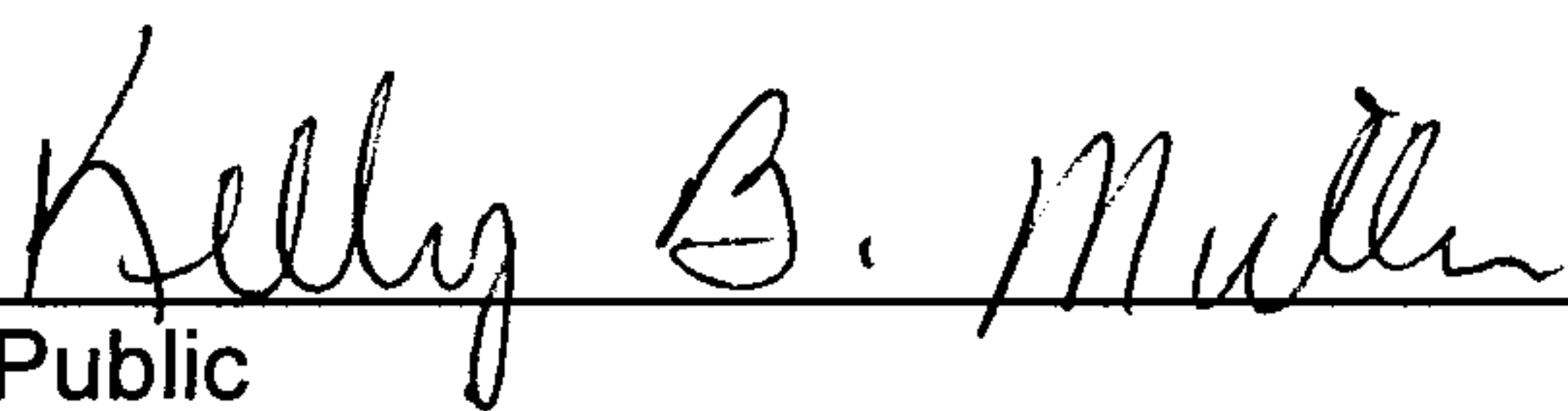
Before me, the undersigned authority in and for said County and State, personally appeared **Cynthia Irwin**, who being by me first duly sworn depose and say as follows: That she is the person authorized and designated by the incorporators of **Irwin Consulting Group, Inc.**, a Corporation, to receive subscriptions to the capital stock of said corporation. That the Certificate of Incorporation of the said **Irwin Consulting Group, Inc.**, to which this statement is attached, has been signed in person by the subscribers and incorporators, namely: **Cynthia Irwin**, whose address is 2409 Walking Fern Lane, Birmingham, Alabama, 35244, has subscribed for 1000 shares of common stock.. That each of said shares above mentioned are of the par value of \$1.00 and that the said subscriber has paid the full amount for said stock subscribed and that a total amount of \$1,000.00 has been paid, which is the total amount of stock subscribed for.

That the aforesaid subscribers to the capital stock of said corporation are shown in and by the subscription list of said corporation, a copy of which is attached to this affidavit and made a part hereof and is designated as Exhibit "B."

Affiant deposes and says that the said subscribing stockholders have complied with the terms of said subscription by paying to Affiant the amount of the par value of \$1.00 for each share of said stock subscribed for by him/her and as shown herein and that the stock subscribed for is more than 25 per cent of the authorized capital stock and that the amount paid for is more than 20 per cent of the stock subscribed for.


Cynthia Irwin

Sworn to and subscribed before
me this the 28th day of March, 2013.


Notary Public

My Commission Expires:

Kelly B. Mullin
Notary Public State At Large
Commission Expires
June 28, 2013



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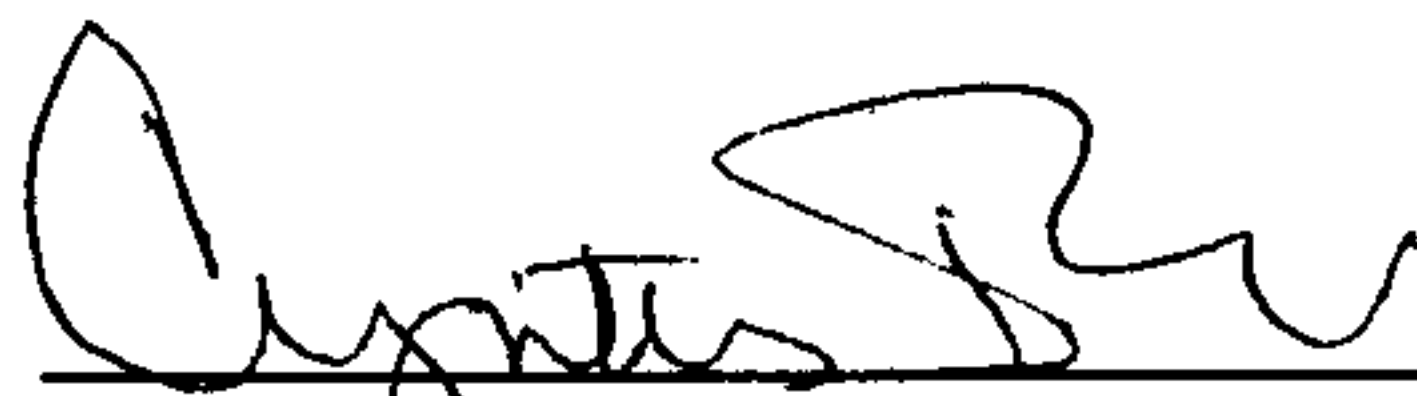
EXHIBIT "B"

STATE OF ALABAMA
CHILTON COUNTY

I, the undersigned, do hereby subscribe to the shares of capital stock of **Irwin Consulting Group, Inc.**, a Corporation, in the amount set opposite my name.

NUMBER OF SHARES	PAR VALUE	NAME
1000	\$1.00	Cynthia Irwin

Dated this the 28 day of March, 2013.



Cynthia Irwin

Sworn to and subscribed
before me this the 28th
day of March, 2013.


NOTARY PUBLIC

My Commission Expires:

Kelly B. Mullin
Notary Public State At Large
Commission Expires
June 28, 2013


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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

**I, Beth Chapman, Secretary of 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:

Irwin Consulting Group, Inc.

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of Chris Speaks, P.O. Box 1918, Clanton, AL 35046 for a period
of one hundred twenty days beginning March 12, 2013 and expiring July 11, 2013.



622-781

**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.**

March 12, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State

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