

**ARTICLES OF INCORPORATION**  
**OF**  
**OSBORNE INSURANCE SERVICES, INC.**  
**(Created As A For Profit "S" Corporation)**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being a natural person over the age of twenty-one (21) years, desiring to form a *For Profit "S" Corporation* pursuant to the provisions of K.R.S. 14A and K.R.S. 271B of the Revised Statutes of the Commonwealth of Kentucky, does hereby certify and apply for incorporation as follows:

ARTICLE I

The full legal name by which the corporation shall be known is:

**OSBORNE INSURANCE SERVICES, INC.**

ARTICLE II

The corporation is being created to conduct the business and affairs of an insurance agency selling insurance products to the public for personal and commercial protection and to provide financial planning services. The powers of the corporation are:

1. To carry on and conduct the business of soliciting, quoting and selling insurance and insurance-related products for personal and commercial customers for motor vehicles, home and real estate, property and casualty, health and life and to provide financial planning services.
2. To exercise the above powers in its own name and account, or as an agent, representative or factor for others, including Allstate Insurance Company, and any of its affiliates or related companies.
3. To do any and all things and matters related or unrelated to the purpose set forth above, including all other powers conferred upon corporations generally under the laws of the Commonwealth of Kentucky and the United States of America as they now exist or may hereinafter be enacted.

### ARTICLE III

The name and address of the Incorporator of the corporation is as follows:

James Gregory Osborne  
651 Willow Drive  
Independence, Kentucky 41051

### ARTICLE IV

The address of the initial Registered Office of the corporation in this State shall be:

651 Willow Drive  
Independence, Kentucky 41051

The name and address of the initial Registered Agent of the corporation shall be:

James Gregory Osborne  
651 Willow Drive  
Independence, Kentucky 41051

### ARTICLE V

The principal office address of the corporation shall be:

James Gregory Osborne  
651 Willow Drive  
Independence, Kentucky 41051

### ARTICLE VI

The County in which the corporation shall principally conduct business is KENTON COUNTY, KENTUCKY.

#### ARTICLE VII

The corporation shall only issue and authorize one type of shares, which shall be no-par common value shares. The total number of authorized no-par common value shares shall be ONE THOUSAND (1,000) shares, and each share shall be entitled to one (1) vote per share. All One Thousand (1,000) shares of common stock shall be issued and owned by the Incorporator, JAMES GREGORY OSBORNE, and as such, JAMES GREGORY OSBORNE shall be the sole owner of the corporation. In the event of the death of JAMES GREGORY OSBORNE, ownership of all One Thousand (1,000) shares of common stock shall immediately pass to his wife, DANA K. OSBORNE, provided they are still married at the time of his death.

#### ARTICLE VIII

The Incorporator and sole owner of the corporation, JAMES GREGORY OSBORNE, is not a minority, veteran or a female.

#### ARTICLE IX

The number of Directors on the Board of Directors shall be not less than one (1) or more than three (3) at any time, and the initial Board of Directors shall consist of the Incorporator named below, who shall serve as Director and President of the corporation until such time as successors are elected and qualified at a future date:

James Gregory Osborne  
651 Willow Drive  
Independence, Kentucky 41051

#### ARTICLE X

The corporation is being created as a Subchapter "S" Corporation and will comply with all requirements of the United States Tax Code for "S" corporations.


#### ARTICLE XI

The corporation will initially employ less than twenty employees, including the Incorporator.

ARTICLE XII

The effective date of the corporation's existence shall be the date on which these Articles of Incorporation are being executed and filed with the Commonwealth of Kentucky Secretary of State, which is April 3, 2019. The duration of the corporation shall be indefinite and perpetual.


IN WITNESS WHEREOF, I declare under penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing information is true and correct to my knowledge and belief, and I have subscribed my name and signature hereto as Incorporator and Registered Agent, this 3<sup>rd</sup> day of April, 2019.

  
JAMES GREGORY OSBORNE  
INCORPORATOR AND REGISTERED AGENT

COMMONWEALTH OF KENTUCKY

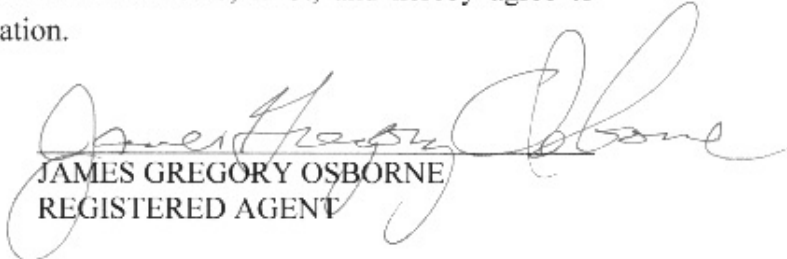
COUNTY OF KENTON

Subscribed, sworn to and acknowledged before me, a Notary Public, on this the 3<sup>rd</sup> day of April, 2019, by JAMES GREGORY OSBORNE, as his voluntary act and deed.

  
NOTARY PUBLIC, STATE AT LARGE  
Notary ID #: 567632  
My Commission Expires: 11-16-20

CONSENT OF INITIAL REGISTERED AGENT  
FOR SERVICE OF PROCESS TO SERVE

I, JAMES GREGORY OSBORNE, having a principal place of business of 651 Willow Drive, Independence, Kentucky 41051, hereby agree and consent to serve as Registered Agent for service of process for OSBORNE INSURANCE SERVICES, INC., and hereby agree to accept service of process on behalf of said corporation.

  
JAMES GREGORY OSBORNE  
REGISTERED AGENT

CERTIFICATION

I hereby certify that the above Articles of Incorporation of OSBORNE INSURANCE SERVICES, INC. were prepared by Jacqueline S. Sawyers, Attorney at Law, 2493 Dixie Highway, Fort Mitchell, Kentucky 41017, and were submitted to the Commonwealth of Kentucky Secretary of State for filing on this 3<sup>rd</sup> day of April, 2019.

  
JACQUELINE S. SAWYERS, ESQ. (KBA #: 82094)

Attorney at Law  
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