

STATE OF ALABAMA)

SHELBY COUNTY)


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Shelby Cnty Judge of Probate, AL
01/03/2018 08:16:30 AM FILED/CERT

ARTICLES OF INCORPORATION

OF

HAGGARD AND SIMPSON, P.C.

A Professional Corporation

The undersigned, Michael L. Haggard, duly licensed to practice law in the State of Alabama, for the purpose of forming a professional corporation under the Alabama Professional Corporation Act and the Alabama Business Corporation Act, does hereupon agree to and adopt the Articles of Incorporation, and shall, upon the making and filing of record these Articles of Incorporation with the Secretary of State, constitute, with their successors and assigns, a professional corporation (hereinafter referred to as the "Corporation") under the name set forth in Article One hereof.

ARTICLE ONE

Name

The name of the Corporation shall be Haggard and Simpson, P.C., A Professional Corporation, and the Corporation shall do business as "Haggard and Simpson, P.C."

ARTICLE TWO

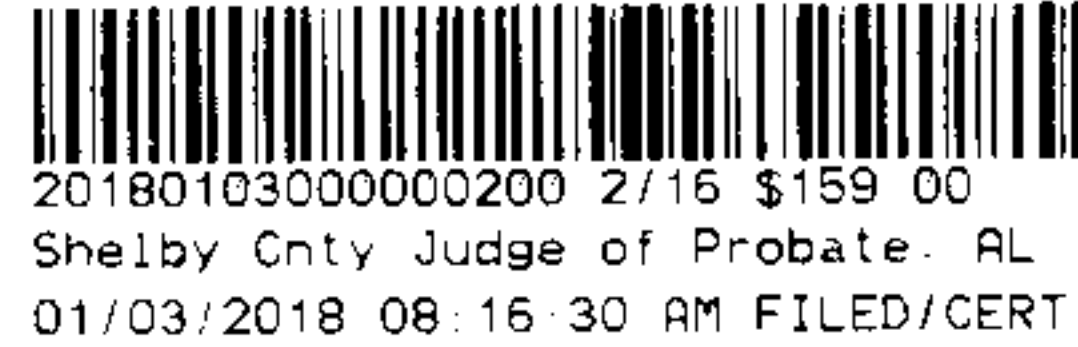
Duration

The term of existence of the Corporation shall be perpetual.

ARTICLE THREE

Purpose

The purpose for which the Corporation is organized is: To provide legal services to individuals, businesses and municipalities and generally, to engage in the practice of law as allowed by the governing and applicable laws applying to such profession.



ARTICLE FOUR

Powers

In furtherance of the purpose of the Professional Corporation, and in order that the Corporation may have the maximum scope of action which a professional corporation organized under the laws of the State of Alabama may legally have to render professional services, the Corporation shall have the following powers.

(a) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment.

(b) To own real or personal property necessary or appropriate for rendering professional services.

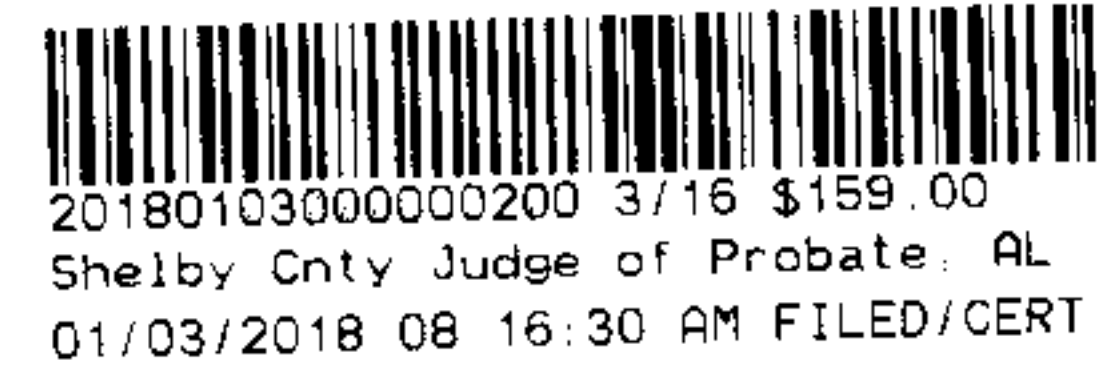
(c) To contract in its own name.

