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Florida Department of State  
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 TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Compass Wealth Managers Company**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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| Page Count            | 05      |
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3/29/2007


**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Compass Wealth Managers Company  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Texas 3. 20-8162960  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/04/2006 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 15 South 20th St, Birmingham, AL 35233  
(Principal office address)  
  
P. O. Box 10566, Mailcode AL BI CH ACT, Birmingham, AL 35296  
(Current mailing address)
8. Financial planning.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)  
  
Name: C T Corporation System  
  
Office Address: 1200 South Pine Island Road  
  
Plantation, Florida 33324  
(City) (Zip code)
10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place  
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I  
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,  
and I am familiar with and accept the obligations of my position as registered agent.*  

C T Corporation System

Jeffrey D. Butterfield  
Assistant Secretary

By:   
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to  
the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction  
under the law of which it is incorporated.
12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS SEE ATTACHMENT**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: William C. Helms

Address: 15 S. 20th St

Birmingham, AL 35233

Director: Garrett R. Helms

Address: 15 S. 20th St

Birmingham, AL 35233

**B. OFFICERS SEE ATTACHMENT**

President: William C. Helms

Address: 15 S. 20th St

Birmingham, AL 35233

Vice President: Thomas E. Bishop

Address: 15 S 20th St

Birmingham, AL 35233


Secretary: Joseph B. Carter

Address: 15 S. 20th St, Birmingham, AL 35233

Treasurer: Kirk P. Pressley

Address: 15 S. 20th St, Birmingham, AL 35233

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Richard Garrison, Asst. Treasurer  
(Typed or printed name and capacity of person signing application)

**Attachment to Florida  
Officers & Directors**

|   |                   |                     |
|---|-------------------|---------------------|
| 1 | Full Name:        | Jerry W. Powell     |
|   | Officer/Director: | Officer, Director   |
|   | Officer's Title:  | Assistant Secretary |
|   | Director's Title: | Other Director      |
|   | Business Address: | 15 S. 20th St       |
|   | City:             | Birmingham          |
|   | State:            | AL                  |
|   | ZIP Code:         | 35233               |
| 2 | Full Name:        | Richard Garrison    |
|   | Officer/Director: | Officer             |
|   | Officer's Title:  | Assistant Treasurer |
|   | Director's Title: |                     |
|   | Business Address: | 15 South 20th St    |
|   | City:             | Birmingham          |
|   | State:            | AL                  |
|   | ZIP Code:         | 35233               |

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Roger Williams  
Secretary of State

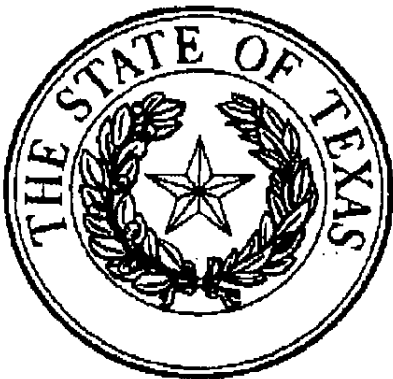
## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Compass Wealth Managers Company (file number 800741484), a Domestic For-Profit Corporation, was filed in this office on December 04, 2006.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 23, 2007.



A handwritten signature of Roger Williams in black ink.

Roger Williams  
Secretary of State

Phone: (512) 463-5555  
Prepared by: SOS-WEB

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