

## CERTIFICATE OF FORMATION

### OF

### BARFIELD, MURPHY, SHANK, & SMITH, LLC

1. **Name.** The name of the company is Barfield, Murphy, Shank & Smith, LLC
2. **Type of Entity.** The type of filing entity being formed is a domestic limited liability company.
3. **Duration.** The period of its duration is perpetual.
4. **Purpose.** The purpose or purposes for which the company is organized are the transaction of any or all lawful business for which limited liability companies may be incorporated under Title 10A, Chapter 5 of the Code of Alabama, including, but not limited to carrying on a certified public accounting firm and conducting any and all activities related thereto.
5. **Registered Office and Agent.** The location and mailing address of the initial registered office of the company is 1121 Riverchase Office Road, Birmingham, Alabama, 35244, and the name of its initial registered agent at such address is Donald W. Murphy.
6. **Organizer.** The name and address of the organizer of the company is Donald W. Murphy, 1121 Riverchase Office Road, Birmingham, Alabama, 35244.
7. **Additional Members.** Upon a two-thirds (2/3) vote of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.
8. **Right to Continue Business.** Upon the death, retirement, resignation, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member ("Dissolution Event") in the Company, the business of the Company may be continued so long as there is at least one remaining Member and all remaining Members consent to the continuation of business. The Managers of the Company shall call a Special Meeting of Members to be held within ninety (90) days after the Dissolution Event for purposes of determining whether the business should be continued.
9. **Initial Managers.** The company is manager-managed. The name and address of the initial managers of the company are as follows:

<u>Name</u>	<u>Address</u>
Donald W. Murphy	1121 Riverchase Office Road, Birmingham, Alabama, 35244

David R. King

1121 Riverchase Office Road,  
Birmingham, Alabama, 35244

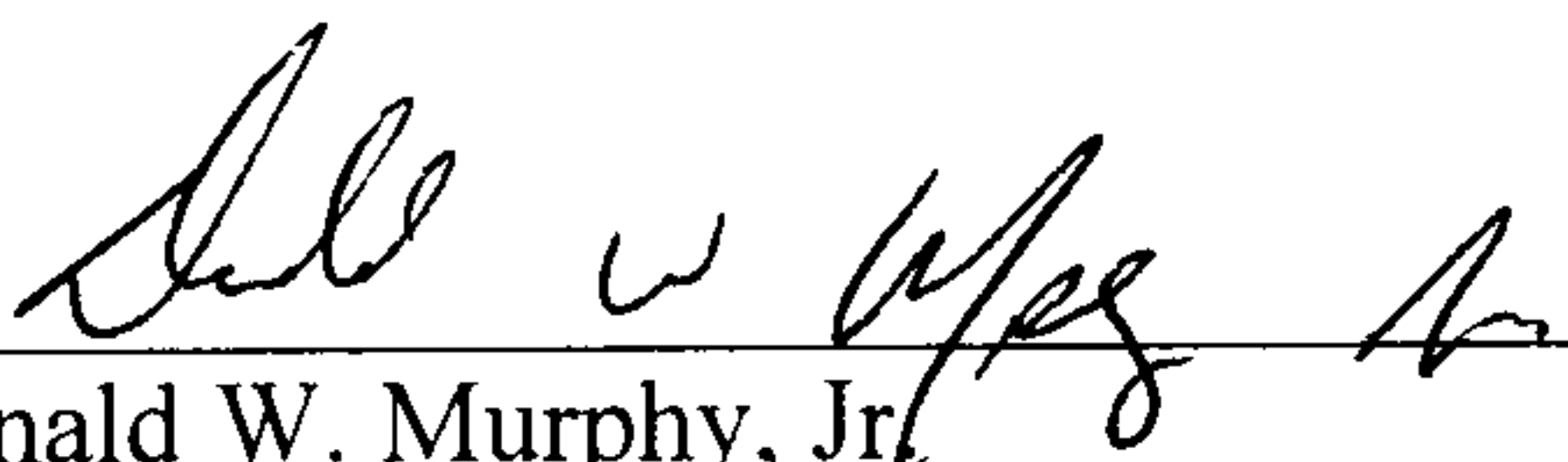
John P. Shank

1121 Riverchase Office Road,  
Birmingham, Alabama, 35244

10. **Classes or Groups of Membership Interests.** The relative rights, powers and duties for classes or groups of membership interests, if any, are set forth in full in the Operating Agreement of the Company, as the same may be in effect from time to time.

11. **Effective Date of Filing.** The effective date of this filing is specified as January, 1, 2013.

The undersigned, acting as organizer of the company named herein in accordance with the Alabama Limited Liability Company Act, executes this Certificate of Formation this 23<sup>rd</sup> day of December, 2012.

  
Donald W. Murphy, Jr.



20121228000495640 2/3 \$156.00  
Shelby Cnty Judge of Probate, AL  
12/28/2012 08:56:01 AM FILED/CERT

Beth Chapman  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the 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:



20121228000495640 3/3 \$156.00  
Shelby Cnty Judge of Probate, AL  
12/28/2012 08:56:01 AM FILED/CERT

**Barfield, Murphy, Shank & Smith, LLC**

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of BARFIELD, MURPHY, SHANK & SMITH, PC, 1121 RIVERCHASE OFFICE ROAD, BIRMINGHAM, AL 35244 for a period of one hundred twenty days beginning December 11, 2012 and expiring April 11, 2013

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.



616-612

December 13, 2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State