

STATE OF ALABAMA
DOMESTIC FOR-PROFIT CORPORATION
ARTICLES OF INCORPORATION GUIDELINES

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Shelby Cnty Judge of Probate, AL
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INSTRUCTIONS:

STEP 1: CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334)242-5324 TO RESERVE A CORPORATE NAME.

STEP 2: TO INCORPORATE, FILE THE ORIGINAL, TWO COPIES OF THE ARTICLES OF INCORPORATION AND THE CERTIFICATE OF NAME RESERVATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY FILING FEES.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

Article I The name of the corporation:
Expert Mortgage Services Inc.

Article II The duration of the corporation is "perpetual" unless otherwise stated.

Article III The corporation has been organized for the following purpose(s):
Mortgage Operations Outsourcing

Article IV The number of shares which the corporation shall have the authority to issue is 10,000

Article V The street address (NO PO BOX) of the registered office: 4000 Eagle Point Corporate Drive Birmingham AL 35042 and the name of the registered agent at that office: Carrie Hamaker

Article VI The name(s) and address(es) of the Director(s):
Carrie Hamaker
133 Deer Chase Drive
Chelsea AL 35043

Article VII The name(s) and address(es) of the Incorporator(s):
Carrie Hamaker
133 Deer Chase Dr. Chelsea AL 35043

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation
on this the 7th day of July, 20 10.

Printed Name and Business Address of Person Preparing this
Document:

Carrie Hamaker
133 Deer Chase Dr.
Chelsea AL 35043

Type or Print Name of Incorporator

Carrie Hamaker

Signature of Incorporator



Articles of Incorporation

Of

Expert Mortgage Services Inc.

The undersigned, acting as incorporator of a corporation under the *Code of Alabama* (1975), as amended, adopts the following articles of incorporation for such corporation:

Article I. Name

The name of the corporation shall be EXPERT MORTGAGE SERVICES INC.

Article II. Duration

The period of its duration is perpetual.

Article III. Purpose

The purpose for which the corporation is organized shall be to transact any and all lawful business for which a corporation may be organized under the Revised Alabama Business Corporation Act, specifically including, but not limited to, to originate, secure and assist others in servicing real estate mortgage loans and other such services as may be necessary, proper or convenient for or incidental to such services for the production of income and profit, and to do those things necessary or proper in connection with that business, including but not limited to, the following:

- A. To purchase, lease or otherwise acquire, to own, hold, and operate, and to sell, mortgage pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible and intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the corporation may engage.
- B. To enter into and make all necessary contracts for the conduct of its business and in connection with any person, partnership association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- C. To borrow raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

- D. To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or any other entity.
- E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Alabama with all the powers conferred on corporations by the laws of the State of Alabama.
- F. To restrict the manner in which persons to whom capital stock shall be issued or transferred may transfer such capital stock and to enact bylaws to carry these restrictions into effect.
- G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business otherwise, and at all times to comply with the provisions of the Revised Alabama Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

Article IV. Authorized Stock

The aggregate number of shares which the corporation shall have the authority to issue is 10,000 shares of stock, all of which shall be common shares with a par value of \$1.00.

Article V. Registered Agent / Office

The name of the initial registered agent and the street address of the initial registered office of the corporation are:

Carrie Hamaker
4000 Eagle Point Corporate Drive
Birmingham, AL 35242

Article VI. Directors

The number of directors constituting the initial board of directors of the corporation is one (1) and the name and the address of the person who is to serve as the director until the first annual meeting of share holders or until her successor is elected and shall qualify is:

Carrie Hamaker
133 Deer Chase Drive
Chelsea, AL 35043

Article VII. Incorporator

The name and the address of the incorporator is:

Carrie Hamaker
133 Deer Chase Drive
Chelsea, AL 35043



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Article VIII. Management and Control

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the Bylaws, rules and regulations adopted by the shareholders of the corporation.

Article IX. Common Ownership in Other Entities

No contract or other transactions between the corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; any director or officer individually or jointly, may be party to or interested in any contract or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

Article X. Voting and Pre-Emptive Rights

- A. Holders of common stock shall be entitled to one vote for each and every share of stock standing in her, her or its name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.
- B. Subject to applicable transfer restrictions, holders of common stock shall have the pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now and hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares. If after sixty (60) days written notice to a shareholder of the terms to acquire additional stock, such shareholder fails to exercise the pre-emption right, then in such event said right of pre-emption is waived. Said right may also be waived voluntarily by a shareholder at any time in writing.

