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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

Harmony Advisory Group, Inc.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Incorporator does hereby form a Corporation under the Alabama Business Corporation Act, pursuant to Title 10, Section 10-2B-1.01 through Section 10-2B-17.03 Code of Alabama 1975, and does declare:

ARTICLE I NAME

The name of the Corporation is "**Harmony Advisory Group, Inc.**"

ARTICLE II DURATION

The period of its duration is perpetual.

ARTICLE III PURPOSES

The purposes for which the Corporation is organized are:

- (a) Financial counseling, financial planning, and investment advice.
- (b) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature; and

(c) The purpose of the Corporation is to be involved in financial planning.

(d) To do any and all things herein set forth and, in addition, such things as are necessary or convenient to the attainment of the purposes of this Corporation insofar as such acts are permitted to be done by a Corporation organized under the laws of this State, including, but not limited to, those general powers enumerated at Title 10 §10-2B-3.02, Code of Alabama 1975, as amended.

(e) Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a Trust Company.

ARTICLE IV **STOCK**

The aggregate number of shares, which the Corporation shall have authority to issue, is One Hundred (100) shares of Common Stock of the par value of One Dollar (\$1.00), and consisting of such one class only. The Corporation shall issue One Hundred (100) shares initially, which shall constitute a total authorized capital of One Hundred Dollars (\$100.00).

ARTICLE V **OFFICES**

The address of the initial registered office of the Corporation is **4956 Valleydale Road, Suite 201, Birmingham, Alabama 35242**, and the name of the registered agent is **Andrew S. May**.

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1), and the name and address of the person who is to serve as the Director until the first Annual Meeting of the Shareholders or until his successor or successors are elected and shall qualify is:

NAME

ADDRESS

Andrew S. May

**4956 Valleydale Road
Suite 201
Birmingham AL 35242**

ARTICLE VII
INCORPORATORS

The name and address of the Incorporator is:

NAME

ADDRESS

Andrew S. May

**4956 Valleydale Road
Birmingham AL 35242**

ARTICLE VIII
AMENDMENT

The Corporation reserves the right, from time to time, to amend, alter, or repeal any provision contained in these **ARTICLES OF INCORPORATION** in the manner now or hereafter prescribed or permitted by law.

ARTICLE IX
MISCELLANEOUS PROVISIONS

The following provisions for the regulation of the business and for the conduct of the internal affairs of the Corporation are hereby adopted:

(1) The Bylaws of the Corporation shall contain provisions for the regulation and management of the affairs of the Corporation, not inconsistent with the laws of the State of Alabama and not inconsistent with any provisions of the **ARTICLES OF INCORPORATION**. The Bylaws of the Corporation shall be adopted by the Shareholders (one vote per share of stock owned), by majority vote, at the First Meeting of Shareholders, as soon as practicable, following the filing of the **ARTICLES OF INCORPORATION**.

(2) A Board of Directors shall be subject to election at such Annual Meeting of the Shareholders or in the absence of such election at an Adjourned Meeting of Shareholders or Special Meeting of Shareholders thereafter held in accordance with the Bylaws.

(3) Other Officers shall be elected or appointed by the Director and/or such Committee or Officer as may be provided by the Bylaws or by resolution of the Board of Directors.

(4) The number of Directors of the Corporation shall be fixed from time to time by the Bylaws or by resolution of the Shareholders and may be

increased by change in the Bylaws, or by a resolution adopted by the Shareholders at any regular or Special Meeting.

(5) Unless and until changed by the Bylaws, the Annual Meeting of the Shareholders shall be held in the month of January of each year hereafter, excepting the First Meeting, which shall be held as quickly as practicable. The Board of Directors shall be elected by the Shareholders at such meeting, or at such other time and place as may be designated at any such Meeting of Shareholders. The said Board of Directors shall convene and elect the Officers of the Corporation at such time and place as provided by the Bylaws, or at any time voted upon by a majority of quorum of the Directors. Each Director shall hold his office until the next Annual or subsequent meeting of Shareholders, at which a Board shall be elected, provided, however, that the Shareholders may, by action of a majority thereof, at a Special Meeting, remove the Board of Directors, or any member thereof, or any Officer or Officers and elect successors thereto.

