

ARTICLES OF INCORPORATION

OF

Associated Counselors, Inc.

We, the undersigned, having capacity to contract and acting as the Incorporators, do hereby associate ourselves together for the purposes of signing, verifying, and filing Articles of Incorporation (hereinafter the "Articles") and under and in accordance with the provisions of the Alabama Business Corporation Act, Ala. Code, section 10-2A-1, et seq., (1975), and do declare:

**ARTICLE I
NAME**

The name of the Corporation shall be Associated Counselors, Inc., (hereinafter the "Corporation").

**ARTICLE II
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSES**

The purposes for which the Corporation are organized are:

(a) to provide professional counseling to individuals, families, couples and groups to promote Spiritual, physical and emotional well-being;

(b) to include the performance of such other acts and things consistent with the aforesaid purposes for which the Corporation is organized, as are necessary for or incidental to the accomplishment of these purposes:

(c) to include the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, Ala. Code, section 10-2A-1, et seq. (1975).

**ARTICLE IV
STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1000), and the number which shall issue on the adoption of these Articles shall be one thousand (1000). The par value of each such share shall be \$1.00.

**ARTICLE V
STOCK CLASSES**

The Corporation shall have one class of stock, which shall be common stock.

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10:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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Inst # 1996-40623

**ARTICLE VI
VOTING**

Not less than one-third of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. Each outstanding share, regardless of class, shall be entitled to one vote, which vote shall not be cumulative, on each matter submitted to a vote at a meeting of the shareholders. Except as otherwise provided by law, the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE VII
DIRECTOR'S AUTHORITY**

All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors, except that any authority to set salaries of the Board or corporate officers shall be exercised or performed by the Finance Committee of the Board and shall be approved by the shareholders at the annual meeting.

**ARTICLE VIII
REGISTERED OFFICE**

The location and mailing address of the initial registered office of the Corporation shall be 600 Crosscreek Trail, Pelham, Alabama, 35124.

**ARTICLE IX
AGENT**

The name of the initial registered agent of the corporation shall be :

Name	Address
✓Martha M. Blair	115 Cobblestone Terrace Pelham, AL 35124

**ARTICLE X
DIRECTORS**

The directors shall be natural persons who are residents of the State of Alabama and shareholders of the corporation. The number of directors constituting the initial Board shall be four (4). The name and address of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors be elected and qualified are:

Martha M. Blair	115 Cobblestone Terrace Pelham, AL 35124
Rosemary B. Carnley	2200 Avanti Lane Hoover, AL 35226
Thomas M. McClenny	121 Glen Abbey Way Alabaster, AL 35007
Patricia M. McKinnon	3101 Harwick Drive Birmingham, AL 35242

ARTICLE XI
INCORPORATORS

The name and address of each incorporator of the corporation is:

Martha M. Blair 115 Cobblestone Terrace
Pelham, AL 35124

Rosemary B. Carnley 2200 Avanti Lane
Hoover, AL 35226

Thomas M. McClenny 121 Glen Abbey Way
Alabaster, AL 35007

Patricia M. McKinnon 3101 Harwick Drive
Birmingham, AL 35242

IN WITNESS WHEREOF, the undersigned incorporators have hereunto
subscribed his signature to these Articles of Incorporation of this the
9th day of December, 1996.

Martha M. Blair
Martha M. Blair

Rosemary B. Carnley
Rosemary B. Carnley

Thomas M. McClenny
Thomas M. McClenny

Patricia M. McKinnon
Patricia M. McKinnon
M

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, am a notary Public in and for said County in
said State, hereby certify that Martha M. Blair, Rosemary B. Carnley,
Thomas J. McClenny, and Patricia M. McKinnon, who are personally to me
known, appeared before me personally and acknowledged that they signed,
sealed and delivered the foregoing of his own free will and accord, for
the purposes herein named and expressed.

Given under my hand and official seal on this the 9th day
of December, 1996.

Linda S. Griffin
Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Nov. 2, 2000.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

STATE OF ALABAMA

I, Jim Bennett, 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 Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Associated Counselors, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Martha Blair, 600 Cross Creek Trail, Pelham, AL 35124 for a period of one hundred twenty days beginning November 5, 1996 and expiring March 6, 1997.

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.

November 5, 1996

Date



Jim Bennett

Secretary of State



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