

This document drafted by:
Nancy C. Hughes
Hughes & Scalise, PC
600 Luckie Drive, Suite 310
Birmingham, Alabama 35223

**CERTIFICATE OF FORMATION
OF
J C & F HOLDINGS, LLC**

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

The undersigned, for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of Alabama Code §10A-1-3.05 and §10A-5-2.02 hereby certifies as follows:

1. NAME OF COMPANY. The name of the Company is:

" J C & F HOLDINGS, LLC "

2. COMPANY PURPOSES. The Company has been organized for the purpose of managing assets for the Members and specifically for the purposes set out in the Operating Agreement. The Company may also transact any other lawful business for which a limited liability company may be formed under applicable law, 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.

3. PERIOD OF DURATION. The period of duration of the Company shall be perpetual, provided that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in the Operating Agreement.

4. INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. The location and mailing address of the initial registered office of the Company:

5018 Stratford Road
Birmingham, Alabama 35242

The name of the Company's initial registered agent at such address is JAMES R. GIFFIN.

5. NAME AND ADDRESS OF ORGANIZER. The name and address of the organizer of the Company: Nancy C. Hughes, Hughes & Scalise, P.C., 600 Luckie Drive, Suite 310, Birmingham, Alabama 35223.

6. ADDITIONAL AND SUBSTITUTE MEMBERS. Any additional or substitute Members shall be admitted to the Company only in accordance with the terms set forth in the Operating Agreement.

7. CONTINUATION OF BUSINESS AFTER CESSATION OF MEMBERSHIP. The cessation of membership of one or more Members will not result in dissolution of the Company unless there are no remaining Members of the Company.


8. MANAGEMENT OF THE COMPANY. The Company is to be managed by the Manager. The name and mailing address of the manager:

JOHN W. GIFFIN
4145 Greenside Court
Hoover, Alabama 35226

9. COMPANY OPERATING AGREEMENT. The affairs and business of the Company and the relations of its Members are regulated and established under and subject to the terms and conditions of the Operating Agreement of the Company executed by and among all of the initial Members, as the same may be amended from time to time in accordance with its terms (the "Operating Agreement"). The Operating Agreement is hereby incorporated by reference as a part of this Certificate of Formation.

IN WITNESS WHEREOF, the undersigned, acting as the organizer of the Company, has executed this Certificate of Formation as of this 22nd day of June, 2012.


Nancy C. Hughes


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Shelby Cnty Judge of Probate, AL
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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**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

J C & F HOLDINGS, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of HUGHES & SCALISE, P.C., 600 LUCKIE DR., SUITE
310, Birmingham, AL 35223 for a period of one hundred twenty days beginning
February 27, 2012 and expiring June 26, 2012.



**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.**

February 27, 2012

Date

Beth Chapman

597-896

Beth Chapman

Secretary of State

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Shelby Cnty Judge of Probate, AL
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