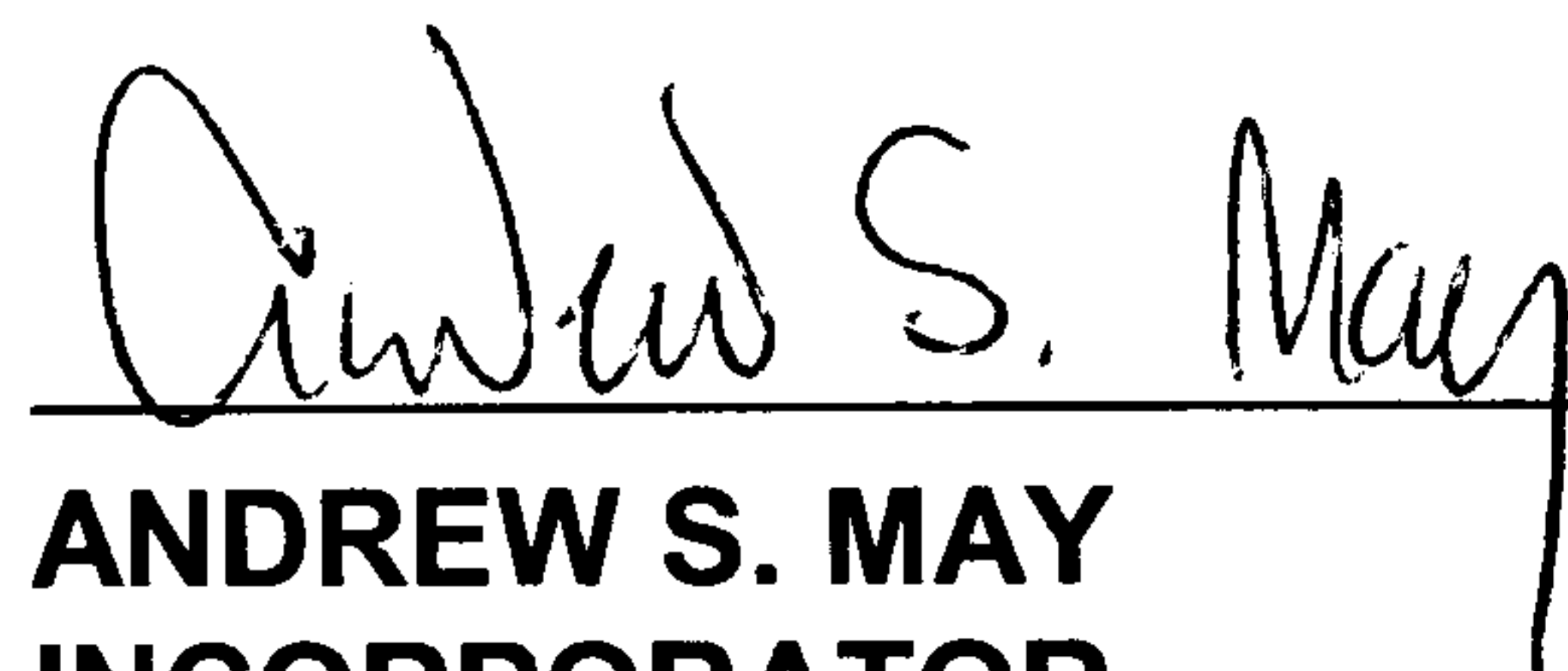
(6) Any action required or proposed to be taken by the Directors, Shareholders or any class thereof, or any executive or committee, may be validly effected in the following manner without notice or formal meeting: Any resolution or proceeding approved in writing by all of the Shareholders or Director by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective as if such action were adopted by the same vote at a regularly called meeting of such Shareholders or Director and

shall be effective as of the date therein expressed, or, if not the 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.

(7) The Board of Directors shall have the power from time to time to fix and direct and determine the use and disposition of any surplus, over and above the capital stock paid in, and shall be authorized to disburse any gratuities or donations for the Corporation.

(8) The Board of Directors, by a majority vote of a quorum, shall decide issues, approve contracts, and transact such other business, including ratification of actions taken on behalf of the Officers, which affect the Corporation.

THE UNDERSIGNED, being the sole Incorporator hereinabove named, for the purpose of forming a Corporation, pursuant to the Alabama Business Corporation Act, has executed the foregoing **ARTICLES OF INCORPORATION** this the 8th day of August, 2005.


ANDREW S. MAY
INCORPORATOR

Prepared By:
TED STUCKENSCHNEIDER
205 North 20th Street, Suite 427
Birmingham, AL 35203
(205) 324-5631

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:

Harmony Advisory Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Andrew S. May, 205 North 20th Street, Birmingham, AL 35203 for a period of one hundred twenty days beginning July 21, 2005 and expiring November 19, 2005.



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.

July 21, 2005

Date

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

Nancy L. Worley

Secretary of State