

Inst # 1995-27979

ARTICLES OF INCORPORATION

OF

ALABAMA ASSOCIATION OF HEALTH UNDERWRITERS, INC.

WE, THE UNDERSIGNED, hereby associate ourselves for the purpose of forming a non-profit corporation under the laws of the State of Alabama, pursuant to the Alabama Non-Profit Corporation Act, and hereby certify as follows:

ARTICLE I

NAME

The name of the corporation shall be:

ALABAMA ASSOCIATION OF HEALTH UNDERWRITERS INC.

ARTICLE II

PURPOSE

The corporation is organized as a non-profit corporation, the purpose of which shall be solely to develop and foster education activities and services to Health Insurance Agents and other Health Care related professionals. The corporation shall operate exclusively for charitable, services, professional and educational purposes. The corporation is authorized to do and perform any and all acts and services incidental or necessary to carry out the above purposes and to engage in any lawful act or activity for which a non-profit corporation may be organized under the Alabama Non-Profit Corporation Act.

(1)

P.O. Box 530316
Birmingham, AL 35253

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In the event of dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall be conveyed or distributed to a corporation which is at the time of the receipt of such assets as exempt organization under Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended, and as a public charity under Section 509 (a) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors of the corporation may determine.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempts to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

POWERS

The corporation shall possess and may exercise all of the powers and privileges granted by the laws of the State of Alabama, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the corporation shall not engage in activities that are not in furtherance of its charitable, scientific, or educational purposes other than as an insubstantial part of its activities.

ARTICLE IV

TERM OF EXISTENCE

The term for which the corporation is to exist shall be perpetual.

ARTICLE V
MEMBERSHIP

The corporation shall be organized as a nonstock, membership corporation.

5.1 ACTIVE MEMBERS

The membership of the corporation shall be by invitation to health insurance agents and health care professionals who are engaged in the practice of health insurance and allied activities.

5.2 CANDIDATE/EMERITUS MEMBERS

The corporation may have such classes of candidate and emeritus membership as may from time to time be provided for in the Bylaws, but who shall be non-voting members.

5.3 BOARD OF DIRECTORS

The Board of Directors, subject to the initial Board of Directors, shall be elected by the members at its annual meeting.

ARTICLE VI
INCORPORATORS

The names and addresses of the subscribers to these Articles of Incorporation and incorporators of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert P. Mosca Executive Director	2017 Lakemoor Drive Birmingham, Al 35244
William Miller, RHU President	3448 Blueberry Lane Birmingham, Al 35216
Paige Phillips Treasurer	935 Hwy 301 Calera, Al 35040

ARTICLE VII
BOARD OF DIRECTORS

7.1 NUMBER

The affairs of the corporation are to be managed by the Board of Directors, the exact number of which shall be from time to time fixed by, or in the manner provided in, the bylaws.

7.2 INITIAL BOARD

The names and addresses of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
William Miller, RHU President	2000 A Southbridge Pkwy Ste 400 Birmingham, AL 35209
Paulette Mowbray President Elect	350 Fairlane Drive Ste 230 Montgomery, Al 36116
Martha Chitty Secretary	P.O. Box 161446 Mobile, Al 36616
Paige Phillips Treasurer	P.O. Box 43350 Birmingham, Al 35243
Mike Newman Membership	2100 Southbridge Pkwy Ste 675 Birmingham, Al 35209
Greg Barnes, RHU Education	P.O. Box 55447 Birmingham, AL 35255
Diane Henderson Recognition	2700 Highway 280 East Birmingham, Al 35223
Larry Bennett Sr. Laws & Legislation	P.O. Box 549 Montgomery, Al 36106

Jane Roberts
Public Relations

2112 11th Ave. South
Ste 422
Birmingham, Al 35205

Charles Jinright
Finance

P.O. Box 230308
Montgomery, AL 36123

Bob Mosca
Executive Director

2017 Lakemoor Drive
Birmingham, Al 35244

Tom West
Ethics

4165 Old Leeds Lane
Birmingham, AL 35213

Ben Coker
Two Year Director

2835 Zelda Road #7
Montgomery, AL 36106

Leigh Jordan
One Year Director

600 Beacon Parkway West
Ste 500
Birmingham, Al 35209

Lenny Fulmer
President-Tuscaloosa

P.O. Box 031487
Tuscaloosa, Al 35403

Jake Guercio
President-Birmingham

104 Inverness Parkway
Ste 215
Birmingham, AL 35243

Eric Jackson
President-Huntsville

611 Hemlock Drive SE
Huntsville, Al 35803

7.3 POWERS

The Board of Directors shall act for the corporation and shall have the power to decide all matters relating to the conduct of business for the corporation.

7.4 RESIGNATION AND REMOVAL OF TRUSTEES

Provision for removing and resignation of Board of Directors, for filling vacancies on the Board shall be established in the bylaws.

ARTICLE VIII

OFFICERS

8.1 NUMBER

There shall be (5) officers of the Corporation. They are: President, President -Elect, Secretary, Treasurer, and Executive Director.

8.2 ELECTION AND TERM OF OFFICE

Officers shall be elected for a term of one (1) year by the members at the annual meeting of the corporation.

