

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greeting:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

B & A INSURANCE INVESTMENTS, INC.

and the probates thereon, the original of which was filed in this office on the 5th day of October, 1989 after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 5th day of October in the year of our Lord 1989.



Rufus L. Edmisten

Secretary of State

BK1678 M1569

ARTICLES OF INCORPORATION
OF
B & A INSURANCE INVESTMENTS, INC.

I, the undersigned, a natural person of the age of eighteen (18) year or more, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina, entitled "BUSINESS CORPORATION ACT," and to that end do hereby set forth:

1. The name of the Corporation is B & A Insurance Investments, Inc.

2. The period of duration of the Corporation shall be perpetual.

3. The purpose or purposes for which the Corporation is organized are:

(a) To provide consulting services in the field of insurance.

(b) To purchase or acquire by merger or other business combination any business, goodwill and other property of any individual, corporation or other entity, whether as a going concern or otherwise, and to assume any or all of its debts, contracts and obligations; to buy or acquire by merger or other business combination securities, goods, merchandise in bulk and any and all other property, whether real, personal or mixed and whether located within or without the State of North Carolina; and also to sell or otherwise dispose of any of the foregoing property.

(c) To engage in any lawful act or activity for which a corporation may be organized under the BUSINESS CORPORATION ACT.

4. The aggregate number of share which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of Common Stock of one class of the par value of One Dollar (\$1.00) per share. Each outstanding share of Common Stock shall entitle the holder to one vote on each matter as to which said holder is entitled to vote under the BUSINESS CORPORATION ACT. No shares shall be entitled to be voted cumulatively except only in the event and to the extent that cumulative voting is specifically required by the BUSINESS CORPORATION ACT.

5. The minimum amount of consideration to be received for its shares and for which the Corporation shall commence business is One Hundred Dollars (\$100.00).

6. The address of the initial registered office of the Corporation is 5107 Williamsburg Road, Winston-Salem, North Carolina, in the County of Forsyth, State of North Carolina, and the name of the initial registered agent at such address is James L. Allen.

7. The number of Directors of the Corporation may be fixed by the By-Laws but shall not be less than three (3), except as permitted by North Carolina General Statutes Sec. 55-25. The number of Directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the individuals who will serve as the initial Directors until the first meeting of Shareholders, and until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
James L. Allen	5107 Williamsburg Road Winston-Salem, NC 27106
Thelma R. Blaylock	Hidden Creek Development Route 3 Advance, NC 27006
Georgie S. Allen	5107 Williamsburg Road Winston-Salem, NC 27106

8. The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Marguerite Self	1014 West Fifth Street Winston-Salem, NC 27101

9. No shareholder or class of shareholders shall have any preemptive or related right to acquire additional or treasury shares of the Corporation or any options, right or warrants for such shares, which may at any time be authorized, granted, issued, sold or offered for sale by the Corporation.

10. To the fullest extent permitted by North Carolina General Statutes Section 55-19 and all other applicable provisions of the BUSINESS CORPORATION ACT, as the same now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as officers or directors of the Corporation, or in both such capacities, against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in any of the foregoing capacities, regardless of when such status existed or activity occurred and regardless of whether or not they are

officers or directors of the Corporation to the time such indemnification is sought or obtained. In addition to the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Paragraph 10. The provisions of this Paragraph 10 are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any officer, director, employee or agent of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the BUSINESS CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

11. The personal liability of each director of the Corporation is hereby eliminated to the fullest extent that elimination thereof is permitted by North Carolina General Statutes Section 55-7(11) and all other applicable provisions of the BUSINESS CORPORATION ACT, as the same now exists or may hereafter be amended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
this 27th day of September, 1989.

INCORPORATOR:

Marguerite Self
Marguerite Self

STATE OF NORTH CAROLINA:

COUNTY OF Forsyth :

I, Dianne A. Boone, a Notary Public, do hereby certify that Marquerite Self personally appeared before me this the 27th day of September, 1989, and acknowledged the due execution of the foregoing Articles of Incorporation.

Dianne A. Boone
Notary Public

My commission expires:

June 30, 1991

(SEAL)



My Commission Expires June 30, 1991

PRESENTED FOR
REGISTRATION
AND RECORDED

OCT 18 10 42 AM '89

CLERK
REGISTER OF DEEDS
FORSYTH COUNTY, NC

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