

**ARTICLES OF INCORPORATION**  
**OF**  
**MARK A. CLYBURN INSURANCE AGENCY, INC.**

KNOW ALL PERSONS BY THESE PRESENTS,

That I, Mark A. Clyburn, the undersigned incorporator, for the purpose of forming a business corporation pursuant to the provisions of title 10, chapter 2B, *Code of Alabama* (1975), as in effect from time to time ("Alabama Business Corporation Act"), do hereby adopt these articles of incorporation, the same to constitute a charter for carrying on the business hereinafter specified.

**SECTION 1. NAME OF CORPORATION**

The name of the corporation shall be Mark A. Clyburn Insurance Agency, Inc.

**SECTION 2. PURPOSES**

The nature of the business and the purposes for which the corporation is formed shall be as follows:

2.1 Specific Purpose.

To engage in the business of training insurance agents and brokers, and providing insurance-related consulting services.

2.2 General Purposes.

(a) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

(b) To transact all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

**SECTION 3. NUMBER OF SHAREHOLDERS**

The corporation shall have no more than two shareholders.

#### **SECTION 4. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation shall be 1000 Eagle Point Corporate Drive, Suite 3, Birmingham, Alabama 35242, and the initial registered agent at such address shall be Mark A. Clyburn.

#### **SECTION 5. DURATION**

The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

#### **SECTION 6. SHARES**

The corporation shall be authorized to issue 100 common shares having a par value of \$1.00 per share.

#### **SECTION 7. INCORPORATOR**

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark A. Clyburn	1000 Eagle Point Corporate Dr., Ste. 3 Birmingham, Alabama 35242

#### **SECTION 8. DIRECTORS**

The initial board of directors shall consist of one director, and such number thereafter as may be fixed by the bylaws. The names and addresses of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark A. Clyburn	1000 Eagle Point Corporate Dr., Ste. 3 Birmingham, Alabama 35242

#### **SECTION 9. VOTING**

At any meeting of the shareholders of the corporation, a shareholder of record shall be entitled to one vote for each share standing in his or her name. Shares may be voted by the shareholders either in person or by proxy.

## **SECTION 10. PREEMPTIVE RIGHTS**

Each shareholder shall have a preemptive right to purchase additional or treasury shares of the corporation under section 10-2B-6.30 of the Alabama Business Corporation Act.

## **SECTION 11. MANAGEMENT**

The business and affairs of the corporation shall be managed and conducted in accordance with the bylaws of the corporation.

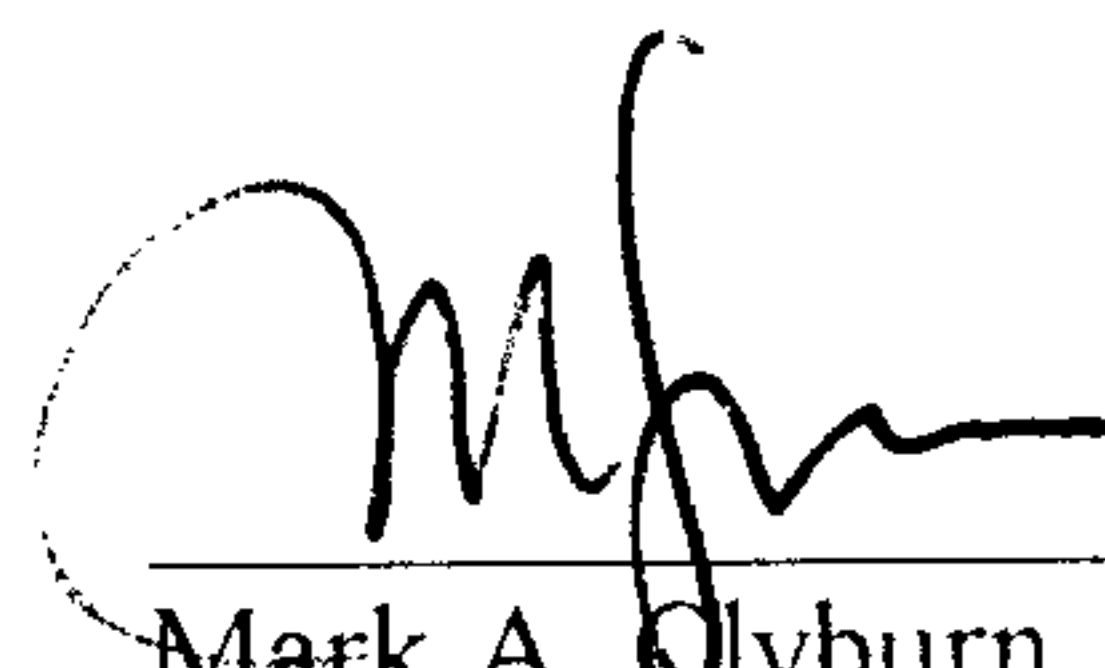
## **SECTION 12. SHARES NONASSESSABLE**

The shares of the corporation, when fully paid for in accordance with the subscription therefor, shall be fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by him.

## **SECTION 13. AMENDMENTS**

The corporation reserves the right by majority vote to amend or repeal any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on this the 7th day of APRIL, 2003



Mark A. Clyburn  
Incorporator

Nancy L. Worley  
Secretary of State

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

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

**Mark A. Clyburn Insurance Agency, Inc.**

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Link Loegler, 600 20th St North Ste 400, Birmingham, AL 35203 for a period of one hundred twenty days beginning March 14, 2003 and expiring July 13, 2003.



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 14, 2003

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', is written over a horizontal line.

Nancy L. Worley

Secretary of State