(d) To take, hold, and sell real and personal property in its own name, independent of its

members.

(e) To sue and be sued as an independent entity as provided by law.

(f) To have and to exercise all powers conferred by the laws of the State of Alabama upon professional corporations organized for the performance of professional services, including, but without limiting the generality of the foregoing, Act Number 260, Senate Bill 120 passed in the 1971 Third Special Session of the Legislature of Alabama, and all laws governing or applicable to corporations, where applicable, and not in conflict with such Act provisions, including to the extent applicable, but without delimitation hereof of the relevant laws governing or applicable to corporations, the power:



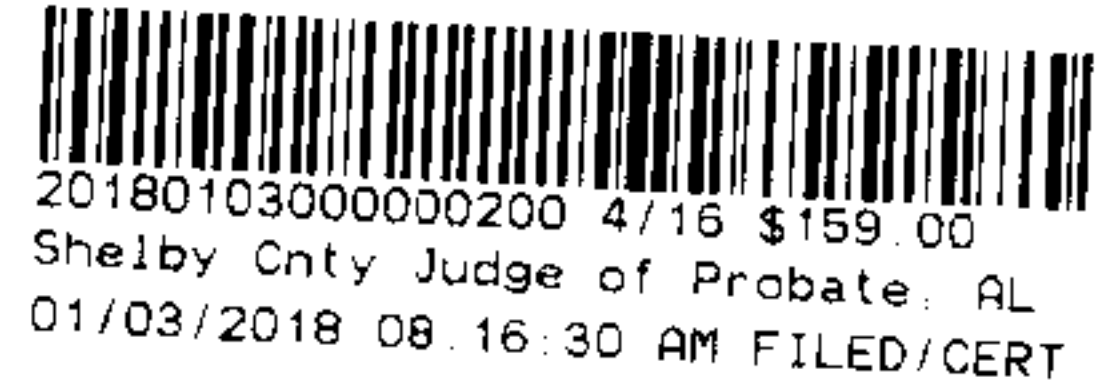
(g) To enter into and make, perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.

(h) To borrow or raise money, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of security, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments and evidences of obligations or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the Corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(i) To carry out the purpose specified in Article Three in any country, state, county, municipality or governmental unit to the extent that such purpose, when performed by the Corporation is not forbidden by the laws thereof.

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

(k) To establish pension, profit-sharing, stock option, medical reimbursement or other welfare plans for the benefit of the officers and employees of the Corporation.



(l) To have and exercise all lawful powers as shall enable it to do each and everything necessary, suitable, convenient, expedient, or proper for the accomplishment of the purposes set forth in Article Three.

(m) To have and exercise all powers set forth in any other Article of these Articles of Incorporation, and the powers set forth in said Act Number 260, Senate Bill 120, as passed in the Third Special Session of the 1971 Legislature of Alabama.

(n) The powers specified in each subsection (a) through (m) shall unless otherwise expressly provided, be in no way limited by reference to, or interference from the terms of any other of said subsection, each of such subsections being regarded as creating independent powers, and all words and clauses appearing in this Article Four are used in their broadest sense and shall be so construed, provided, however, that nothing in this Article Four shall be so construed as to give the Corporation power which would be unlawful under the laws of the State of Alabama for a professional corporation, organized to render professional services, to possess.

ARTICLE FIVE

Election

The Corporation hereby elects to be governed by the provisions of the Alabama Professional Corporation Act.

