

STATE OF ALABAMA)
COUNTY OF SHELBY)


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Shelby Cnty Judge of Probate, AL
04/25/2014 09:59:25 AM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
BLAKEMORE, CLARK & WHITLOCK, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10A, Chapter 5 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Law"), hereby file the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is Blakemore, Clark & Whitlock, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all the members of the Company.

ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To engage in the business of and to engage in all activities, render all services, and handle and deal in all materials, supplies and products incidental or related to or connected with the business of insurance and financial services.
- (b) To purchase, acquire, own, hold, improve, develop, operate, manage, sell, convey, assign, transfer, exchange, release, dispose of, mortgage, encumber, pledge, create security interests in, lease, hire, deal in, and loan or borrow money upon, alone or in conjunction

with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and with any license, power, authority, concession, right or privilege which any limited liability company may make or grant.

(d) To manufacture, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, wherever situated, whether or not the same specifically pertain to the classes of business specified herein; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

(e) To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the Company.

(g) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation in Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stock, bonds, debentures or other evidences of indebtedness of this Company, and this Company shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it and while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(h) To endorse, lend its credit to, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or pledge or mortgage all or any part of its properties to secure the payment of the principal and interest, or either, on any bonds, debentures, notes, script, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, lease, mortgage, or obligations, of any subsidiary, affiliated or related corporation or any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(j) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, membership interest or other securities of the Company, or otherwise; to hold, or in any manner dispose of, the whole or part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so and to exercise all the power necessary or convenient in and about the conduct and management of any such business.

(k) To borrow and lend money, without security, or upon the giving or receipt of such security as the Members of the Company may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other financial or institutional investors.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(m) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(n) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(o) To purchase, take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the Company's own membership interests, whether or not redeemable (so far as may be permitted by law), and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(p) To enter in to any plan or project for the assistance and welfare of its employees, to lend money and use its credit to assist its employees, and to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, employee stock ownership plans and other incentive or welfare plans for any or all of the Company's members, officers and employees.

(q) To enter into any lawful arrangements for sharing of profits, union of interest, reciprocal concession, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Company is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of this Company.

(r) To have one or more offices to carry on all of the Company's operations and business without restriction or limit as to amount, in any of the estates, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(s) To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the company, subject to the terms and conditions of the Operating Agreement.

ARTICLE IV

The location and mailing address of the initial registered office of the company shall be 2367 Lakeside Drive, Birmingham, Alabama 35244. The initial registered agent for service of process at the foregoing address shall be Gerren K. Whitlock, Sr.

ARTICLE V

The names and mailing addresses of the initial members of the company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
James Kirk Enterprises, Inc.	5580 Roy Drive Helena, Alabama 35080
Yancy Clark Financial Services, LLC	1777 Grant Avenue Birmingham, Alabama 35211

Whitlock Companies, Inc.

9340 Helena Road, Suite F 417
Birmingham, Alabama 35244

ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all of the members of the Company.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there is at least one remaining member; and (ii) the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation.

ARTICLE VIII

The Company shall be managed by its members.

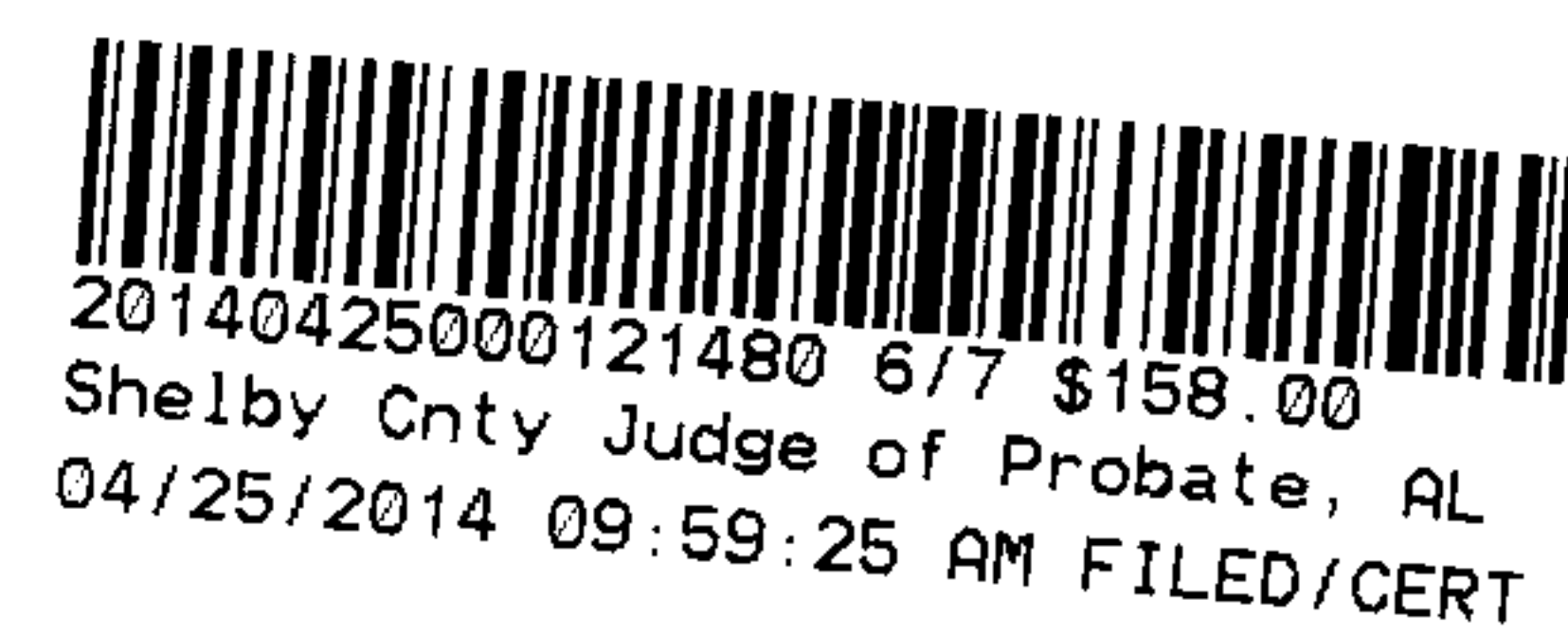
ARTICLE IX

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Law.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this the 25th day of April, 2014.


Scott W. Gosnell

This instrument prepared by:
Scott W. Gosnell, Esquire
Gosnell, P.C.
P.O. Box 661196
Birmingham, Alabama 35266
(205) 565-9259



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:

Blakemore, Clark & Whitlock, LLC

This name reservation is for the exclusive use of Gosnell, P.C., P.O. Box 661196,
Birmingham, AL 35266-1196 for a period of one year beginning April 25, 2014
and expiring April 25, 2015

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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.**

April 25, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State