

# STATE OF GEORGIA

## Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

### CERTIFICATE OF INCORPORATION

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

#### **UNITED SPECIALTY AGENTS ALLIANCE, INC.**

a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **10/01/2018** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **10/24/2018**.



Brian P. Kemp  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
UNITED SPECIALTY AGENTS ALLIANCE, INC.**

**I.**

The name of the Corporation is “**UNITED SPECIALTY AGENTS ALLIANCE, INC.**”

**II.**

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code. The Corporation may exercise all powers provided in the Georgia Nonprofit Corporation Code in furtherance of the purposes for which the corporation is organized and in accordance with the Georgia Nonprofit Corporation Code

**III.**

The street address of the initial registered office of the Corporation is 4500 Mansell Road Alpharetta, Georgia 30022, and the initial registered agent of the Corporation at such address is Wesley C. Duesenberg, Jr.

**IV.**

The name and address of the incorporator is: Wesley C. Duesenberg, Jr., 4500 Mansell Road Alpharetta, Georgia 30022.

**V.**

The mailing address of the principal office of the Corporation is: 4500 Mansell Road, Alpharetta, Georgia 30022.

**VI.**

The Corporation shall have members. The number, qualifications, rights, duties and other matters relating to its members shall be as set forth in the Bylaws of the Corporation, within the scope of what is permitted under the Georgia Nonprofit Corporation Code.

**VII.**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and method of election shall be established in the Bylaws.

**VIII**

The initial Board of Directors shall consist of five (5) members whose names and addresses are as follows: Frances Johnson, 200 Wingo Way, Mt. Pleasant, South Carolina 29464, Rob Tuscano, 950 Highland Avenue, Greensburg, Pennsylvania 15601, Frank Powell, 131 White Oak Lane, Old Bridge, New Jersey 08857, Kathy Schroder, 234 Clovis Avenue, Clovis, California 93612, and R.C. Chaffin, 500 S. Dixie Hwy., Suite 220, Coral Gables, Florida 33146. The number, term, qualifications, duties and method of electing the Corporation's directors and the directors' authority are set out in its Bylaws and in the Georgia Nonprofit Corporation Code.

## IX.

The Corporation is organized exclusively for promoting the common business interest of one or more lines of business, more specifically the promotion of the business and professional interests of insurance agents who market and sell specialty line insurance products.

## X.

(a) No part of the property or net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered. The corporation shall not have capital stock or shareholders.

(b) The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent that it would not be granted or would lose an exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law ("Section 501(c)(6)").

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6).

## XI.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, distribute, transfer, convey, deliver, and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(6), as an exempt organization, to be used exclusively for exempt purposes. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act within a reasonable period of time, the Judge of the Superior Court of Fulton County, Georgia shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

## XII.

(a) The personal liability is hereby eliminated entirely of an officer or director of the



Corporation for monetary damages for breach of duty of care or other duty as an officer or director; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability which cannot be limited under the Georgia Nonprofit Corporation Code; or (iv) For any transaction from which the officer or director received an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of an officer or director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the members present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Nonprofit Corporation Code to authorize the further elimination or limitation of liability of officers or directors, then the liability of an officer or director of the Corporation shall be so limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation Code, in addition to the limitation on personal liability provided herein and without need to amend these Articles.

(c) In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

### XIII.

(a) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of the Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Nonprofit Corporation Code and subject to the conditions prescribed therein.

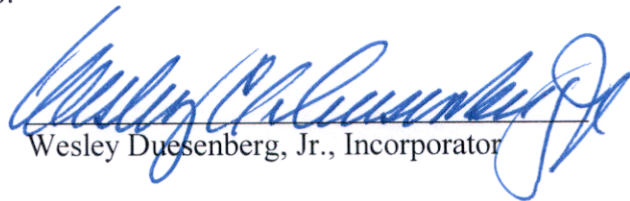
(b) In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise, only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

(c) Nothing in this Article shall be construed as limiting the applicability and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

(d) The Corporation may purchase and maintain insurance on the behalf of any such persons, whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This 1st day of October, 2018.

  
Wesley Duesenberg, Jr., Incorporator

2018 OCT - 1 PM 3:36  
SECRETARY OF STATE  
CORPORATIONS DIVISION



Brian P. Kemp  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
2 Martin Luther King Jr. Dr. SE  
Suite 313 West Tower  
Atlanta, Georgia 30334  
(404) 656-2817  
sos.georgia.gov/corporations

TRANSMITTAL INFORMATION FORM  
GEORGIA PROFIT OR NONPROFIT CORPORATION

**IMPORTANT:** Please provide the entity's primary email address when completing this form.

Primary Email Address: bob.sauero@plessandsauero.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. A dissolution was filed on 9/28/18 by us so the name is clear as of 10/1/18  
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)  
United Specialty Agents Alliance, Inc.  
Corporate Name (List exactly as it appears in articles.)

2. Wesley C. Duesenberg, Jr.  
Name of Person Filing Articles of Incorporation (Certificate will be mailed to this person at email address listed below.)  
4500 Mansell Road  
Address  
Alpharetta GA 30022  
City State Zip Code  
wduesenberg@siuins.com 678.498.4507  
Filer's Email Address Telephone Number

3. Wesley C. Duesenberg, Jr.  
Name of Registered Agent in Georgia  
4500 Mansell Road  
Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address.)  
Alpharetta Fulton GA 30022  
City County State Zip Code  
wduesenberg@siuins.com  
Registered Agent's Email Address

4. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form;
- 2) The Articles of Incorporation; and
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are non-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (The clerk of superior court can advise you of the official organ in a particular county.) I understand that the information on this form will be entered in the Secretary of State business entity database, and I certify that the above information is true and correct to the best of my knowledge.

Robert A. Sauero, Company Attorney  
Signature of Authorized Person

10-1-18  
Date

ROBERT A. SAUERO bob.sauero@plessandsauero.com  
Print name