ARTICLE SIX

Principal Office

The address of the initial registered office of the Corporation in the state and name of its initial registered agent is:

Michael L. Haggard
132 1st Street South
Alabaster, AL 35007


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ARTICLE SEVEN

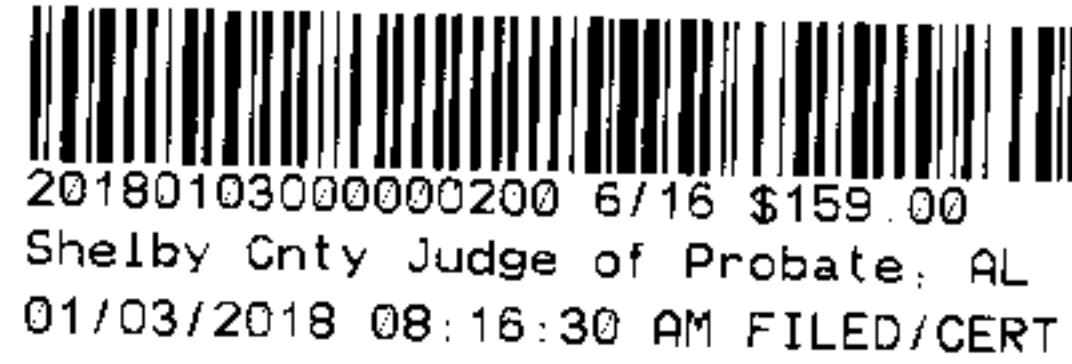
Capital Stock

A. The aggregate number of shares, which the Corporation has authority to issue, is ONE THOUSAND (1,000), all of which shall be common shares of ONE DOLLAR (\$1) value per share.

B. Each outstanding share shall entitle the holder thereof to One (1) vote per share on each matter submitted to a vote at the meeting of the Stockholders, provided, however, that these Articles may be amended or dissolved at any time and from time to time by, and only by, the affirmative vote of a majority of the Stockholders, at any regular meeting or at a special meeting called for the purpose of such amendment or dissolution.

C. Each share of stock shall be freely transferable except as follows:

1. No share of stock shall be sold, given, assigned, or otherwise transferred, to any person unless it first shall have been offered to the other Stockholder(s) for purchase at its fair market value. Each of the Stockholders shall have the right to purchase such portion of such share as his holding of the stock of the Corporation bears to all other Stockholders desire for purchasing such share.

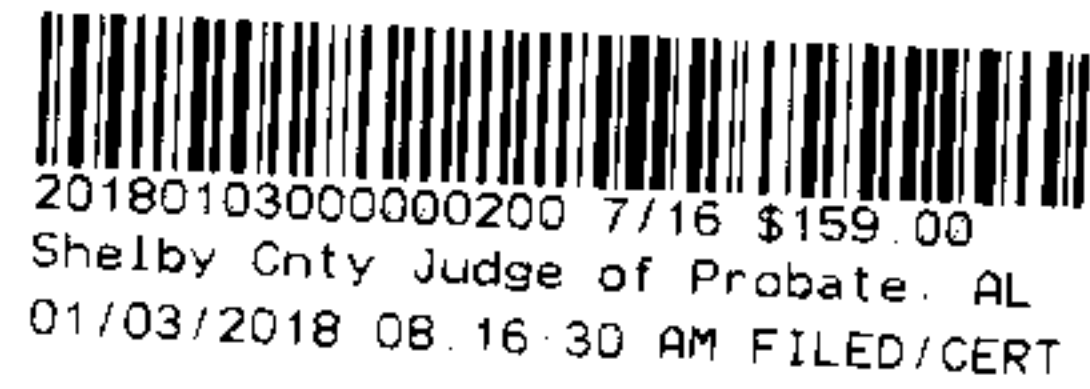


2. The corporation shall issue its stock only to persons who are duly licensed or legally authorized to render the professional service, provided, however, that the estate of the Shareholder who was a person duly authorized to render the professional service may continue to hold such stock for a reasonable period of administration, but such estate shall not be authorized to participate in any decisions concerning the rendering of the professional service. A period of administration in excess of two (2) years shall not be deemed to be reasonable.

D. The Corporation may purchase, exchange, take, receive, redeem or otherwise acquire; own, hold, use or otherwise have an interest in or deal; sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, shares of its own stock, provided that the Corporation shall not so act, directly or indirectly, with respect to shares of its own stock in a manner which would be prohibited under the laws of the State of Alabama pertaining to professional corporations of these Articles of Incorporation, and provided that the Corporation shall not vote, directly or indirectly, shares of its own stock.

ARTICLE EIGHT

Capital



The minimum amount of capital with which the Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000).

ARTICLE NINE

Directors

The corporation shall be governed by a Board of Directors elected by the Shareholders and represented by officers who are elected by the Board of Directors. The number of Directors of the Corporation shall be fixed from time to time by the By-Laws or, in the absence of the By-Law fixing 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 by the By-Laws, provided that the Board of Directors shall consist of not less than One (1) Director, and that no decrease shall have the effect of shortening the term of any incumbent Director.

The names and addresses of the Directors of the Corporation compiling the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael L. Haggard	132 1st Street South Alabaster, AL 35007

Any section required or permitted to be taken at any meeting of the Board of Directors or of the Shareholders may be taken without a meeting, if prior to such action, a written consent thereto is signed by all members of the Board, if action by the Directors is involved, and if such written consent is filed with the minutes of the proceedings of the



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01/03/2018 08:16:30 AM FILED/CERT

Board or of the Shareholders, as the case may be.

The names and addresses of the Incorporator and the number of shares subscribed for are as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>
Michael L. Haggard 132 1st Street South Alabaster, Alabama 35007	950

ARTICLE TEN

Officers

A. The officers of the Corporation shall include a President and Secretary/Treasurer, and such other officers as the Board of Directors may determine from time to time. Any one person may serve in more than one office.

B. The names, addresses and offices of the initial officers of the Corporation, chosen for the first year, are as follows:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>
Michael L. Haggard 132 1st Street South Alabaster, AL 35007	President
Michael L. Haggard 132 1st Street South Alabaster, AL 35007	Secretary/Treasurer

C. Officers need not be members of the Board of Directors, except for the President and Secretary/Treasurer, who shall be one of the Directors.

D. No Officer or Director who is not a duly licensed attorney shall participate in any

decision constituting the practice of said profession.

ARTICLE ELEVEN

Subscription Agent


20180103000000200 9/16 \$159.00
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Haggard and Simpson, P.C. is authorized to receive subscriptions to the capital stock of the Corporation.

ARTICLE TWELVE

Continuity of Existence

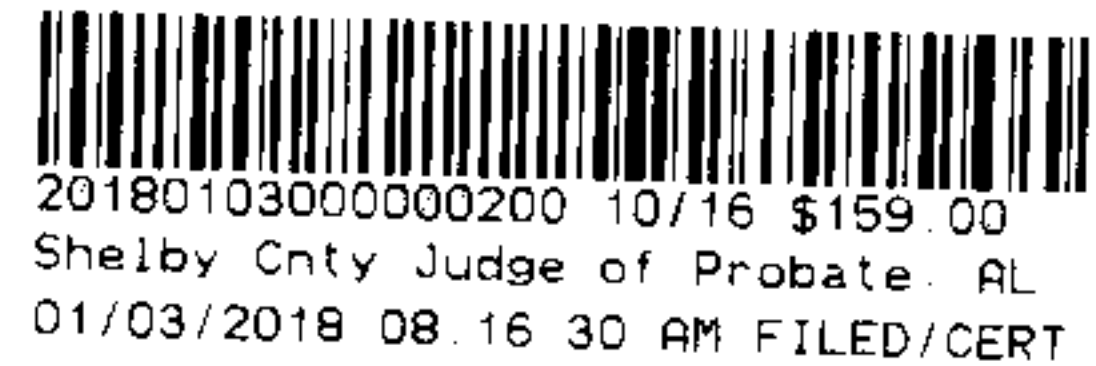
The Corporation shall continue as a separate entity independent of its Shareholders for all purposes unless and until dissolved as provided herein, and shall continue notwithstanding the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement, or expulsion of any one or more of its Shareholders, the admission or transfer of shares to any new Shareholder or Shareholders, or the happening of any other event, which under the laws of this State and under like circumstances, would work a dissolution of a partnership, and the Corporation shall have continuity of life independent of the life or status of its Shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind.

ARTICLE THIRTEEN

Relationship to Person for Whom Professional Services are Rendered

A. The Shareholders of the Corporation shall not be individually liable for the debts of, or claims against, the Corporation, unless such Shareholder has personally guaranteed the transaction for which the debt or claim is made or out of which it arises.

