

ARTICLES OF INCORPORATION

OF

SOMMA & MACON, P.C.

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

The undersigned desires to become a body corporate for the purpose of rendering professional services only, and for that purpose do make, sign and file the following Articles of Incorporation pursuant to the provisions of § 10-4-380 et seq. of the Code of Alabama (1975), known as the “Professional Corporation Act.”

Article I

The name of this professional corporation shall be Somma & Macon, P.C.

Article II. Purpose

The general nature of the business to be transacted by the professional corporation shall be and is to engage in every aspect of the general practice of law. The professional services involved in the professional corporation’s practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Alabama.

This professional corporation shall not engage in any business other than the practice of law. However, this professional corporation may have the powers necessary or convenient to effectuate its purpose as provided by Ala. Code § 10-4-385 which includes that it may own real and personal property necessary for the rendering of the professional services authorized hereby.

Article III. Stocks

This shall be a stock-type corporation with the members owning no individual interest in the assets of the corporation. All stock issued shall be fully paid and non-assessable. The stockholders shall have pre-emptive rights with respect to the stock of the professional corporation. Shares of the professional corporation’s stock and certificates therefor shall be issued only to those persons authorized and licensed to practice law in the State of Alabama.

Article IV. Authorized Shares

Section 1. Number. The aggregate number of shares which the corporation shall have authority to issue is 500 shares of capital stock, with par value of \$10.00 per share. The corporation is authorized to issue fractional shares.

Section 2. Initial Issue. 500 shares of the capital stock of the corporation shall be issued for cash at \$10.00 per share; and the \$5,000.00 when received in payment therefor, shall constitute the initial consideration for the issuance of shares, referred to in Article IX, which is a condition precedent to the commencing of business by the corporation.

Article V. Capital

The amount of capital with which this professional corporation will begin business shall be and is the sum of \$5,000.00

Article VI. Duration

The professional corporation shall have perpetual existence.

Article VII. Offices

The principal office of this professional corporation shall be located in the City of Birmingham, County of Jefferson, State of Alabama, and the post office address of said principal office of the professional corporation shall be 2084 Valleydale Road, Birmingham, Alabama 35244.

Article VIII. Directors

The number of directors of the professional corporation shall be not less than one (1) nor more than ten (10).

Article IX. Board of Directors

The name(s) and address(es) of the member(s) of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the professional corporation's existence or until their successors are elected and have qualified, is/are as follows:

Name(s):	Address(es):
Joseph C. Somma	2084 Valleydale Road Birmingham, Alabama 35244
Joseph Allston Macon, III	2084 Valleydale Road Birmingham, Alabama 35244

Article X. Incorporators

The name(s) and address(es) of each subscriber of these Articles of Incorporation and the number of shares subscribed for by each is/are as follows:

Name(s):

Address(es):

Joseph C. Somma
(250 shares)

2084 Valleydale Road
Birmingham, Alabama 35244

Joseph Allston Macon, III
(250 shares)

2084 Valleydale Road
Birmingham, Alabama 35244

The subscriber(s) certify that the proceeds of the stock subscribed for will not be less than the amount of capital stock with which the professional corporation will begin business, as set forth in Article V. hereinabove.

Article IX. Officers

The name(s) and address(es) of the officer(s) for the first year and until their successor(s) are elected and shall have qualified are as follows:

Name(s):

Address(es):

Joseph C. Somma
Title: "President"

2084 Valleydale Road
Birmingham, Alabama 35244

Joseph Allston Macon, III
Title: "Vice-President"

2084 Valleydale Road
Birmingham, Alabama 35244

Article XII. Stockholders

The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Alabama and who are employees, officers or agents of this professional corporation. In the event that a stockholder;

- (a) becomes disqualified to practice law in this State, or
- (b) is elected to a public office or accepts employment that, pursuant by law, places restrictions or limitations upon his continued rendering of professional services as an attorney or lawyer, or
- (c) ceases to be an employee, officer or agent of the professional corporation, or
- (d) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this professional corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this professional corporation, or if such sale,

transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles, or by the By-Laws of this professional corporation, or

- (e) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder, or
- (f) is adjudicated a bankrupt or makes an assignment for the benefit of creditors, or had receiver appointed, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this professional corporation and the stock holder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which said value shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is canceled by the professional corporation, shall forthwith cease to be an employee, officer, director or agent of the professional corporation and except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the professional corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this professional corporation.

