


# **CERTIFICATE OF FORMATION**

**OF**

## **SEAMAN REALTY MANAGEMENT, INC.**

  
20161130000437370 1/4 \$159.00  
Shelby Cnty Judge of Probate, AL  
11/30/2016 03:53:44 PM FILED/CERT

For the purpose of forming a corporation under the Alabama Business and Nonprofit Entity Code and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby sign and adopt this Certificate of Formation.

### **ARTICLE I NAME**

The name of the corporation shall be **Seaman Realty Management, Inc.** (the "Corporation").

### **ARTICLE II TYPE OF ENTITY**

The type of filing entity being formed under this Certificate of Formation is a business corporation.

### **ARTICLE III PURPOSES**

**3.1** The Corporation is formed for the purpose of engaging in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act; and to carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to corporations by the Act and all other applicable laws of the State of Alabama.

**3.2** The foregoing Section 3.1, and each phrase thereof, shall be construed, in their broadest sense, not only as purposes and objects for which the Corporation has been organized, but also as powers of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of such purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. All words, phrases and provisions in this Article are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed. For purposes of this Certificate of Formation, the term "person" means and includes any individual or entity.

### **ARTICLE IV INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is Three Cherry Hills, Birmingham, Alabama 35242, and the name of the initial registered agent at such registered office is J. William Lewis.

## ARTICLE V INCORPORATOR

The name and address of the incorporator are:

Name

Address

F. Gerald Burnett

2001 Park Place North, Suite 700  
Birmingham, AL 35203

## ARTICLE VI SHARES OF CAPITAL STOCK

**6.1 Authorized Shares.** The aggregate number of all shares of capital stock the Corporation shall have authority to issue shall be 1,000 shares at par value of \$0.01 per share.

**6.2 Rights of Shares.** All issued and outstanding shares shall have the same preferences, limitations and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote for each issued and outstanding share and (ii) the right to receive the net assets of the Corporation upon dissolution thereof. To the extent not inconsistent with the foregoing, or with the provisions of the Act or the Constitution of Alabama, the Board of Directors may determine, in whole or in part, the preferences, limitations and relative rights of the shares prior to the issuance of any shares.

**6.3 Denial of Shareholder's Preemptive Rights.** No shareholder shall be entitled as a matter of right to subscribe for, purchase, or receive any shares of stock, other securities convertible into stock, of the Corporation which it may issue, or sell, whether such shares are now or hereafter authorized, but all such additional shares of stock or other securities may be issued and disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable. No shareholder of any shares of stock shall have any preemptive rights with respect to the issuance of any class of stock, including treasury shares.

## ARTICLE VII INITIAL BOARD OF DIRECTORS

**7.1** The number of directors constituting the initial Board of Directors shall be one.

**7.2** The name and address of the individual who is to serve as the initial director until the first annual meeting of shareholders or until his successor or successors be elected and qualify are:

Directors

Address

J. William Lewis

Three Cherry Hills  
Birmingham, AL 35242

## ARTICLE VIII INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and the shareholders are hereby adopted:

**8.1** The initial bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, which power may be exercised in the manner and to the extent provided in the bylaws. The bylaws may contain any provisions for the regulation of the business and for the conduct of the shareholders not inconsistent with the Act or this Certificate of Formation.

**8.2** Subject to the limitations set forth in the Act, this Certificate of Formation, as amended from time to time, and the bylaws, as amended from time to time, the business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be the number of persons listed as directors in Article VII hereof. Thereafter, the number of directors of the Corporation shall be fixed from time to time by the bylaws, or, in the absence of a bylaw fixing the number of directors, the number of directors shall be the same as the number comprising the initial Board of Directors. The number of directors shall be increased or decreased from time to time by amendment to the bylaws, provided that the Board of Directors shall consist of not less than one natural person.

**8.3** The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in this Certificate of Formation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon a shareholder at any time are granted subject to this reservation.

#### **ARTICLE IX INDEMNIFICATION**


The Corporation may indemnify its shareholders, directors, officers, employees and agents to the maximum extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has signed his name to this Certificate of Formation on this, the 30<sup>th</sup> day of November, 2016.



F. Gerald Burnett  
Incorporator

This instrument prepared by:  
F. Gerald Burnett  
**Cabaniss, Johnston, Gardner,  
Dumas & O'Neal**  
2001 Park Place North, Suite 700  
Birmingham, Alabama 35203-4804  
Telephone: (205) 716-5200



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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:

**Seaman Realty Management, