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Shelby Cnty Judge of Probate, AL
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This Instrument Prepared By:
Donna Knotts Byrd
Walding LLC
505 20th Street North
Suite 620
Birmingham, Alabama 35203

STATE OF ALABAMA)
 :
SHELBY COUNTY)

**CERTIFICATE OF FORMATION
OF
TOTAL DEFENSE SOLUTIONS, LLC**

The undersigned, acting as the organizers under Chapter 5 of the Alabama Business and Nonprofit Entity Code, Ala. Code, (1975) §10A-1-1.01 *et seq.*, as the same may be amended from time to time, hereby adopt the following Certificate of Formation for **TOTAL DEFENSE SOLUTIONS, LLC** (the “limited liability company”):

**ARTICLE ONE
NAME**

The name of the limited liability company is **TOTAL DEFENSE SOLUTIONS, LLC**.

**ARTICLE TWO
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company’s operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Business and Nonprofit Entity Code.

**ARTICLE THREE
PURPOSE**

The business of the limited liability company shall be to engage in the transaction of any lawful activity or business for which limited liability companies may be the organized in Alabama under Title 10A, Chapter 5 of the Ala. Code (1975).

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office of the limited liability company is 403 Walker Way, Pelham, Alabama 35124, and the same of the initial registered agent of the limited liability company at such address is Timothy Campbell Morgan.

**ARTICLE FIVE
ORGANIZERS**

The names and addresses of the organizers of the limited liability company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Timothy Campbell Morgan	403 Walker Way Pelham, AL 35124

**ARTICLE SIX
INITIAL MEMBERS**

The names and mailing addresses of the initial members of the limited liability company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Timothy Campbell Morgan	403 Walker Way Pelham, AL 35124
Jeffrey James Reach	821 Shadyside Street Lehigh Acres, FL 33936

**ARTICLE SEVEN
ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the sole member and the person desiring to become a member.

**ARTICLE EIGHT
CONTINUATION OF THE BUSINESS**

In the event there are no remaining members, and except as otherwise provided in the limited liability company's operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

- (a) the holders of all of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or
- (b) The legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

**ARTICLE NINE
MANAGEMENT**

The management of the limited liability company is vested in its members.
The names and addresses of the initial members are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Timothy Campbell Morgan	403 Walker Way Pelham, AL 35124
Jeffrey James Reach	821 Shadyside Street Lehigh Acres, FL 33936

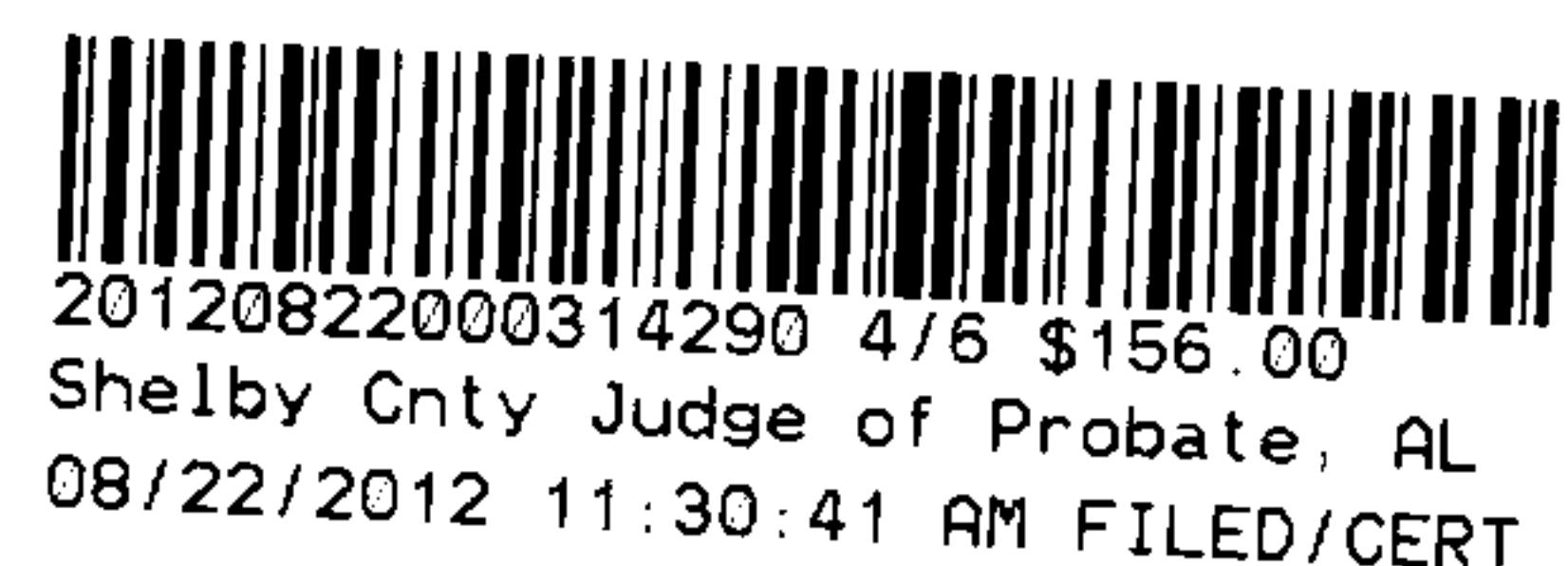
The initial members shall serve until their successors are elected and shall qualify. Subject to any provisions in the operating agreement of the limited liability company, or the provisions of the Alabama Business and Nonprofit Entity Code restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto.

**ARTICLE TEN
AMENDMENT OF ARTICLES OF ORGANIZATION**

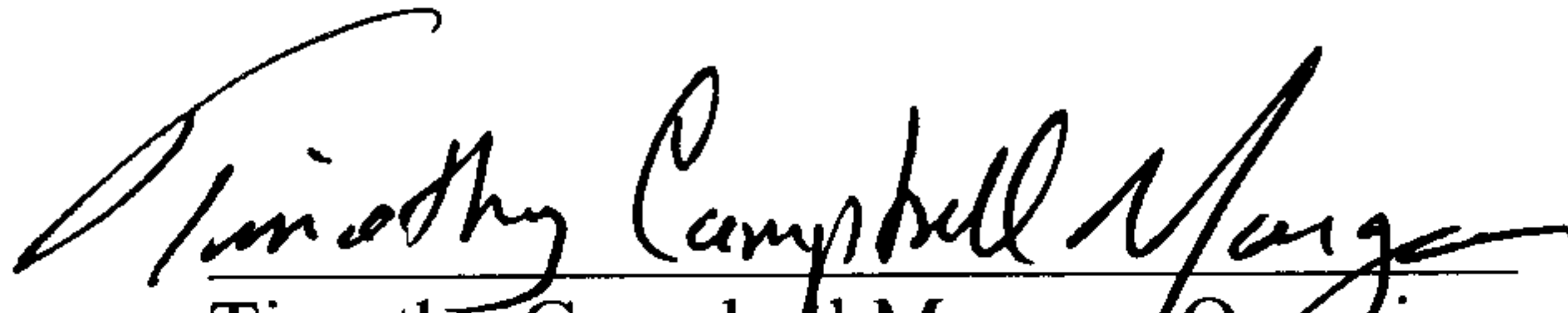
These Articles of Organization may be amended only by the recorded vote and written consent of the members of the limited liability company owning at least a majority of the percentage interests of all members. For purposes of this Article Ten, percentage interests of financial rights owners of the limited liability company shall not be taken into account in determining the percentage interests of the members.

**ARTICLE ELEVEN
INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT**

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.



IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation as the organizer, as of the 19th day of August, 2012, and affirm that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.


Timothy Campbell Morgan, Organizer

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:

Total Defense Solutions LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Timothy Campbell Morgan, 403 Walker Way, Pelham, AL 35124 for a period of one hundred twenty days beginning April 25, 2012 and expiring August 23, 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.



April 25, 2012

Date

Beth Chapman

602-043

Beth Chapman

Secretary of State



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