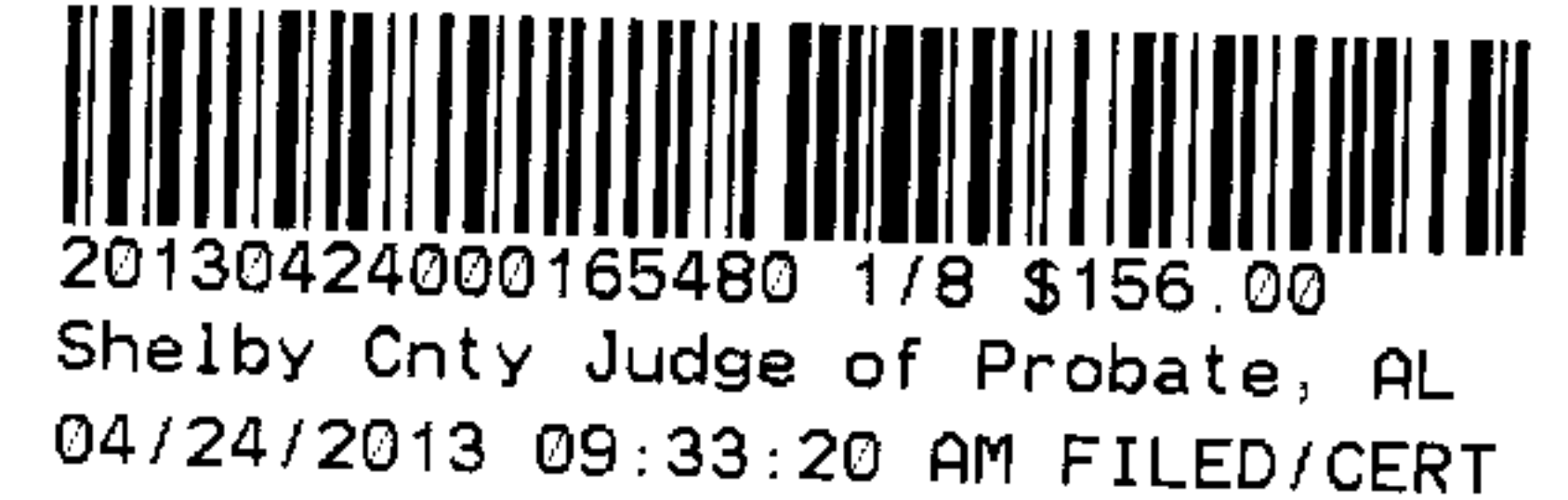


CERTIFICATE OF FORMATION
OF
COOPER’S CORNER, INC.

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)



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

We, the undersigned persons, desiring to incorporate and organize a nonprofit corporation under the provisions of the Alabama Business and Nonprofit Entity Code, as amended (sections 10A-3-1.01 et seq., *Code of Alabama* (1975) (the “Act”), with all of the rights, powers, and privileges of a nonprofit corporation organized thereunder and under the Constitution and laws of the State of Alabama, does hereby make and file this Certificate of Formation (this “Certificate”), as required by the provisions of the Act, and does hereby certify as follows:

ARTICLE I
NAME

The name of the corporation is “Cooper’s Corner, Inc.” (the “Corporation”).

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES

The Corporation is organized and will operate for the purpose of engaging exclusively in all charitable, scientific, and educational activities in which it may engage as an organization

described in sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding sections of any future federal tax code, and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended, and to promote and advance such purposes by any activity in which a corporation organized under the Act may engage.

Subject to the provisions of the preceding paragraph and solely in furtherance thereof, the Corporation’s specific objects and purposes shall be as follows:

- (a) To provide the basic necessities to parents, caregivers, infants and children who are receiving medical care in any hospital’s Neonatal Intensive Care Unit or Stem Cell Unit;
- (b) To receive, hold, and administer gifts, contributions, bequests, devises, and other funds from all sources and to disburse and expend such funds in support of the Corporation’s purposes described in this Article III;
- (c) To receive grants from governmental agencies, private individuals, and other sources and to disburse and expend such grants in support of the Corporation’s purposes described in this Article III;
- (d) To make gifts and distributions of every type and description for the purposes described in this Article III; and
- (e) To do such other acts and things, consistent with the aforesaid purposes for which the Corporation is organized, as are necessary for or incidental to the accomplishment of said purposes.