Article XIII. Death of the Stockholder

Upon the death of a stockholder, his stock shall be subject to purchase by the professional corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this professional corporation, in a manner consistent with law and these Articles.

Article XIV. Sale of Stocks

No stockholder of this professional corporation may sell or transfer any of such stockholder's shares of stock in this professional corporation except to another individual who is then duly authorized and licensed to practice law in the State of Alabama and then only after the proposed sale or transfer shall have been first approved, at a stockholders' meeting specially called of such purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws. In such stockholders' meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose

The professional corporation's shareholders are specifically authorized from time to time to adopt By-Laws not inconsistent herewith restraining the alienation of shares of

stock of this professional corporation and providing for the purchase or redemption by the professional corporation of its shares of stock.

Article XV. Regulation of Business

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the professional corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the professional corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.
2. The professional corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.
3. No contract or other transaction between the professional corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the professional corporation is or are interested in or is a member, director or officer or are members, directors or officers of such firm or corporation and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the professional corporation or in which the professional corporation is interested; and no contract, act or transaction of the professional corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the professional corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the professional corporation is hereby relieved from any liability that might otherwise exist from contracting with the professional corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

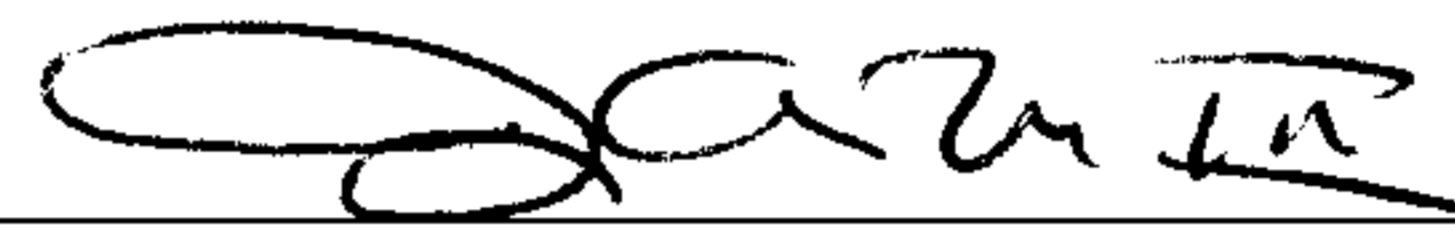
Article XVI. Amendments

This professional corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

In Witness Whereof, each subscriber has signed these Articles of Incorporation this 4th day of August, 2014.



Joseph C. Somma



Joseph Allston Macon, III

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public, hereby certify that Joseph C. Somma, whose name is signed to the Articles of incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he has executed the same voluntarily on the day the same bears date.

Given under my hand this 4th day of August, 2014.

Cynthia P. Carter
Printed name: Cynthia P. Carter
Notary Public
My commission expires:

My Commission Expires
May 3, 2017

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public, hereby certify that Joseph Allston Macon, III, whose name is signed to the Articles of incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he has executed the same voluntarily on the day the same bears date.

Given under my hand this 4th day of August, 2014.

Cynthia P. Carter
Printed name: Cynthia P. Carter
Notary Public
My commission expires:

My Commission Expires
May 3, 2017

Jim Bennett
Secretary of State

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

STATE OF ALABAMA

I, Jim Bennett, 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:

Somma & Macon, P.C.

This name reservation is for the exclusive use of Joseph Macon, 2084 Valleydale Road, Birmingham, AL 35244 for a period of one year beginning August 04, 2014 and expiring August 04, 2015



RES664382

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.

August 04, 2014

Date

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

Jim Bennett

Secretary of State