

20110121000021970 1/9 \$156.00
Shelby Cnty Judge of Probate, AL
01/21/2011 11:01:28 AM FILED/CERT

ARTICLES OF INCORPORATION OF LAW OFFICES OF KORNIS & ASSOCIATES, P.C.

For the purpose of forming a professional corporation under the Revised Alabama Professional Corporation Act and any act amendatory thereof, supplementary thereto, or substituted therefor (hereinafter referred to as the "Act"), and in compliance with (to the extent not inconsistent with the provisions of the Act) the Alabama Business Corporation Act, as amended from time to time, the undersigned individual natural persons, each of whom is twenty-one years of age or older, and each of whom holds a license to practice law in the State of Alabama, being the subscribers to the capital stock of the Professional Corporation organized hereby, do hereby organize the Professional Corporation under the name set forth in Article One hereof, become its shareholders and do hereby adopt these Articles of Incorporation, and, upon the making and filing for record of these Articles of Incorporation in the **Office of the Judge of Probate of Shelby County, Alabama**, this Professional Corporation shall be deemed to be in existence.

ARTICLE ONE NAME

1.1 The name of the Professional Corporation shall be Law Offices of Kornis & Associates, **P.C.**

ARTICLE TWO PERIOD OF DURATION

2.1 The duration of the Professional Corporation shall be perpetual.

ARTICLE THREE PURPOSES AND OBJECTS

3.1 The Professional Corporation is organized solely for the purpose of performance of, and rendering, the professional service for which its shareholder employees are duly licensed to practice in the State of Alabama and services ancillary thereto and shall not engage in any business other than the rendering of such professional service, the provisions hereinafter set forth not being in conflict with such purpose.

3.2 The Professional Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments.

ARTICLE FOUR POWERS

Not in contravention of the purposes set forth hereinabove, the Professional Corporation shall have the following powers only to the extent not inconsistent with the provisions of the Act or the Alabama Business Corporations Act, as amended from time to time.

4.1 The Professional Corporation shall have the capacity to act possessed by natural persons.

4.2 The Professional Corporation shall have and may exercise the powers given corporations by the Act and by any other law of the State of Alabama as if such powers were set forth in full herein.

4.3 The objects and purposes set forth in Article III shall be construed as powers as well as objects and purposes, and the Professional Corporation shall have and may exercise such powers as if such powers were set forth in full herein.

4.4 The Professional Corporation shall have and may exercise all powers as shall enable it to do each and every thing necessary, suitable, convenient, expedient or proper for the accomplishment of the purposes and the attainment of any or all of the objects set forth on Article Three.

4.5 The Professional Corporation shall have and may exercise all powers set forth in any other Article herein and, within the scope of the purposes and provisions of the Act, the power to:

(1) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(2) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, corporation or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidence of indebtedness or property of the Professional Corporation or of any other person, firm, corporation or governmental unit.

(3) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(4) To purchase, exchange, take, receive, or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Alabama Business Corporation Act, but subject always to the provisions of the Act, to own, hold, use or otherwise have an interest in or deal with to sell, exchange, convey; assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of shares of its own stock; provided that the Professional

Corporation shall not vote, directly or indirectly, shares of its own stock nor recognize the authority of any person other than in compliance with the Act to exercise the voting power of any of its shares nor permit the ownership of or transfer or issuance to any person not qualified therefor in accordance with the provisions of the Act, of any shares of its stock.

(5) To borrow money from any person, firm, corporation, business (public or non-profit), or governmental unit and to secure any debt by mortgage or pledge of any property of the Corporation; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(6) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, corporation, business (public or non-profit), or governmental unit, including, without limitation its employees and directors and those of any subsidiary, in accordance with the Act.

(7) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation, business (public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Corporation.

(8) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(9) To carry on its business anywhere in the United States and in foreign countries.

(10) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock-bonus plans, stock-option plans, welfare plans, cafeteria plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(11) To make donations for the public welfare or for charitable, scientific, or educational purposes.

ARTICLE FIVE CAPITAL STOCK

5.1 The aggregate number of shares which the Professional Corporation shall have authority to issue is 1,000 of the par value of \$1.00 per share, having thereby a stated capital of \$1000.00, and all of which shares are of one class.

5.2 The Professional Corporation may issue whole or fractional shares of its capital stock and rights or options to purchase its shares only to "qualified persons" as defined by the Act and Article Ten hereof.

