

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

CERTIFICATE OF FORMATION

ARTICLES OF INCORPORATION

OF

WADE KAISER INSURANCE AGENCY, INC.

The undersigned, acting as incorporator of a corporation under the §10A-1-1.01 et seq. and §10A-2-1.01 et seq., Code of Alabama, 1975, as amended, adopts the following Certificate of Formation for such corporation:

ARTICLE ONE

The name of the corporation is Wade Kaiser Insurance Agency, Inc.


ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are as follows:

- (a) To operate an insurance business and provide insurance products.
- (b) To have and to exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is formed.
- (c) In addition to the powers specifically conferred by statute, the corporation shall have the power to engage in any business activity not prohibited by law, nor required by law to be specifically stated in these Articles, including the power to engage in business as fully as natural persons.


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ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares, with a par value of One and No/100 (\$1.00) Dollar each.

ARTICLE FIVE

The address of the initial registered office of the corporation is 2473 Valleydale Road, Suite A, Birmingham, Alabama 35244 and the name of its initial registered agent at such address is Wade K. Kaiser.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected is:

NAME

ADDRESS

Wade K. Kaiser

2473 Valleydale Road, Suite A
Birmingham, Alabama 35244

ARTICLE SEVEN

The following named individual be and he hereby is, appointed and elected to serve in the offices designated beside his name for a term of one (1) year or until his successors have been elected and qualified:


Wade K. Kaiser

President, Secretary & Treasurer

ARTICLE EIGHT

The name and address of the incorporator is:

Wade K. Kaiser
2473 Valleydale Road, Suite A
Birmingham, Alabama 35244


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ARTICLE NINE

The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein express and all those expressly conferred upon corporations by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

- A. To lend money and to take security therefor, or to borrow money and to give security therefor, on such terms as the Board of Directors may deem proper and advisable.
- B. To purchase, acquire and own shares of its capital stock or the capital stock of any other corporation.
- C. To engage in business as natural persons may, not inconsistent with the provisions of laws pertaining to corporations in the State of Alabama.

IN WITNESS WHEREOF, I, Wade K. Kaiser, being the incorporator hereinabove named,

have hereunto set my hand and seal on this the 12 day of May, 2011.

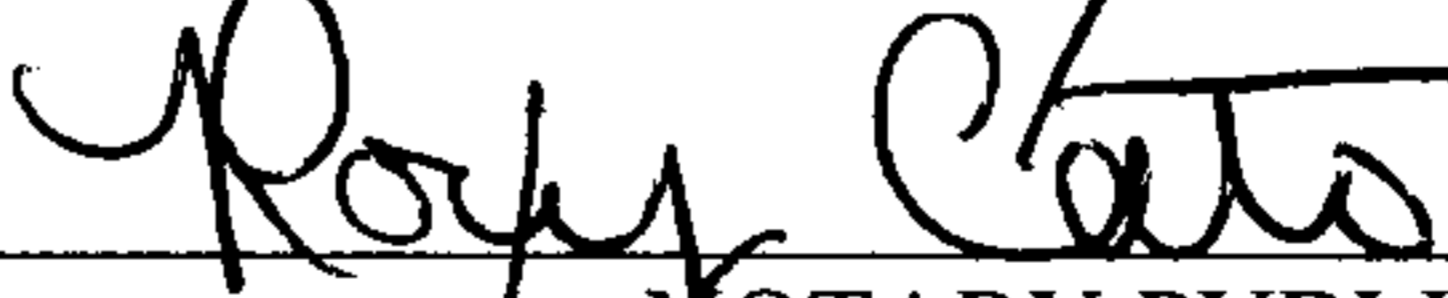


Wade K. Kaiser

STATE OF ALABAMA §
 §
COUNTY OF SHELBY §

Before me, the undersigned authority, a Notary Public, in and for said County, in said State, personally appeared **Wade K. Kaiser**, whose name appears affixed to the foregoing Certificate of Formation of **Wade Kaiser Insurance Agency, Inc.** and who is personally known to me, did acknowledge that, being aware and informed of the contents thereof did voluntarily execute the aforesaid Certificate of Formation for the purpose therein stated, the day the same bears date.

