

**CERTIFICATE OF FORMATION**  
**OF**  
**FOCUS SYSTEMS, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, ALA. CODE §§ 10A-5-1.01 *et seq.* (2013 Repl.), and any act amendatory thereof, supplementary thereto or substituted therefor (the "Law"), the undersigned does hereby sign and adopt this Certificate of Formation (the "Certificate"), and, upon the filing for record of this Certificate in the office of the Judge of Probate of the county in which the initial registered office is established under Article IV hereof, the existence of a limited liability company (the "Company"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I**

**NAME**

1.1 The name of the Company shall be **Focus Systems, LLC**.

**ARTICLE II**

**DURATION OF COMPANY**

2.1 The period of duration of the Company shall be perpetual; provided, however, that the Company may be sooner dissolved (a) upon the written consent of all of the members of the Company; (b) as provided in the Operating Agreement between the members of the Company and the Company; or (c) as otherwise provided in the Law.

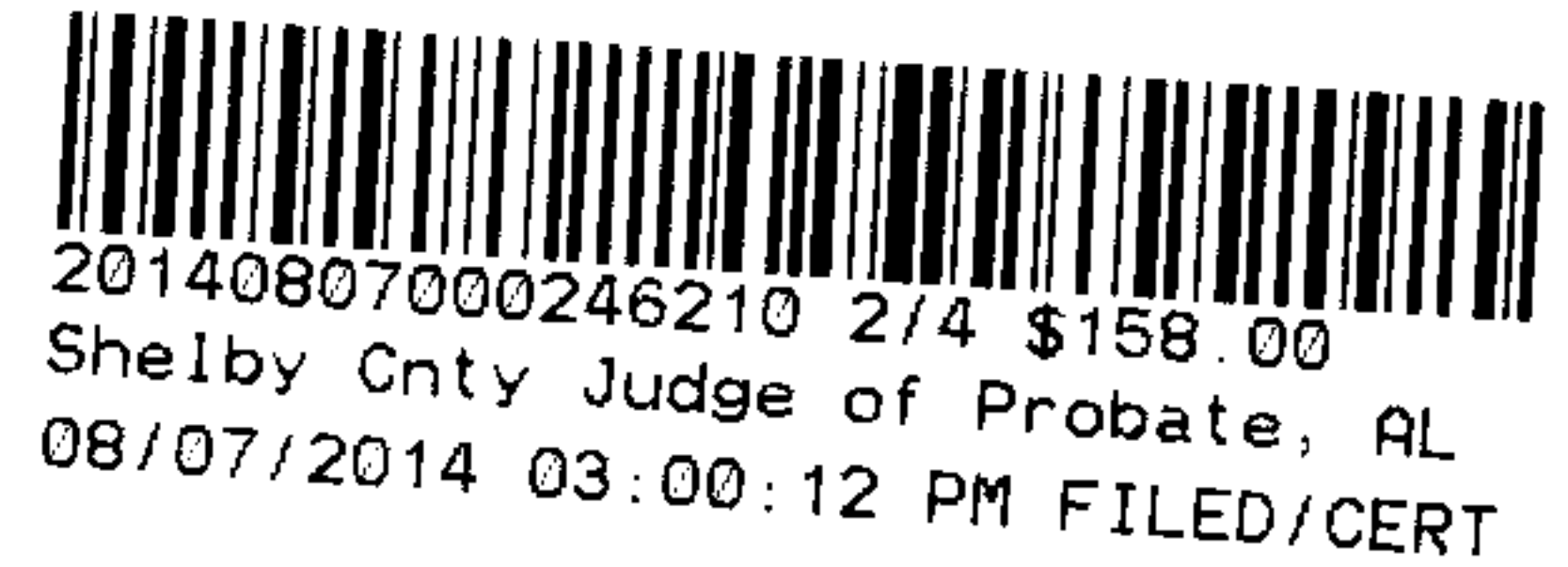
**ARTICLE III**

**PURPOSES, OBJECTS AND POWERS**

3.1 The purposes, objects and powers of the Company are:

(a) To engage in any lawful business, act or activity for which a limited liability company may be organized under the laws of the State of Alabama.

(b) To have and to exercise any and all of the powers specifically granted in the Law, none of which shall be deemed to be inconsistent with the nature, character or the object of the Company and none of which are denied to it by this Certificate.



## ARTICLE IV

### **REGISTERED OFFICE AND REGISTERED AGENT**

4.1 The location and mailing address of the initial registered office of the Company shall be 100 Tony Holmes Drive, City of Pelham, County of Shelby, Alabama 35124.

4.2 The name of the initial registered agent of the Company at such address shall be Jeffrey O. Miller.

## ARTICLE V

### **INITIAL MEMBERSHIP OF THE COMPANY**

5.1 The name and address of the initial Members of the Company are as follows:

| <b><u>Member</u></b> | <b><u>Address</u></b>                     |
|----------------------|---|
| Pamela G. Miller     | 100 Tony Holmes Drive<br>Pelham, AL 35124 |
| Jeffrey O. Miller    | 100 Tony Holmes Drive<br>Pelham, AL 35124 |

## ARTICLE VI

### **ADMISSION OF ADDITIONAL MEMBERS**

6.1 The Members of the Company shall have the right to admit additional members to the Company upon the terms and conditions set forth in the Operating Agreement entered into by the Members of the Company and the Company.

## ARTICLE VII

### **ELECTION TO CONTINUE IN BUSINESS WHEN THERE IS NO REMAINING MEMBER**

7.1 The Company shall be dissolved and its affairs shall be wound up when there is no remaining member unless either:

(a) The holders of all the financial rights in the 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 Company and to appoint one or more new members; or



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(b) The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.

## ARTICLE VIII

### MANAGEMENT OF THE COMPANY

8.1 The Company shall be managed by its Members on the terms and conditions provided in the Operating Agreement.

## ARTICLE IX

### AMENDMENT OF CERTIFICATE OF FORMATION

9.1 Any amendment to this Certificate shall be approved by a vote of all of the Members of the Company entitled to vote thereon.

## ARTICLE X

### ORGANIZER OF THE COMPANY

10.1 The name and address of the organizer of the Company are as follows:


**Organizer**

**Address**

F. Gerald Burnett

2001 Park Place North  
Suite 700  
Birmingham, AL 35203

IN TESTIMONY WHEREOF, the undersigned has affixed his hand and seal as the organizer of the Company on this the 7<sup>th</sup> day of August, 2014.

  
F. Gerald Burnett, Organizer

This instrument prepared by:  
F. Gerald Burnett  
Cabaniss, Johnston, Gardner,  
Dumas & O'Neal LLP  
2001 Park Place N., Suite 700  
Birmingham, Alabama 35203  
(205) 716-5200





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Jim Bennett  
Secretary of State

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

# STATE OF ALABAMA

**I, Jim Bennett, 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:

**Focus Systems, LLC**

This name reservation is for the exclusive use of Jack West, 2001 Park Place North  
Suite 700, Birmingham, AL 35203 for a period of one year beginning July 29,  
2014 and expiring July 29, 2015



RES663914

**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.**

July 29, 2014

Date

**Jim Bennett**

**Secretary of State**