

**CERTIFICATE OF FORMATION  
OF  
East River Place, L.L.C.**

To: The Secretary of State  
Of Alabama

THE UNDERSIGNED, for the purposed of forming a limited liability company

Pursuant to the provision of the Alabama Statutes, hereby executes the following Certificate of Formation:

FIRST: The name of the Limited Liability Company is  
**East River Place, L.L.C.**

SECOND: The Company has one or more members

THIRD: The address of the limited liability company's initial  
Registered office is 3280 Highway 31, Calera, AL 35040

FORTH: This Certificate shall be effective upon the date of the  
filing.

FIFTH: The duration of the company shall be perpetual.

IN WITNESS WHEREOF, the undersigned, an authorized person  
over the age of eighteen, has signed this Certificate of Formation of the  
7<sup>th</sup> day of August, 2012.

Dennis O'Brien

STATE OF ALABAMA  
COUNTY OF SHELBY

**ARTICLES OF ORGANIZATION**

**OF**

**East River Place, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 17 of the Code of Alabama (1973), as amended (the "Alabama Limited Liability Company Act") hereby file the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct.

**ARTICLE I**

The name of the limited liability company is **East River Place, L.L.C.**  
(the "Company")

**ARTICLE II**

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama until the first to occur of the following:

- (a) Fifty (50) years from the date of filing of these Articles of Organization;
- (b) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time ; or
- (c) Upon the written unanimous consent of all the member of the Company.

(OR)

The period of duration of the Company is perpetual and shall continue until the first to occur of the following:

- (a) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (b) Upon the written unanimous consent of all the members of the Company.

- (c) Events specified in these articles of operating agreement.

### **ARTICLE III**

The purposes for which the Company is organized are as follows:

- (a) To engage in the transaction of any and all lawful business for which limited liability companies may be organized under the laws of the State of Alabama;
- (b) To acquire, own, maintain, develop, improve, sell, lease or otherwise dispose of real estate;
- (c) To borrow money and to evidence the same by notes and other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any of all of the purposes of the Company;
- (d) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and
- (e) To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the company, subject to the terms and conditions of this Operating Agreement.

### **ARTICLE IV**

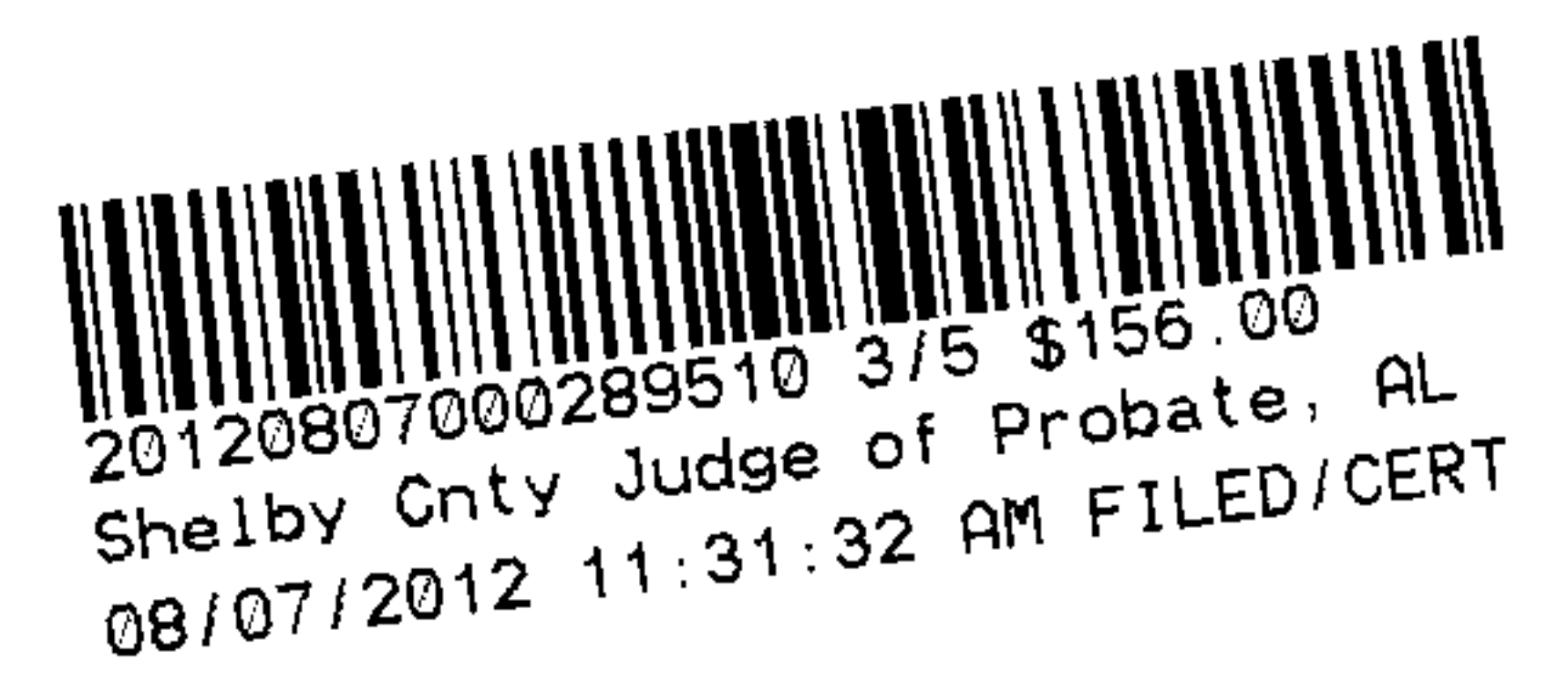
The location and mailing address of the initial registered office of the Company shall be 3280 Highway 31, Calera, Alabama 35040. The initial registered agent for service of process at the foregoing address shall be Dennis O'Brien, 3280 Highway 31, Calera, Alabama 35040.