Article XI. "S" Corporation

- A. Holders of common stock shall not transfer said stock in a manner that would jeopardize the status of the corporation as electing to be a small business corporation, as defined in subchapter S of the internal Revenue Code of 1986, in the amended form in which the same shall be effective with references to such electing small business corporations. Any transfer of stock which would prevent the corporation from maintaining its subchapter S status is null and void.
- B. Holders of common stock understand and agree that it may be advantageous to the corporation to make, maintain, or revoke an S election. The holders of further understand and agree that in order for the corporation to make or maintain an S election, it must be a small business corporation. Accordingly, the holders covenant and agree not to take any action or fail to take any action which would cause which would cause the corporation to fail or cease to be a small business corporation or which would cause the S election of the

corporation to be revoked or terminated. By way of example, and not of limitation, the holder covenant and agree that they will neither cause nor allow transfer any shares to any person, firm, corporation, trust, partnership, or other entity which is not permitted to be a shareholder of an S corporation under subchapter S.

C. Holders of common stock understand that in order for the corporation to make an effective S election, all of the shareholders must consent to any S election. Accordingly, the holders covenant and agree to execute and deliver to the corporation a written consent and all other documents, whenever, as often as, and in such form as may be requested by the corporation, or by the shareholders holding a majority of the issued and outstanding shares of the corporation.

D. In order to ensure that any proposed transfer of any shares shall not adversely affect the S election or the ability of the corporation to make an S election, the holders covenant and agree not to transfer or attempt to transfer any shares until the holders shall have delivered to the corporation an opinion of an attorney licensed to practice law in the State of Alabama and acceptable to the corporation stating that the proposed transfer will not and could not with the passage of time have an adverse impact upon the effectiveness of, or the ability of the corporation to make, an S election and containing such other opinions as the corporation shall request.

E. In the event any holder shall attempt in any way to sell, transfer, or convey any shares without first complying with all of the conditions contained herein, the (i) the corporation may disregard and refuse to register in its books and records such attempted transfer, (ii) any attempted transfer which the corporation refuses to register in its books and records shall be void *ab initio* for all purposes, and (iii) at the election of the corporation the holder shall be deemed to have given written notice to the corporation and offer to sell all shares then owned by her.

F. As used in Article XI, the following terms shall have the following meanings:

1. "Code" shall mean and refer to the Internal Revenue Code of 1986, as the same hereafter may be amended from time to time.
2. "Consent and Other Documents" shall mean such documents, whether in the form of a statement, election, consent, or otherwise, as may be required to be executed by all of the shareholders of the corporation by the Code or by the laws, rules, or regulations of the United States of America and the State of Alabama in order for the corporation to make and maintain a valid and effective S election, including without limitation, (a) the consent to an S election required under subchapter S, (b) in the case of any trust capable of becoming qualified subchapter S trust, the election of such trust and its current income beneficiary to treat the trust as a qualified subchapter S trust, and the consent of Alabama income taxation of each shareholder who is a non-resident of Alabama and a Power of Attorney authorizing an officer of the company to execute and deliver a consent to Alabama income taxation on behalf of such non-resident shareholder.
3. "Qualified Subchapter S Trust" shall mean a qualified subchapter S trust as defined in the sub-section 1361 of the Code.



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4. "S corporation" shall mean an S corporation as defined in subchapter S
5. "S election" shall mean and refer to an election to be treated as an S corporation as provided for and allowed under subchapter S.
6. "Small Business Corporation" shall mean a small business corporation as defined in sub-section 1361 of the Code.
7. "Subchapter S" shall mean subchapter S of Chapter 1 of Subtitle A of the Code.

Article XII. Amendment

These articles of incorporation shall not be amended or altered except by vote of two-thirds of the shareholders of all the issued and outstanding stock of the corporation at a meeting when the proposed amendment or alteration has been set out in the notice of such meeting.

Article XIII. Restrictions on Transfer of Shares

The transfer of any share authorized and issued by the corporation may be subject to an agreement among the shareholders to restrict transfer of said share in accordance with the provisions of said agreement, except as prohibited by law.