ARTICLE FOURTEEN
The Articles and By-Laws



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

B. The initial By-Laws of the Corporation shall be adopted by the Stockholders. 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 Stockholders, or either of them, the Stockholders hereby delegating to the Board of Directors a non-exclusive power to promulgate By-Laws and otherwise to take action with respect to the By-Laws as provided in this Article. The By-Laws may contain any provision for the regulation of the business and for the conduct of the affairs of the Corporation, the Board of Directors and the Stockholders, not inconsistent with these Articles or the laws of the State of Alabama pertaining to professional corporations.

C. Any action required by the Code of Alabama or any applicable law to be taken at a meeting of the Stockholders of the Corporation, or any action which may be taken at a meeting of the Stockholders, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Stockholders entitled to vote with respect to the subject thereof. Such consent shall have the same force and effect as a unanimous vote of the Stockholders.

D. Whenever any notice is required to be given to any Stockholder or Director of the

Corporation under the provisions of the Constitution of Alabama, the laws of the State of Alabama pertaining to professional corporations, corporations, or any applicable law, the Articles, or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE FIFTEEN

Dissolution



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The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved by the affirmative vote of the majority of the Stockholders, each Stockholder being treated as having voting rights based upon ownership of shares held by such Stockholder, at any regular meeting or at a special meeting called for the purpose of such dissolution. The Corporation may also be dissolved pursuant to any dissolution authorizations as they may exist under the laws of the State of Alabama dealing with professional corporations.

ARTICLE SIXTEEN

Property Transactions

A. Dividends in cash or property may be declared by the Board of Directors in such amounts and at such times as may be permitted by law.

B. The Board of Directors shall have the power to direct the manner in which the Corporation may contract in its own name; take and hold property; and sell, lease, exchange, mortgage, pledge, or otherwise dispose of all, or substantially all, of the property and assets of the Corporation; all when made in the usual and regular course of the business of the Corporation; and, in such case, no authorization or consent of the

Stockholders shall be required.

C. A sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, of the property and assets, with or without the good will of the Corporation, if made in the usual and regular course of its business, or the consolidation or merger of the Corporation with another professional corporation which is rendering the same professional service as this Corporation, shall first be authorized by the affirmative vote of a majority of the Stockholders, each Stockholder being treated as having voting rights based upon shares owned of stock held by such Stockholders of the Corporation called for such purpose.

ARTICLE SEVENTEEN

Disqualification of Shareholders, Directors, Officers, Agents and Employees


20180103000000200 12/16 \$159.00
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If any Shareholder, Director, Officer, agent or employee of the Corporation, who had been legally qualified to render professional services becomes disqualified to render professional services within the State of Alabama, accepts employment, or is elected to a public office, that pursuant to existing law is a restriction of limitation upon rendering of professional services, he shall sever all relations which he has with the Corporation of every kind, nature and description, including, but without limiting the generality of the foregoing, his employment with, or financial interest in the Corporation.

ARTICLE EIGHTEEN

Valuation of Shares

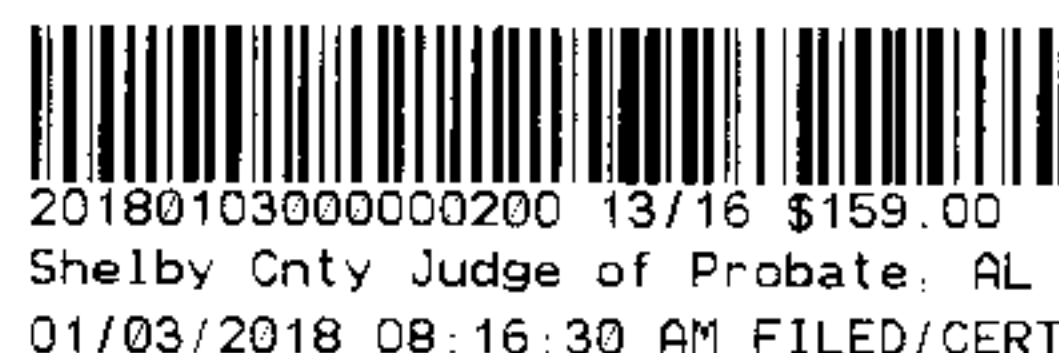
A. The By-Laws may provide a price at which the Corporation or its Shareholders may purchase the shares of a deceased, retired, expelled, or disqualified Shareholder.