GIVEN under my hand and official seal this the 12th day of May, 2011.

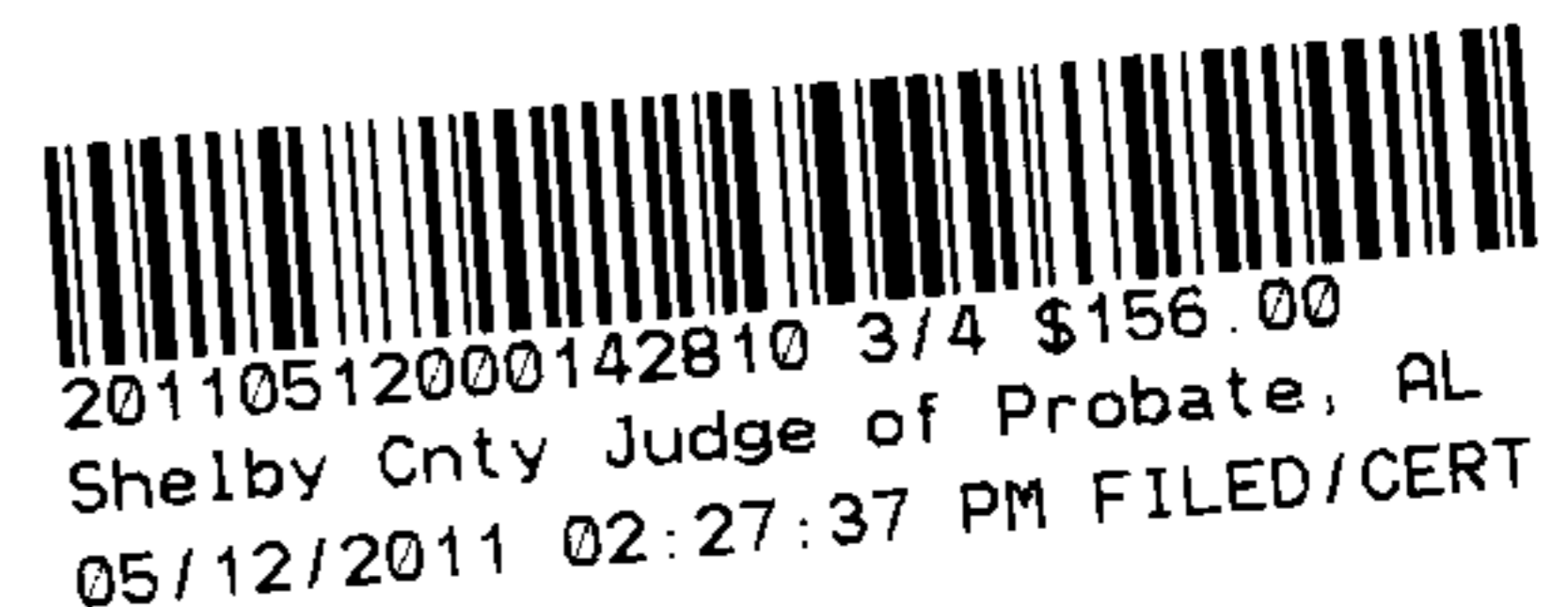


NOTARY PUBLIC

(NOTARY SEAL)
My Commission Expires: 10-31-2012

Prepared by:
Douglas R. Bachuss, Jr.
Nowlin, Bachuss and Gray Law Firm
P.O. Box 1149
Decatur, Alabama 35602
(256) 353-8601

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Beth Chapman
Secretary of State

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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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Wade Kaiser Insurance Agency, Inc.

This domestic corporation name is proposed to be formed in Shelby County and is for the exclusive use of DOUGLAS R BACHUSS JR, PO BOX 1149, DECATUR, AL 35602 for a period of one hundred twenty days beginning April 26, 2011 and expiring August 25, 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.

April 28, 2011

Date

Beth Chapman JM

Beth Chapman

Secretary of State



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