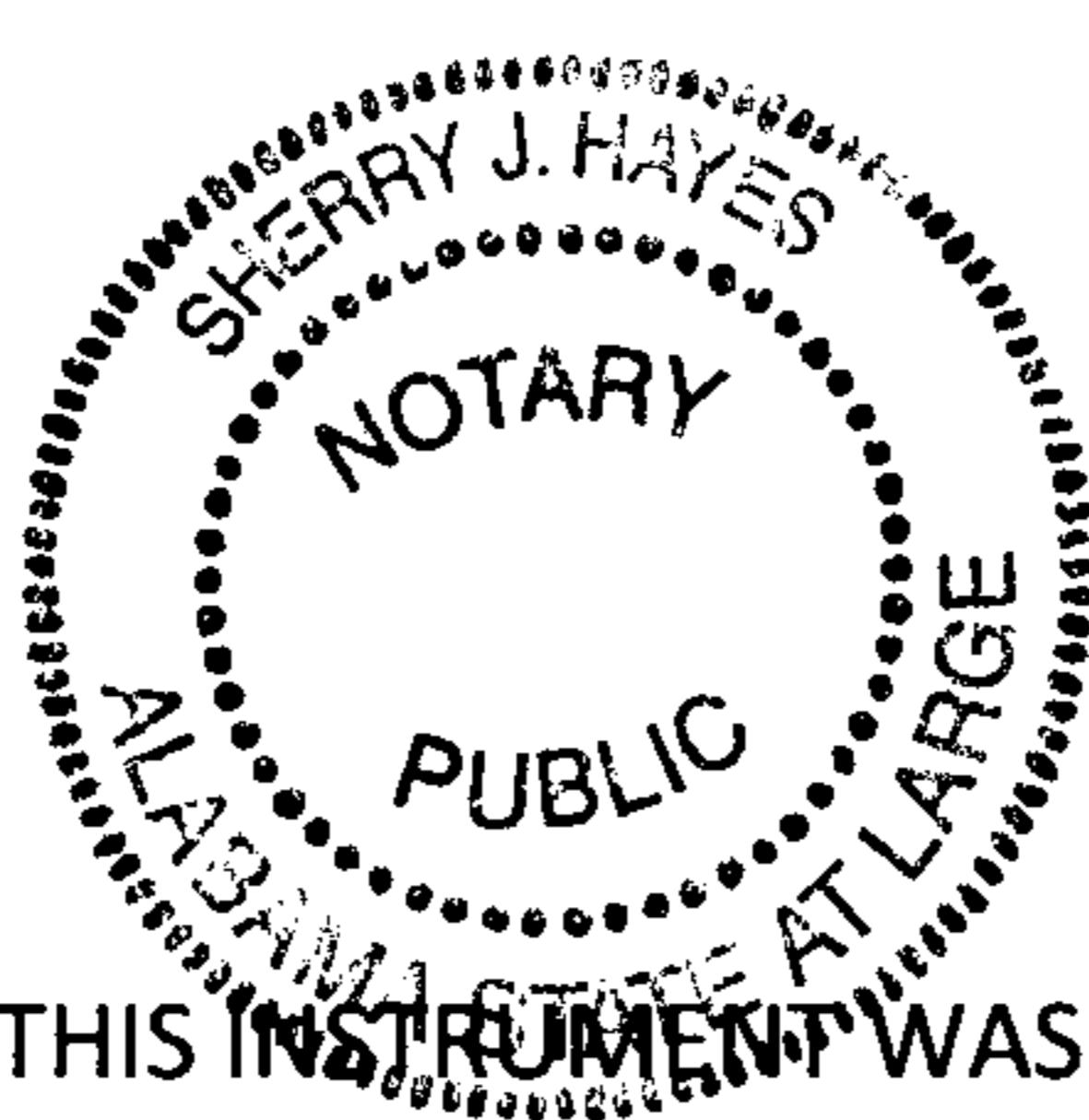
Dated this 7 day of July, 2010.

Carrie Hamaker

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Carrie Hamaker, whose name is signed on the foregoing instrument and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument, she executed the same voluntarily on the same bears date.

Given under my hand and official seal this, the 7 day of July, 2010



Sherry J. Hayes
Notary Public

My Commission expires: May 11, 2014

THIS INSTRUMENT WAS PREPARED BY:

RANDALL HAMAKER
133 DEER CHASE DRIVE
CHELSEA AL 35043
205-678-0274

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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:

Expert Mortgage Services Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carrie Hamaker, 133 Deer Chase Dr, Chelsea, AL 35043 for a period of one hundred twenty days beginning July 19, 2010 and expiring November 17, 2010.



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 19, 2010

Date

Beth Chapman™

Beth Chapman

Secretary of State