B. Upon the death or disqualification of a Shareholder, the Corporation shall have the right to purchase all of the shares held by such Shareholder. IN WITNESS WHEREOF, I have subscribed my name, this 1st day of January 2018 at Alabaster, Alabama.

Michael L. Haggard
Michael L. Haggard

Augie Tyra
WITNESS

STATE OF ALABAMA)
SHELBY COUNTY)



I the undersigned Notary Public, in and for said County and State, hereby certify that Michael L. Haggard whose name is signed to the foregoing Articles of Incorporation of Haggard and Simpson, P.C., A Professional Corporation, and who is known to me to be the party to same, acknowledged before me on this day, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the date same bears date and said Articles are the act and deed of the signors and the facts stated therein are true.

GIVEN under my hand and seal this 1st day of January 2018.

Graci Vandenburg Izquier
NOTARY PUBLIC

My Commission Expires: 09-29-18

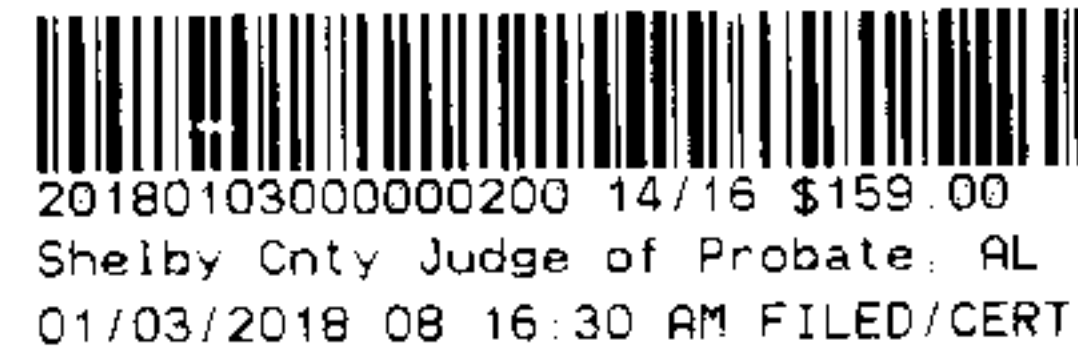
This Instrument Prepared By:
Robert A. Webb
Attorney At Law
Robert A. Webb, P.C.
2326 Highland Avenue
Birmingham, AL 35205
205.324.1000

EXHIBIT TO ARTICLES OF INCORPORATION OF
HAGGARD AND SIMPSON, P.C.
A PROFESSIONAL CORPORATION

All of the shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
Michael L. Haggard 132 1st Street South Alabaster, AL 35007	950	\$ 950

STATE OF ALABAMA)
SHELBY COUNTY)



Before me, the undersigned, a Notary Public in and for said State in said County, personally appeared Michael L. Haggard, who, being by me first duly sworn, deposes and says that he is an agent of Haggard and Simpson, P.C., A Professional Corporation, designated by the Incorporators of this Corporation to receive subscriptions to the capital stock of said Corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said Corporation, together with the number of shares subscribed for and the amount paid therefore, and that said subscriptions have been paid for in cash and property.