5.3 In accordance with any written agreement existing among the shareholders from time to time, or the By-laws of the Professional Corporation, the Professional Corporation may

require the purchase or redemption of the shares of the Professional Corporation, in whole or in part, upon such terms and conditions and in such events as such agreement or the By-laws approved by the initial shareholders of the Professional Corporation may provide; in each case, however, only "qualified persons" as defined by the Act and Article Ten hereof shall own the shares.

**ARTICLE SIX
REGISTERED OFFICE AND REGISTERED AGENT**

6.1 The location and mailing address of the initial registered office of the Corporation shall be **4000 Eagle Pointe Corporate Drive, Birmingham, Alabama 35242.**

6.2 The initial registered agent at such address shall be **Paul Ricky Kornis.**

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

7.1 The number of directors constituting the initial Board of Directors shall be **one.**

7.2 The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until the respective successor of each be elected and qualify, except as otherwise provided in Section 9.2, are as follows:

Name of Director	Mailing Address
Paul Ricky Kornis	4000 Eagle Pointe Corp. Drive Birmingham, Alabama 35242

**ARTICLE EIGHT
INCORPORATORS**

8.1 The names and addresses of the incorporators are:

Name of Incorporator	Mailing Address
Paul Ricky Kornis	4000 Eagle Pointe Corporate Drive Birmingham, Alabama 35242

**ARTICLE NINE
INTERNAL AFFAIRS**

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and the shareholders are hereby adopted.

9.1 The initial By-laws of the Professional Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-laws, provided, however, that the Board of Directors may not alter, amend or repeal any By-law or resolution of the shareholders establishing the number of directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The By-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Professional Corporation, the directors and shareholders not inconsistent with the Act or these Articles of Incorporation.

9.2 The business and affairs of the Professional Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be the number of persons listed in Article Seven hereof. Thereafter, the number of directors of the Corporation shall be fixed from time-to-time in the manner provided in the By-laws, or, in the absence of such a By-law, the number of directors shall be the same as the number comprising the initial Board of Directors. The number of directors may be increased or decreased from time to time by amendment to the By-laws or in the manner provided for therein, provided that the Board of Directors shall consist of not less than one natural person, and that no decrease shall have the effect of shortening the term of any incumbent director.

9.3 Any contract or other transaction, which is fair and reasonable to the Professional Corporation, between the Professional Corporation and one or more of its directors, or between the Professional Corporation and any firm, of which one or more of its directors are members or employees, or in which they are financially interested, or between the Professional Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation or any committee thereof that acts upon, or in reference to, the contract or transaction or the written consent of such director or directors if either the fact of such interest shall be disclosed or known to the Board of Directors or such committee, as the case may be, and the Board of Directors or such committee shall, nevertheless, authorize or ratify the contract or transaction or the fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent. Except in the case where all directors are so interested, the interested director or directors shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Professional Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Professional Corporation for the benefit of himself or any firm or corporation in which he or she may be in any way interested.

9.4 (a) The Professional Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or

proceeding, whether civil, criminal, administrative, or investigative, including appeals (other than an action by or in the right of the Professional Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Professional Corporation, or is or was serving at the request of the Professional Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise as against expenses (including attorneys' fees), fines, judgments, amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Professional Corporation, and, with respect to any criminal action or proceeding, had no reasonable ; cause to believe his or her conduct was unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Professional Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Professional Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, or suit by or in the right of the Professional Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the Professional Corporation, or is or was serving at the request of the Professional Corporation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Professional Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Professional Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Professional Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on other claim, issue, or matter in any such action, suit or proceeding.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Professional Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstance because he or she has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made as follows: (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or have

been wholly successful on the merits or otherwise, with respect to such claim, action, suit, or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by majority vote of the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Professional Corporation in advance of the final disposition of such claim, action, suit, or proceeding as authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Professional Corporation as authorized in this Section.

(f) The indemnification authorized by this Section shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles of incorporation, By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Professional Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Professional Corporation, or is or was serving at the request of the Professional Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her in any such capacity or arising out of his or her status as such, whether or not the Professional Corporation would have the power to indemnify him or her against such liability under the provisions of this Section.

