

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that *Articles of Incorporation of*

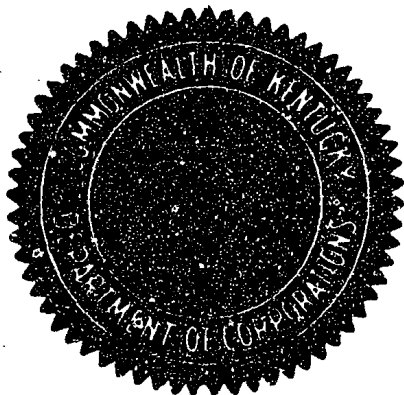
DON R. ROBERTS AND ASSOCIATES, INC.

whose initial agent for process is DON R. ROBERTS

403 WEST NINTH STREET

and whose address is HOPKINSVILLE, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said *Articles of Incorporation* have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 29TH day of DECEMBER, 1982.

*Frances Jones Mills*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

*J. H. D.*  
DEC 29 1982

*Francis James Miller*  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

..OF

DON R. ROBERTS AND ASSOCIATES, INC.

280280

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, desiring to form a corporation in accordance with Chapter 271A, Kentucky Revised Statutes, does hereby adopt the following articles as and for the charter of said corporation.

ARTICLE I

The name of the corporation shall be Don R. Roberts and Associates, Inc.

ARTICLE II

The period of duration of said corporation shall be perpetual unless sooner dissolved by act of the shareholders in accordance with the provisions of Kentucky Revised Statutes, Chapter 271A.

ARTICLE III

The purpose and nature of the business which is to be transacted, promoted, and carried on by this corporation shall be as follows:

1. To engage in and carry out the business of selling

insurance to the general public;

2. To buy, sell, convey, lease pledge, mortgage, exchange, assign or otherwise acquire, hold and dispose of, handle and otherwise deal in and with real and personal property or any interest therein of whatever name, nature and description, and wherever the same may be situated, either within or without the State of Kentucky and to exercise unlimitedly all rights and powers incident to the acquisition, holding or disposition of such interest;

3. To do all things necessary or desirable to protect or enhance, directly or indirectly, the value of any interest or right owned or held by the corporation by reason of its expressed purposes;

4. To borrow money, credit, or property, to make contracts, to incur obligations, and to secure the same by mortgage or pledge for all or part of its assets or franchises;

5. To act for others in any capacity or manner, to participate with others and to merge or consolidate with other concerns in any business enterprise, or transactions in which the company is authorized to engage, in any manner and on any terms; and,

6. To do any and all further acts consistent with the purposes hereinbefore set forth, as now or hereinafter authorized by law for a corporation, it being the intention that the enumeration of specific powers shall not operate to limit in any manner the

general powers conferred upon corporations by the laws of the State of Kentucky.

#### ARTICLE IV

The capital stock of the corporation shall consist of common voting stock only, and the aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all shares to be without par value. The voting power of such stock shall be one vote per share.

#### ARTICLE V

The registered office of the corporation shall be located at 403 West Ninth Street, Hopkinsville, Kentucky 42240, and the registered agent for the service of process shall be Don R. Roberts, 403 West Ninth Street, Hopkinsville, Kentucky 42240.

#### ARTICLE VI

The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Kentucky nor share-holders of the corporation.

The names of the persons who are to serve as directors until the first annual meeting of share-holders and until their successors have been elected and qualified are as follows:

Don R. Roberts  
321 Tremont Drive  
Hopkinsville, Kentucky 42240

Roger Haile  
403 West Ninth Street  
Hopkinsville, Kentucky 42240

ARTICLE VII

The name and address of the incorporator is as follows:

Don R. Roberts  
321 Tremont Drive  
Hopkinsville, Kentucky 42240

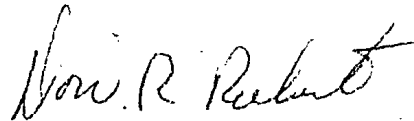
ARTICLE VIII

The board of directors may, from time to time, by a vote of a majority of its members, make, alter, amend, or rescind any of the by-laws of the corporation by appropriate resolution. The resolution shall be subject to the approval of a majority of the shareholders of the corporation.

ARTICLE IX

The corporation shall begin the transaction of business upon the designated minimum amount of capital having been paid in and the certificate of incorporation having been issued and duly filed with the records of the corporation.

IN WITNESS WHEREOF, I, Don R. Roberts, the incorporator, have hereunto set my hand this 27<sup>th</sup> day of December, 1982.

  
\_\_\_\_\_  
Don R. Roberts

STATE OF KENTUCKY       )  
                                  ) SCT.  
COUNTY OF CHRISTIAN    )

I, Jana Dee Spratt, a Notary Public in and for the State and County aforesaid, hereby certify that Don R. Roberts of Hopkinsville, Kentucky, appeared before me personally and acknowledged that he signed the foregoing Articles of Incorporation as his free act and deed for the purpose therein stated.

Witness my signature and seal of office, this 27<sup>th</sup> day of December, 19 82.

My Commission Expires: September 2, 1986

Jana Dee Spratt  
NOTARY PUBLIC

This Instrument Prepared By:

James E. Bruce, Jr.  
James E. Bruce, Jr.  
Attorney at Law  
115 Susan Avenue  
P. O. Box 603  
Hopkinsville, Kentucky 42240  
(502) 886-6300

JAMES E. BRUCE, JR.  
ATTORNEY AT LAW  
P. O. BOX 603 115 SUSAN AVENUE  
HOPKINSVILLE, KENTUCKY 42240  
(502) 866-6300

SECRETARY OF STATE  
**RECEIVED**

DEC 29 1982

December 27, 1982

COMMONWEALTH OF KENTUCKY

Secretary of State  
Corporate Records  
State Capital Building  
Frankfort, Kentucky 40621

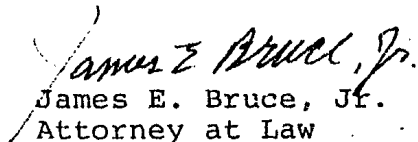
Re: Don R. Roberts and Associates, Inc.

Dear Sirs:

Please find enclosed the three (3) originally signed copies of the Articles of Incorporation of Don R. Roberts and Associates, Inc., together with a check in the sum of Twenty Five Dollars (\$25).

If you have any questions, please feel free to contact me.

Sincerely,

  
James E. Bruce, Jr.  
Attorney at Law

JEB/jds

Enclosure