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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

February 28, 2013

REGISTERED AGENT SOLUTIONS INC  
7288 HANOVER GREEN  
MECHANICSVILLE, VA 23111

RECEIPT

RE: UNITED BENEFITS, LLC

ID: T052718 - 6

DCN: 13-02-04-0243

Dear Customer:

This receipt acknowledges payment of \$100.00 to cover the fee for filing an application for a certificate of registration to transact business in Virginia with this office.

The effective date of the registration is February 28, 2013.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

RECEIPTLC  
LLNCF  
CIS0339

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ENTITY NAME: UNITED BENEFITS, LLC

Name availability done in:

Initials: [Signature] Conflict with ID #: \_\_\_\_\_  
eFile: \_\_\_\_\_  
CIS: \_\_\_\_\_

ENTITY ID #: \_\_\_\_\_  
DCN #: 130204 0243 0100

AUX 215

OFFICE  
2013 FEB -4 AM 10:33

CHARTER EXAMINER WORKSHEET

CHARTER ENTRANCE FEE \_\_\_\_\_  
FILING FEE 100  
EXPEDITE FEE(S) \_\_\_\_\_  
TOTAL FEES 100

JURISDICTION: AL

SPECIAL EFFECTIVE DATE / TIME

AMENDMENT OR OTHER INFORMATION:

INDUSTRY CODE: \_\_\_\_\_  
SEND COPY TO: \_\_\_\_\_

2/15/2013  
ML



COPYWORK REQUESTED:

CORRESPONDENT:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

AMOUNT AVAILABLE FOR COPYWORK:

\_\_\_ MAIL \_\_\_\_\_  
\_\_\_ CALL \_\_\_\_\_  
\_\_\_ FAX \_\_\_\_\_  
\_\_\_ FED EX \_\_\_\_\_

T052718 [Signature]

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, FEBRUARY 28, 2013

The State Corporation Commission has found the accompanying application for a certificate of registration to transact business in Virginia submitted on behalf of

UNITED BENEFITS, LLC

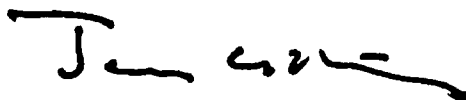
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF REGISTRATION TO TRANSACT BUSINESS IN  
VIRGINIA

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective February 28, 2013.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION



LLC-1052  
(04/09)

APPLICATION FOR A CERTIFICATE OF REGISTRATION TO  
TRANSACTION BUSINESS IN VIRGINIA AS A FOREIGN LIMITED LIABILITY COMPANY

1. The name of the foreign limited liability company is (include, if required, any "for use in Virginia" name in parentheses)

United Benefits LLC non dom

2. The foreign limited liability company was formed under the laws of

Alabama on 10/12/2010  
(state or other jurisdiction of formation) (date of limited liability company's formation)

3. (Mark if applicable:)  The limited liability company was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) **Set forth the additional required information on an attachment.**

4. A. The name of the limited liability company's registered agent in VIRGINIA is

Registered Agent Solutions, Inc.

B. The registered agent is (mark appropriate box):

- (1) an INDIVIDUAL who is a resident of Virginia **and**
  - a member or manager of the limited liability company.
  - a member or manager of a limited liability company that is a member or manager of the limited liability company.
  - an officer or director of a corporation that is a member or manager of the limited liability company.
  - a general partner of a general or limited partnership that is a member or manager of the limited liability company.
  - a trustee of a trust that is a member or manager of the limited liability company.
  - a member of the Virginia State Bar.