ARTICLE IV POWERS

As a means of accomplishing the purposes of the Corporation, the Corporation shall have the following powers, in addition to the general powers provided by the laws of the State of Alabama and section 10A-1-2.11 of the Act:

- (a) To acquire in any legal manner by purchase, gift, devise, bequest, or otherwise, any and all kinds of property;
- (b) To own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, or otherwise invest, trade, or deal in any manner, in personal and real property as is necessary, convenient, or appropriate to advance any of the purposes herein expressed;
- (c) To borrow money, and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation

for monies borrowed and in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or any other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any of the property, rights, or privileges of the Corporation, wherever situated, whether now owned or hereafter acquired;

(d) To invest and reinvest funds in such stock, common or preferred, bonds, debentures, mortgages, or other securities and property as the Board of Directors of the Corporation deems advisable;

(e) To make payments for the purposes of the Corporation out of either the principal or the income of the Corporation and to accumulate income from the property in which it holds legal or equitable title or possession, provided that such accumulations shall not be of such amount, duration, use, or investment that such accumulations result in a denial to the Corporation of qualification for deduction from income by donors of contributions to it under section 170 of the Code or exemption from taxation under section 501(c)(3) of the Code, or the corresponding sections of any future federal tax code, or violation of any applicable laws and statutes of the United States or the State of Alabama, whether now in effect or hereafter adopted;

(f) To do any of the foregoing as principal, agent, contractor, or otherwise, by or through agents, subsidiary, or affiliated corporations, associations, trusts, or otherwise, either alone or in coordination with any other organization; and

(g) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise those powers that the Board of Directors of the Corporation in its sole discretion deems advisable, and that now are or hereafter may be conferred by law upon a corporation organized and operated exclusively for charitable, scientific, and educational purposes, as defined by sections 170 and 501(c)(3) of the Code, or the corresponding sections of any future federal tax code, and the laws of the State of Alabama, to do what is proper for the advancement of the purposes stated in the Certificate, and to conduct any lawful activity necessary or incidental to the advancement of the objects and purposes of the Corporation, or to the protection and benefit of the Corporation.

Notwithstanding the foregoing, all powers of the Corporation, and its exercise of the same, shall be limited to only those powers as may be exercised by an organization contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code, and by an organization exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The location and street address of the initial registered office of the Corporation shall be 6961 Old Hwy 280, Sterrett, AL 35147, and the initial registered agent at that address shall be Courtney Dodd.

**ARTICLE VI
MEMBERS**

The Corporation shall have no members.

**ARTICLE VII
BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be conducted by a Board of Directors. There shall not be less than three (3) nor more than nine (9) directors of the Corporation. The number of directors shall be fixed, from time to time, by amendment to the Bylaws of the Corporation. The initial Board of Directors of the Corporation shall consist of the three (3) natural persons named in the Certificate. Members of the Board of Directors shall be selected in accordance with the terms of the Corporation's Bylaws and shall serve such terms as are set forth therein. Members of the Board of Directors shall also be removed in accordance with the terms of the Corporation's Bylaws.

Each Director shall have one vote on each matter before the Board of Directors for approval.

The names and addresses of the initial Board of Directors of the Corporation are:

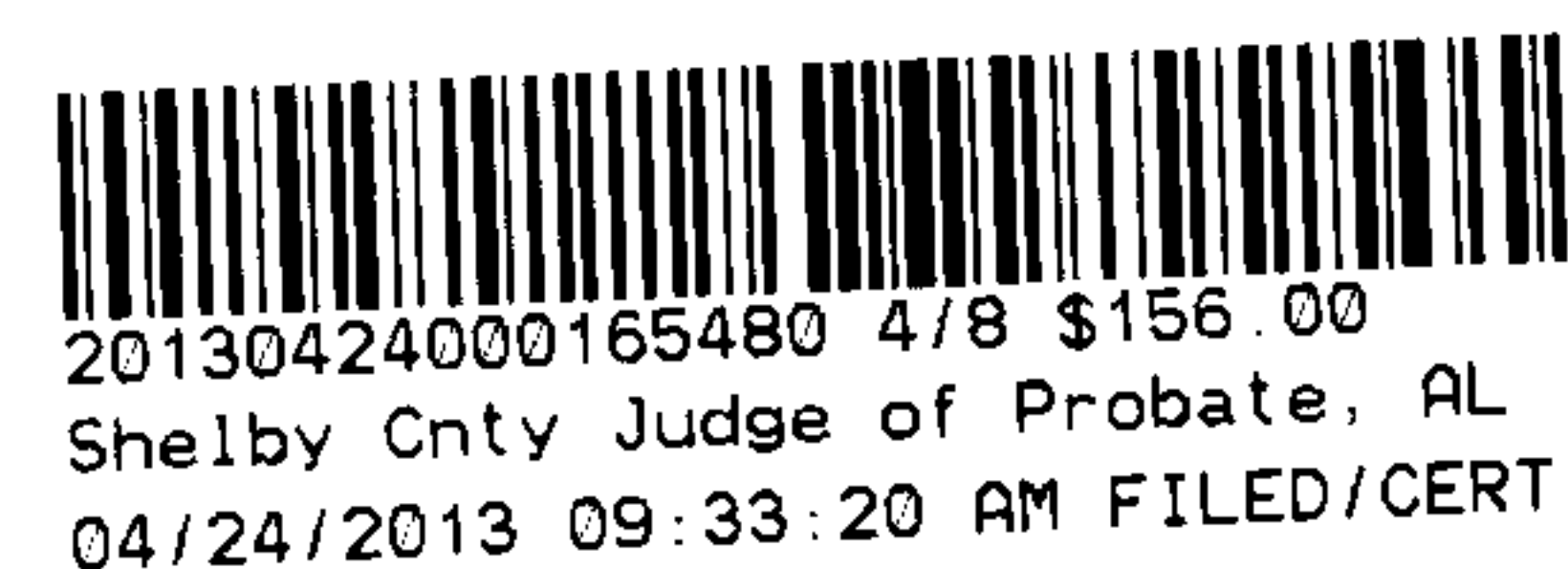
Courtney Dodd
P.O. Box 611
Chelsea, AL 35043

