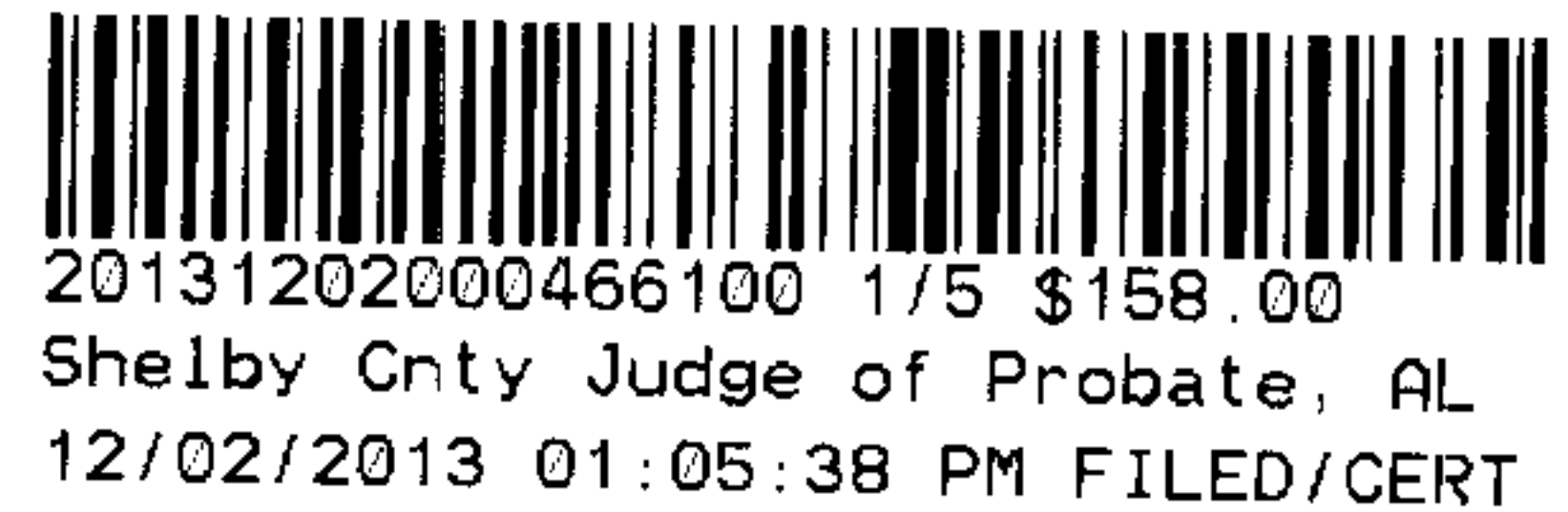


CERTIFICATE OF FORMATION
OF



ANTHONY BERRYMAN AGENCY, INC.

For the purpose of forming a Business Corporation under Section 10A-1-3.05 and 10A-2-2.02 of the Code of Alabama 1975, the undersigned does hereby sign and adopt this Certificate of Formation and, upon the filing for record of this Certificate of Formation in the Office of the Judge of Probate of Shelby County, the existence of a Business Corporation (hereinafter referred to as the "Corporation"), under the name set forth in Section 1.01 of Article 1 hereof, shall commence.

Article 1. Statutory Requirements.

1.01 Name. The name of the Corporation shall be: Anthony Berryman Agency, Inc.

1.02 Duration. The duration of the Corporation is perpetual.

1.03 Purposes, Objects & Powers. The purposes, objects and powers of the Corporation are:

(a) To engage in insurance agency services and all activities and functions related or ancillary thereto.

(b) To carry on any and all lawful aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to corporations by the State of Alabama.

1.04 Shares.

(a) **Authorized Shares.** The aggregate number of shares the Corporation is authorized to issue shall be 1,000 shares of Common Stock of the par value of \$1.00 per share.

(b) **Unissued Shares.** No shareholder of the Corporation shall have any preemptive right to acquire any unissued shares of the Corporation of any class now or hereafter authorized, or any securities convertible into, or exchangeable for, any such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments are now, or shall hereafter be, authorized, unissued or issued and thereafter acquired by the Corporation.

(c) Restrictions on Transfer of Shares. The bylaws of the Corporation, an agreement among shareholders of the Corporation or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate of certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction.

(d) Initial Shareholders. The initial shareholders of the Corporation shall be:

Anthony Berryman 1000 Shares

1.05 Initial Registered Agent & Office. The Corporation's initial registered agent and office shall be:

Registered Agent

Anthony Berryman

Registered Office

149 Buck Creek Plaza, Suite F
Alabaster, AL 35007

1.06 Incorporator. The name and address of the sole incorporator is:

Name

Anthony Berryman

Address

124 Lakeland Ridge
Chelsea, AL 35043

1.07 Directors. The number of directors constituting the initial Board of Directors shall be one (1). After the first annual meeting of shareholders, or a meeting specifically in lieu thereof, the number of directors shall be as set forth in, or as determined in accordance with, the Bylaws. The name and address of the person who is to serve as the director until the first annual meeting of shareholders or until such person's successor is elected and qualifies, except as otherwise provided in Section 2.02, is:

Name

Anthony Berryman

Address

124 Lakeland Ridge
Chelsea, AL 35043

Article 2. 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:

2.01 Bylaws. The initial Bylaws of the Corporation shall be adopted by the shareholders. The power to alter, amend or repeal the Bylaws or adopt new Bylaws 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 Bylaws; provided, however, that the Board of Directors may not alter, amend or repeal any bylaw or resolution of the shareholders establishing the number of directors (except that the Board of Directors shall have the power to fix or change the number of directors as set out in Section 2.02 below), the time or place of shareholders' meetings, or what constitutes a quorum at shareholders' meetings, or any bylaw or resolution that was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation of the business and regulating the affairs of the Corporation that is not inconsistent with law or these Articles of Incorporation.