OR

(2)  a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

C. The limited liability company's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

7288 Hanover Green Drive Mechanicsville, VA 23111  
(number/street) (city or town) (zip)

which is physically located in the  county or  city of Mechanicsville - Hanover

5. The post office address, including the street and number, of the limited liability company's principal office is

7288 Hanover Green Drive Mechanicsville 23111  
(number/street) (city or town) (state) (zip)

6. The Clerk of the Commission is irrevocably appointed as the agent of the limited liability company for service of process if the company fails to maintain a registered agent in Virginia as required by § 13.1-1015 of the Code of Virginia, the registered agent's authority has been revoked, the registered agent has resigned, or the registered agent cannot be found or served with the exercise of reasonable diligence.

7. The limited liability company is a "foreign limited liability company" as defined in § 13.1-1002 of the Code of Virginia.

Executed in the name of the foreign limited liability company by:

Matt Whitten 1-30-2013 256-764-6972  
(signature) (date) (telephone number (optional))

Matt Whitten President/Manager  
(printed name) (title (e.g., member or manager)) (see instructions for requisite signature)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

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Beth Chapman  
Secretary of State

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

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Articles of Formation filed on behalf of United Benefits, LLC, as received and filed in the Office of the Secretary of State on 10/12/2010.

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.



20130122000005008

01/22/2013

Date

*Beth Chapman*

Beth Chapman

Secretary of State

302883  
 Posted by: \_\_\_\_\_  
 Checked by: \_\_\_\_\_

SLPY 2010 39204  
 Recorded In Above Book and Page  
 10/12/2010 11:05:53 AM  
 Dewey D. Mitchell  
 Probate Judge  
 Lauderdale County, AL  
 Recording Fee 38.00  
 TOTAL 38.00

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ARTICLES OF ORGANIZATION  
 OF  
 UNITED BENEFITS, LLC

Pursuant to the Provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE 1  
Name

The name of the limited liability company is UNITED BENEFITS, LLC (the "Company").

ARTICLE 2  
Duration

The Company shall have a perpetual duration from the date of organization, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE 3  
Purposes

The purposes for which the Company is formed are:

- (1) The primary business of the Company shall be to sell insurance and to engage in any and all activities related or incidental to the foregoing and to conduct any other business which shall be legal for a limited liability company to conduct under the laws of the State of Alabama.
- (2) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;
- (3) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (4) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (5) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with,

RECEIVED  
 OCT 14 2010  
 SECRETARY OF STATE

Articles of Organization of  
United Benefits, LLC  
Page 2 of 3

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shares or other interests in, or obligations of, corporations, limited liability companies, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(7) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(8) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

#### ARTICLE 4

##### Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 419 East Tennessee Street, Florence, Alabama 35630, and its registered agent at such address shall be Matthew A. Whitten.

#### ARTICLE 5

##### Initial Members

The names and mailing addresses of the initial members are:

Matthew A. Whitten  
419 East Tennessee Street  
Florence, AL 35630

Charlotte Burton  
419 East Tennessee Street  
Florence, AL 35630

#### ARTICLE 6

##### Admission of Additional Members

Upon the unanimous written consent of the members, the members of the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

Articles of Organization of  
United Benefits, LLC  
Page 3 of 3

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ARTICLE 7  
Continuation of Business

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there is at least one remaining member or a new member is admitted, and (ii) the business of the Company is continued by the written consent of all of the remaining members within ninety (90) days after the occurrence of the event of dissociation.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 30<sup>th</sup> day of September, 2010 by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.



Matthew A. Whitten, Member



Charlotte Burton, Member

Document Prepared by:  
Carol L. Eckl, Esq.  
PITTS & ECKL, PC  
PO Drawer 918  
Florence, AL 35631  
(256) 718-3600  
[ceckl@pelaw.net](mailto:ceckl@pelaw.net)



STATE OF ALABAMA  
LAUDERDALE COUNTY

I, Deway D. Mitchell, Judge of Probate in and for the State and County aforesaid do hereby certify that the foregoing is a true and correct copy of an instrument as shown of record in Vol. 2010, Page 39204-39206. Given under my hand and official seal of office, this 10<sup>th</sup> day of Oct, 2010

Deway D. Mitchell  
Judge of Probate