Shane Middleton
160 Grandbay Wilmer Road North
Mobile, AL 36608

Robert Jeffrey Middleton
4129 Grace Court
Wilmer, AL 36587

Kristen Graham
707 Broadway Street
Birmingham, AL 35209

Melanie Eidson
P.O. Box 5803



Destin, FL 32540

ARTICLE VIII OFFICERS

The Board of Directors of the Corporation, by majority vote, and in the manner provided in the Bylaws, shall elect, on an annual basis, officers for the Corporation to include a President, Vice President, Secretary, and Treasurer. The terms of office and duties of the officers shall be as provided in the Bylaws. The Board may, from time to time, establish and provide for other officers and prescribe their duties.

ARTICLE IX BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws not inconsistent with this Certificate for the regulation and management of the affairs of the Corporation.

ARTICLE X AMENDMENT OF CERTIFICATE OF FORMATION

This Certificate may be amended at any time by majority vote of the Board of Directors of the Corporation. This Certificate of the Corporation shall be amended by the Corporation's Board of Directors in order to make any changes therein necessary or required to obtain from the Internal Revenue Service approval of the Corporation as an organization exempt from federal income taxation under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or to continue or maintain such tax-exempt status under the Code, or the corresponding sections of any future federal tax code.

ARTICLE XI TAX EXEMPT ACTIVITIES

The Corporation shall use and apply the whole, or any part of, the assets of the Corporation, and any income earned thereon, exclusively for the tax exempt purposes for which the Corporation is organized and will be operated. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any

other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or by an organization contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.


ARTICLE XII DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event the Corporation is dissolved, after the payment, satisfaction, and discharge of all of its liabilities and obligations (or after making adequate provision therefor), and after return, transfer, or conveyance of those assets requiring return, transfer, or conveyance upon dissolution, all of the Corporation's remaining assets and property of every nature and description whatsoever shall be distributed to such organization or organizations described in section 501(c)(3) of the Code and exempt from taxation under section 501(a) of the Code, or the corresponding sections of any future federal tax code, selected by the Corporation's Board of Directors that have the same or similar exempt purposes to those of the Corporation, or, if there is no qualifying organization with the same or similar purposes to those of the Corporation, to any other organization or organizations described in section 501(c)(3) of the Code and exempt from taxation under section 501(a) of the Code, or the corresponding sections of any future federal tax code, that the Board may select and which is organized and operated exclusively for exempt purposes.

ARTICLE XIII ORGANIZER

The name and mailing address of the Organizer of the Corporation are: E. Vaughn McWilliams and The Landmark Center, Suite 600, 2100 First Avenue North, Birmingham, Alabama 35203.

The organizer's authority is limited to the power to execute and deliver this Certificate for filing with the office of the Judge of Probate of Shelby County, Alabama, for the purpose of incorporating this Corporation.



20130424000165480 6/8 \$156.00
Shelby Cnty Judge of Probate, AL
04/24/2013 09:33:20 AM FILED/CERT

[Execution to Follow on Next Following Page]

IN WITNESS WHEREOF, the undersigned individual has executed this Certificate of Formation of Cooper's Corner, Inc. on the 18th day of April, 2013.


