


THIS DOCUMENT PREPARED BY:

JAY F. PUMROY, ESQ.  
WILSON, DILLON, PUMROY & JAMES, L.L.C.  
1431 LEIGHTON AVENUE (36207)  
POST OFFICE BOX 2333  
ANNISTON, ALABAMA 36202  
TELEPHONE (256) 236-4222

  
20110131000032050 1/2 \$156.00  
Shelby Cnty Judge of Probate, AL  
01/31/2011 11:32:37 AM FILED/CERT

**CERTIFICATE OF FORMATION  
OF  
SUNBELT FARMS, LLC**

**TO THE HONORABLE JUDGE OF PROBATE  
FOR SHELBY COUNTY, ALABAMA:**

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act, Code of Alabama, Sections 10-12-1 et seq. (the "Act"), hereby files this Certificate of Formation.

1. Name of the Limited Liability Company. The name of the limited liability company (the "Company") being formed pursuant hereby is "Sunbelt Farms, LLC".

2. Period of Duration of the Company. The existence of the Company shall commence on the date of the filing of this Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in the Act, this Certificate of Formation or the Operating Agreement of the Company.

3. Purposes for Formation of the Company. The Company has been formed to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with property of any type or nature, real, personal or mixed, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of such property, whether the same be real, personal or mixed in nature, or any interest therein. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

4. Initial Registered Office and Registered Agent of Company. The location and mailing address of the initial registered office of the Company shall be at 34616 Highway 25, Harpersville, Alabama 35078, and the name of the initial registered agent at said address is Sam H. Hamner.

5. Name and Mailing Address of Initial Member of the Company. The name and mailing address of the initial member of the Company is:

Sam H. Hamner  
Post Office Box 692  
Harpersville, Alabama 35078

6. Operating Agreement of the Limited Liability Company. The operation of the business and affairs of the Company and the relationship of its members shall be subject to the terms and conditions of the Operating Agreement of the Company by and among the Company for its members in effect from time to time (the "Operating Agreement").

7. Additional Members. Additional members may be admitted to the Company only in accordance with the provisions of the Operating Agreement.

8. Cessation of Membership of all Members. The cessation of membership of all of the members shall result in the dissolution of the Company unless, within ninety (90) days after the cessation of membership of the last member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new members.

9. Management of the Company. The Company shall be managed by its members.

10. Indemnification of Members of the Company. No member of the Company can be held liable under a judgment, decree or order of any court, or in any other manner, for a debt, obligation or liability of the Company, or for the acts or omissions of any other member or an agent or employee of the Company. The Company may indemnify its members, officers, agents and employees to the maximum extent permitted by law.

11. Amendment. The Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Formation in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of the members pursuant to the provisions of the Operating Agreement in effect on the date of any such amendment.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the 21 day of January, 2011.

  
\_\_\_\_\_  
Sam H. Hamner