2.02 Exercise of Corporate Power. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in this Certificate of Formation or in an agreement authorized under Title 10A of the Code of Alabama. The number of directors comprising the initial Board of Directors shall be as set forth in Section 1.07 above. The number of directors of the Corporation shall be fixed from time to time in the manner provided in the Bylaws, or, in the absence of such a bylaw, the number of directors shall be one (1). The number of directors may be increased or decreased from time to time by amendment to the Bylaws or in the manner provided for therein, provided that the Board of Directors may not, and only the shareholders may, increase or decrease by more than 30% the number of directors last approved by the shareholders.

2.03 Individual Liability. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken, as a director, except liability for (a) the amount of a financial benefit received by director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) voting for or assenting to any unlawful distribution, as defined in the Alabama Business and Nonprofit Entity Code; (d) an intentional violation of criminal law; or (e) a breach of the director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business and Nonprofit Entity Code is hereafter amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended code or any successor statute thereto.

2.04 Amendments To Certificate. The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in this Certificate of Formation, or to

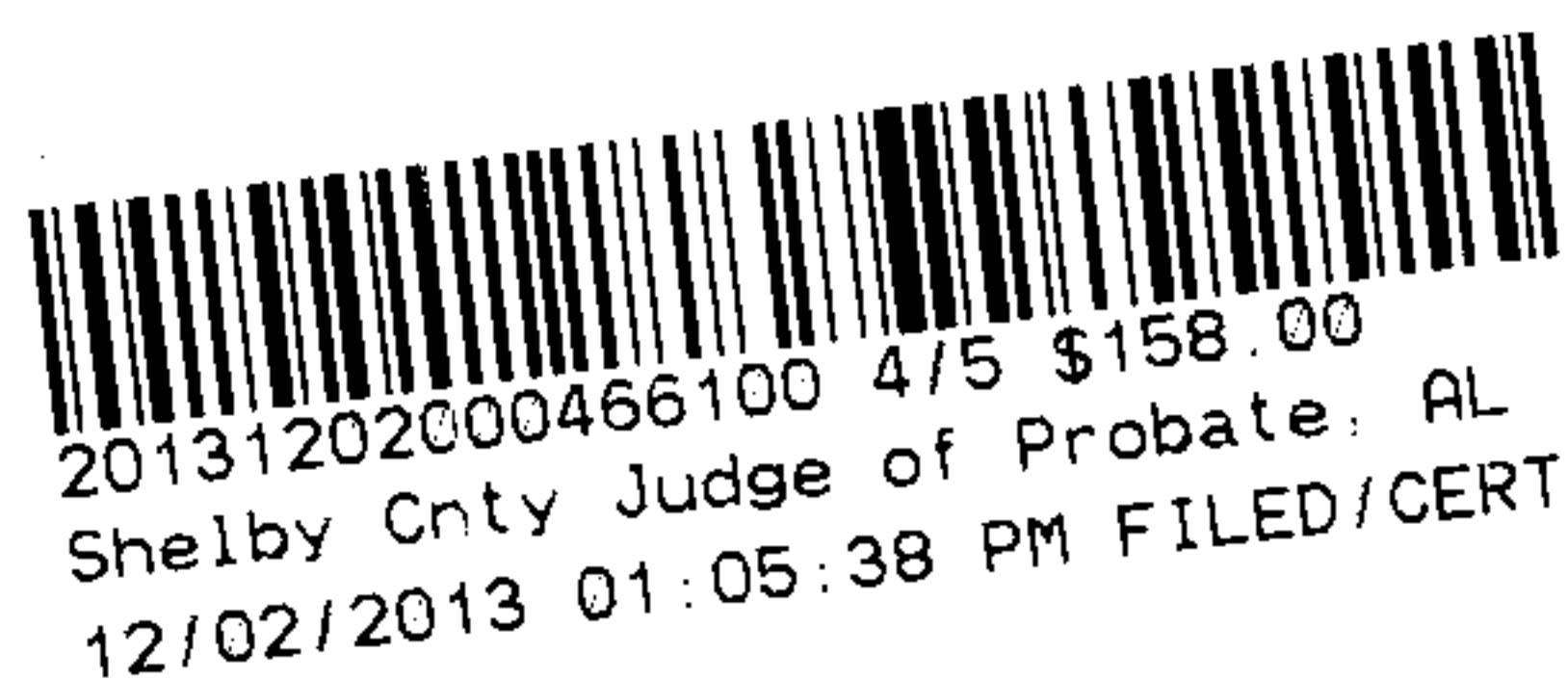
add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business and Nonprofit Entity Code, and all rights conferred upon shareholders at any time are granted subject to this reservation. Any such amendment for which voting by voting group is required by law shall be effective only if each voting group approves in addition to approval of all shareholders entitled to vote.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed this Certificate of Formation, on this the 2nd day of December, 2013.


Anthony Berryman, Incorporator

Prepared by:

W. Eric Pitts, Esq.
W. Eric Pitts, L.L.C.
P.O. Box 280
Alabaster, AL 35007
(205) 621-7624



Jim Bennett
Secretary of State

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

STATE OF ALABAMA

I, Jim Bennett, Secretary of 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:

Anthony Berryman Agency, Inc.

This name reservation is for the exclusive use of Anthony Berryman, 124 Lakeland Ridge, Chelsea, AL 35043 for a period of one year beginning December 02, 2013 and expiring December 02, 2014

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Shelby Cnty Judge of Probate, AL
12/02/2013 01:05:38 PM FILED/CERT



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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.

December 02, 2013

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State