Michael L. Haggard

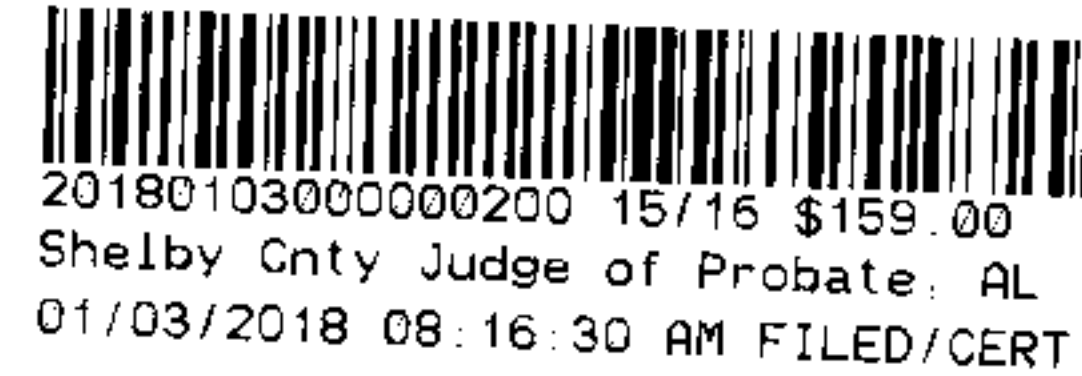
Sworn to and subscribed before me this 1st day of January 2018.

NOTARY PUBLIC

My Commission Expires: 09-29-18

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
Kevin J. Simpson 132 1st Street South Alabaster, AL 35007	50	\$ 50

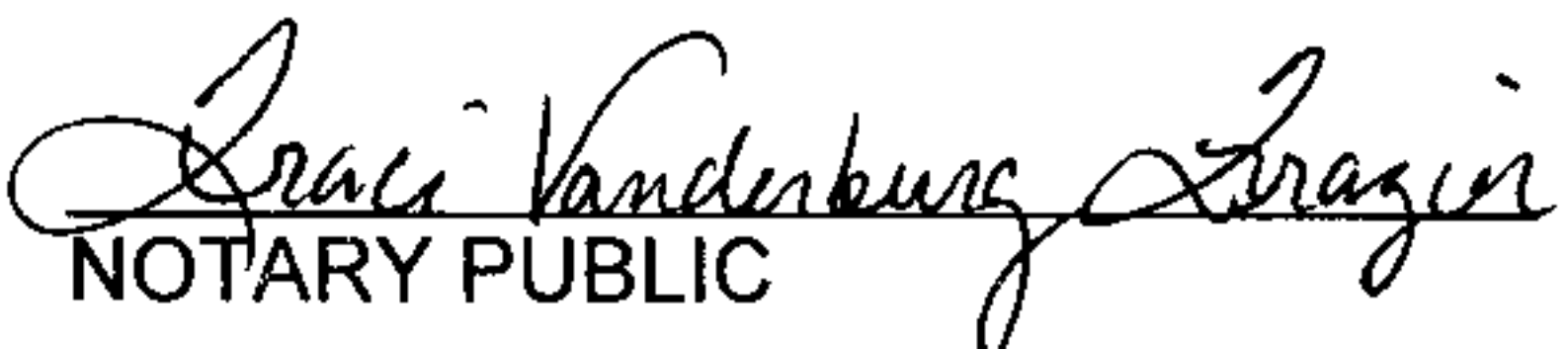
STATE OF ALABAMA)
SHELBY COUNTY)



Before me, the undersigned, a Notary Public in and for said State in said County, personally appeared Kevin J. Simpson, who, being by me first duly sworn, deposes and says that he is an agent of Haggard and Simpson, P.C., A Professional Corporation, designated by the Incorporators of this Corporation to receive subscriptions to the capital stock of said Corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said Corporation, together with the number of shares subscribed for and the amount paid therefore, and that said subscriptions have been paid for in cash and property.


Kevin J. Simpson

Sworn to and subscribed before me this 1st day of January 2018.


NOTARY PUBLIC

My Commission Expires: 09-29-18

This Instrument Prepared By:
Robert A. Webb, Attorney At Law
Robert A. Webb P.C.
2326 Highland Avenue So.
Birmingham, AL
35205
205.324-1000

John H. Merrill
Secretary of State

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

STATE OF ALABAMA

**I, John H. Merrill, 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:

Haggard and Simpson, P.C.

This name reservation is for the exclusive use of Robert A Webb Attorney, 2326
HIGHLAND AVENUE SO, BIRMINGHAM, AL 35205 for a period of one year
beginning December 11, 2017 and expiring December 11, 2018



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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 11, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State