8.3 POWERS AND DUTIES

The Powers and duties of the officers of the corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the bylaws of the corporation.

8.4 INITIAL OFFICERS

The names and address if the initial officers are:

<u>NAME</u>	<u>ADDRESS</u>
William Miller, President	2000 A Southbridge Parkway Ste 400 Birmingham, AL 35209
Paulette Mowbray, President-Elect	350 Fairlane Drive Ste 230 Montgomery, AL 36116
Martha Chitty, Secretary	P.O. Box 161446 Mobile, Al 36616
Paige Phillips, Treasurer	P.O. Box 43350 Birmingham, Al 35243
Bob Mosca, Executive Director	2017 Lakemoor Drive Birmingham, AL 35244

ARTICLE IX
BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE X
AMENDMENTS

The power to alter, amend, or repeal these Articles of Incorporation shall be vested in the members and may be exercised only upon the affirmative vote of a majority of the members.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the corporation is 2017 Lakemoor Drive, Birmingham, Alabama, 35244

The registered agent at that address is Robert P. Mosca.

IN WITNESS, WHEREOF, the undersigned have signed these articles this 28 day of Sept., 1995.

William Miller

William Miller, RHU

Paige Phillips

Paige Phillips

STATE OF ALABAMA)

SHELBY COUNTY)

Before me, personally appeared, William Miller and Paige Phillips, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 28 day of September, 1995.

Michael L. Smith

Notary Public

My commission expires: 5/1/99

State of Alabama

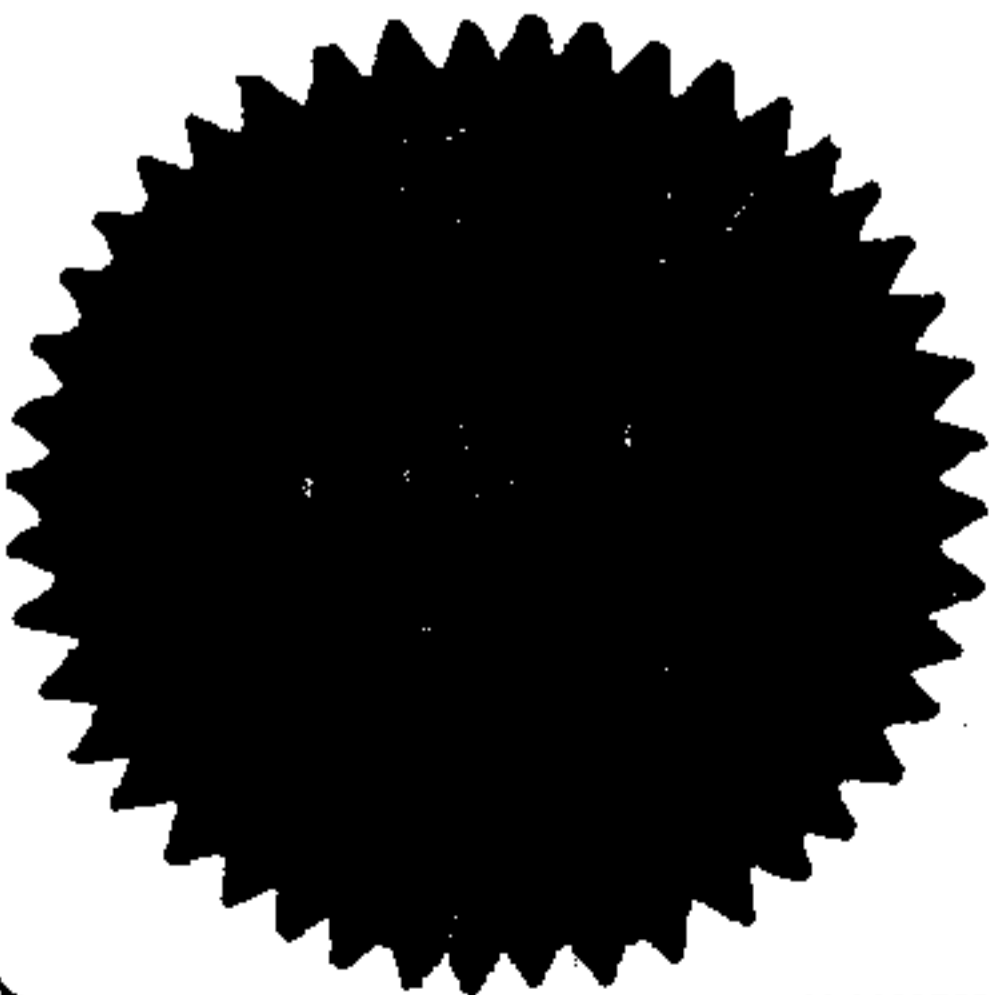
SHELBY County

CERTIFICATE OF INCORPORATION
OF
ALABAMA ASSOCIATION OF HEALTH UNDERWRITERS INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABAMA ASSOCIATION OF HEALTH UNDERWRITERS INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of ALABAMA ASSOCIATION OF HEALTH UNDERWRITERS INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 6 day of OCTOBER, 19 95.



Patricia Lynn Schmiedel

Judge of Probate
Inst # 1995-27979

10/06/1995-27979
11:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
50.00