### **ARTICLE V**

The name and mailing address of the initial member of the company is Dennis O'Brien, 3280 Hwy 31, Calera, Alabama 35040.

### **ARTICLE VI**

The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all of the members of the Company.





## ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminated the continued membership of a member of the Limited Liability Company if (I there are at least two remaining members of at lease one remaining member and a new member is admitted; and (ii) the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation.

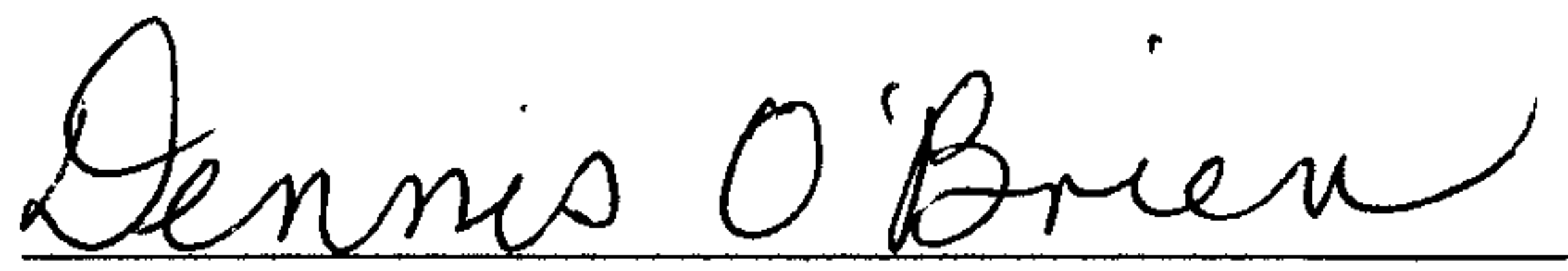
## ARTICLE VIII

The Company shall be managed by its members.

## ARTICLE IX

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama, limited liability Company Act.

IN WITNESS WHEREOF, the undersigned, constituting all the members of the Company, have executed these Articles of Organization this the 7day of August, 2012

  
Dennis O'Brien

Prepared By –  
Gail Dixon  
P.O. Box 36519  
Birmingham, AL 35236

# 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:

**East River Place, L.L.C.**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of Dennis O'Brien, PO Box 36519, Birmingham, AL 35236  
for a period of one hundred twenty days beginning August 7, 2012 and expiring  
December 5, 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.**

August 7, 2012

Date



608-726

Beth Chapman

Secretary of State