E. Vaughn McWilliams, Organizer

THIS INSTRUMENT PREPARED BY:
E. Vaughn McWilliams
McWilliams Law, LLC
The Landmark Center, Suite 600
2100 First Avenue North
Birmingham, AL 35203


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Shelby Cnty Judge of Probate, AL
04/24/2013 09:33:20 AM FILED/CERT

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

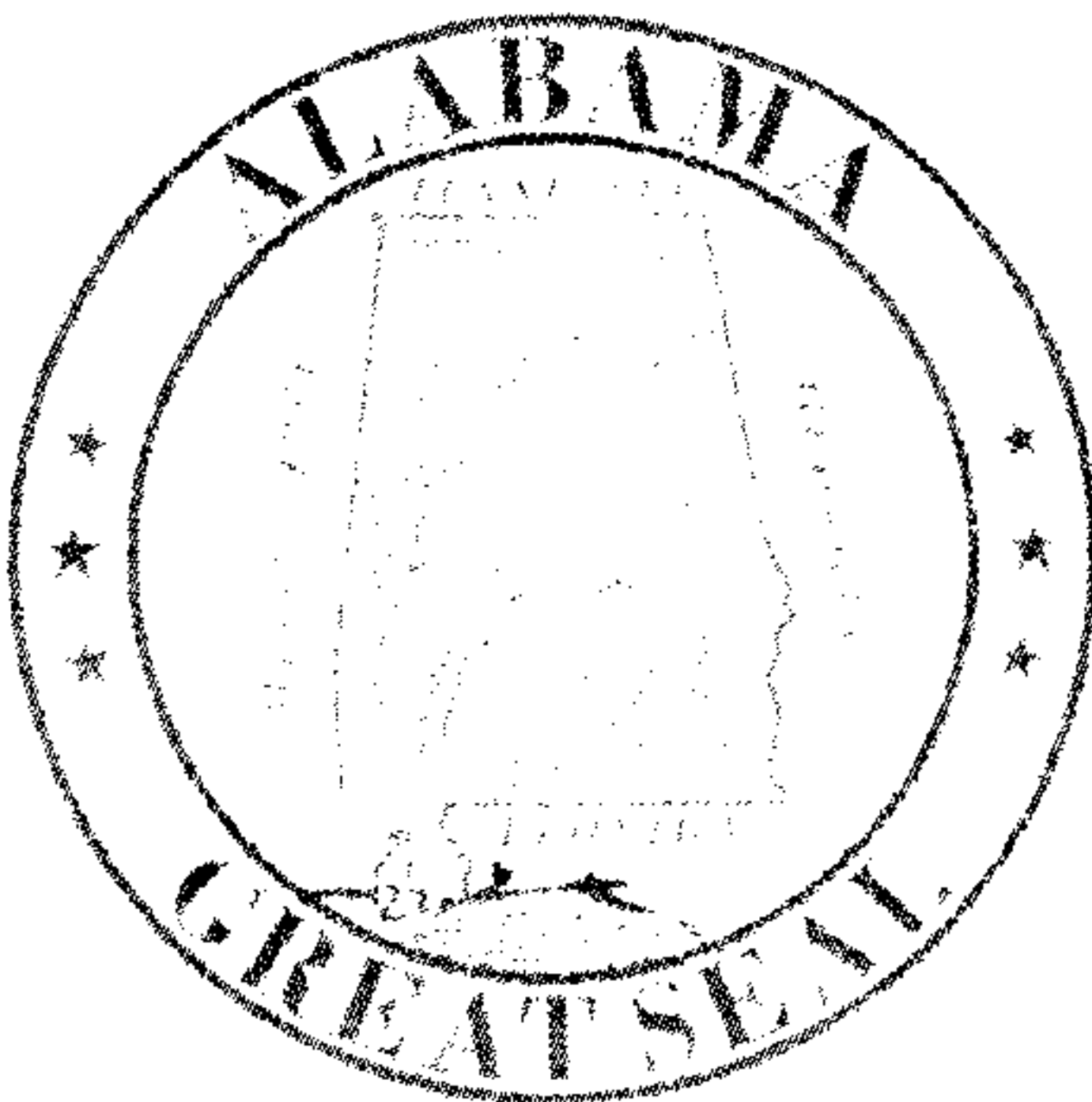
**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

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:

Cooper's Corner, Inc.

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of Vaughn McWilliams, 2100 1st Avenue North, Birmingham,
AL 35203 for a period of one hundred twenty days beginning April 22, 2013 and
expiring August 21, 2013.

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Shelby Cnty Judge of Probate, AL
04/24/2013 09:33:20 AM FILED/CERT



**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 22, 2013

Date

Beth Chapman

625-687

Beth Chapman

Secretary of State