

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)  
CERTIFICATE OF FORMATION

PURPOSE: In order to form a limited liability company (LLC) under Section 10A-5A-2.01 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the entity's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the limited liability company's (LLC) registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** for standard filing (based on date of receipt and volume) **or \$200.00 for expedited service** (processed within approximately 3 business days after date of receipt from the County Probate Office) and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is filed. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy which is evidence of existence (if it is certified by the Probate Office) according to 10A-1-4.04(c) and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment. Your entity will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



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Shelby Cnty Judge of Probate, AL  
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(For County Probate Office Use Only)

**The information completing this form must be typed (for your convenience the information is fill-able on this computer form on the website above).**

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC," and comply with Code of Alabama, Title 10A-1-5.06. You may use Professional or Series before Limited Liability Company if they apply or you may use those abbreviations):  
Sunset Cape San Blas LLC
2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached and the name reserved must agree with item 1 above [proves name reservation under 10A-1-4.02(f)].**

This form was prepared by: (type name and full address)

Robert W Toler  
3604 Chippenham Drive  
Birmingham, AL 35242

(For SOS Office Use Only)

**DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION**

3. The name of the Registered Agent located at the Registered Office (only one agent):

Robert W Toler

Street (**No PO Boxes**) address of Registered Office (must be located in Alabama):

3604 Chippenham Drive, BIRMINGHAM, AL 35242

Mailing address in Alabama of Registered Office (if different from street address):

4. The undersigned certify that there is at least one member of the limited liability company.

5. Check **only** if the type applies to the Limited Liability Company being formed:

☐ Series LLC complying with Title 10A, Chapter 5A, Article 11

☐ Professional LLC complying with Title 10A, Chapter 5A, Article 8

6. The filing of the limited liability company is effective immediately on the date filed by the Judge of Probate or at the delayed filing date (cannot be prior to the filing date) specified in this filing. 10A-1-4.12

The undersigned specify \_\_\_\_/\_\_\_\_/\_\_\_\_ as the effective date (must be on or after the date filed in the office of the county Judge of Probate, but no later than the 90th day after the date this instrument was signed) and the time of filing to be \_\_\_\_:\_\_\_\_ ☐ AM ☒ PM (cannot be noon or midnight – 12:00)

☒ Attached are any other matters the members determine to include herein ( if this item is checked there must be attachments with the filing).

7 12/01/2015  
Date (MM/DD/YYYY)

Robert W Toler, Organizer  
Signature as required by 10A-5A-2.04

Robert W Toler  
Typed Name of Above Signature

Organizer  
Typed Title (Organizer or Attorney-in-fact)

Additional Organizers/Attorney-in-facts may sign (add additional sheets if necessary).

# ARTICLES OF ORGANIZATION

OF

Sunset Cape San Blas

LLC

Pursuant to the provisions of Sections 10-12-1, et seq. of the Code of Alabama (1975), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

## ARTICLE I

### Name

The name of the limited liability company is ~~Sunset Cape~~ LLC (the "Company").  
San Blas

## ARTICLE II

### Duration

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Company Operating Agreement.

## ARTICLE III

### Purposes

The purposes for which the Company is formed are:

- (a) To buy, sell, and rent real estate and tax titles; and build
- (b) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

## ARTICLE IV

### Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 3604 Chippenham Drive Birmingham, AL 3524, and its registered agent at such address shall be Robert William Toler, Jr.



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## ARTICLE V

### Initial Member, Organizer

The name(s) and address(es) of the initial member(s) is/are:

Robert William Toler, Jr.  
3604 Chippenham Dr  
Birmingham, AL 3524

Rhonda Lynn Toler  
3604 Chippenham Dr.  
Birmingham, AL 3524

The name(s) and address(es) of the Organizer(s) is/are:

Robert William Toler, Jr.  
3604 Chippenham Dr.  
Birmingham, AL 3524

## ARTICLE VI

### Admission of Additional Members

Additional Members may only be admitted upon the consent of the Majority of Members of the Company.

## ARTICLE VII

### Continuation of Business

The cessation of membership of one (1) or more of the Members will not result in the dissolution of the Company.

## ARTICLE VIII


### Manager Managed

The management of the Company is invested with the Manager, and he shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The name and address of the Manager of the Company, and who shall serve until his successor is elected and begins serving is Robert William Toler, Jr., whose address is 3604 Chippenham Dr. Birmingham, AL 3524

IN WITNESS WHEREOF, these Articles have been subscribed as of 7/20/ 2015 by the undersigned Organizer who affirms that the statements made herein are true under the penalties of perjury.

ORGANIZER:

  
ROBERT W. TOLER, JR.

  
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John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**Sunset Cape San Blas LLC**

This name reservation is for the exclusive use of Robert W Toler, 3604  
Chippenham Drive, Birmingham, AL 35242 for a period of one year beginning  
July 20, 2015 and expiring July 20, 2016

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**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 20, 2015

Date

*J. H. Merrill*

John H. Merrill

Secretary of State