9.5 The Professional Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, or the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

ARTICLE TEN QUALIFIED PERSONS

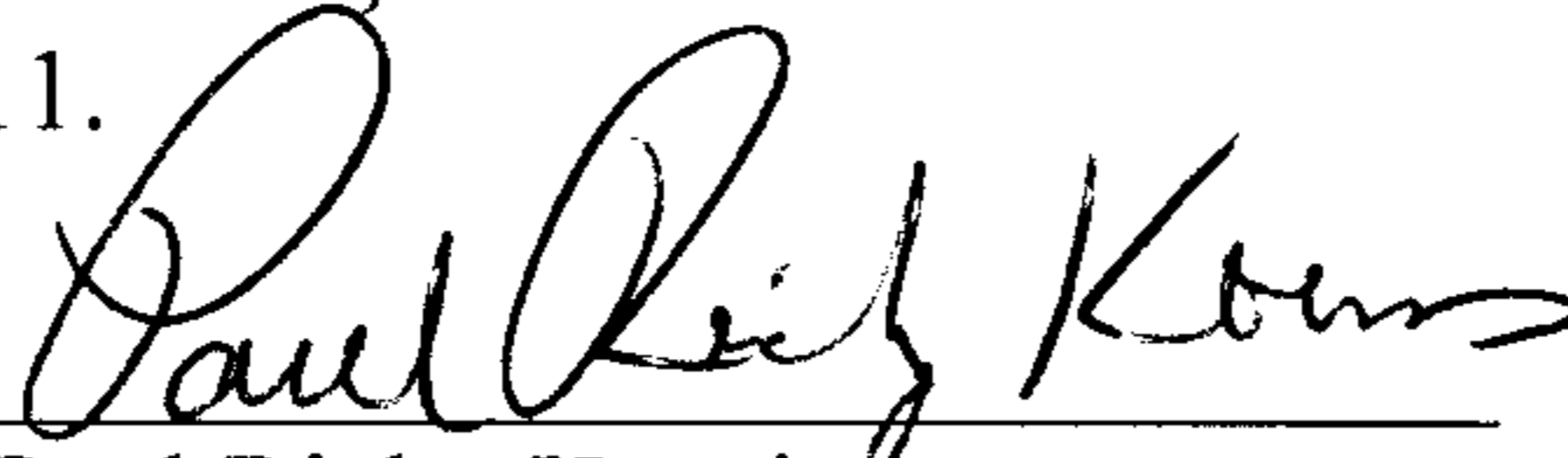
Only qualified persons are permitted to become stockholders in the Professional Corporation. As used herein, the term "qualified person" means an attorney duly admitted to the Bar of any state or the District of Columbia. If any shareholder, member of the Board of Directors, officer, or agent in the State of Alabama, accepts employment or is elected to a public office, which, pursuant to existing law is a restriction or limitation upon his practice of Law, he shall sever all relations which he has with the Professional Corporation of every kind, nature and description, including specifically, but not exclusively, his financial interest in the Professional Corporation, his membership on the Board of Directors, his position as an officer of the

Professional Corporation or his position as an employee or agent of the Professional Corporation, as the case may be.

**ARTICLE ELEVEN
PURCHASE OF STOCK**

The price at which the Professional Corporation or its shareholders may purchase, or be obligated to purchase, the shares of stock owned by a deceased, retired, expelled, or disqualified shareholder, shall be fixed by the By-Laws of the Professional Corporation. The particular By-law or By-laws governing the foregoing may take the form of a contract between the Professional Corporation and all of the present shareholders and their heirs, executors, administrators, successor and assigns. In the event that the By-laws of the Professional Corporation fail to fix the price at which such sale and purchase shall occur as aforesaid, then the price of such share or shares of stock shall be the book value thereof at the end of the month immediately preceding the death of, or disqualification of the shareholder. Book value shall be determined by an independent certified public accountant employed for such purpose, from the books and records of the Professional Corporation by the regular method of accounting employed by the Professional Corporation. The book-value determination, by the certified public accountant, shall be conclusive and binding upon the Professional Corporation and its shareholders.

IN TESTIMONY WHEREOF, witness the hands of the undersigned incorporators on this, the 12th day of January, 2011.



Paul Ricky Kornis
Incorporator

**THIS INSTRUMENT PREPARED BY:
Paul Ricky Kornis
4000 Eagle Pointe Corp. Dr.
Birmingham, Alabama 35242
(205) 259-1919**



20110121000021970 9/9 \$156.00
Shelby Cnty Judge of Probate, AL
01/21/2011 11:01:28 AM FILED/CERT

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:

The Law Offices Of Kornis & Associates, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Rick Kornis, 4000 Eagle Pointe Corp Dr, Birmingham, AL 35242 for a period of one hundred twenty days beginning January 19, 2011 and expiring May 20, 2011.

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.



January 19, 2011

Date

Beth Chapman TM
Beth Chapman Secretary of State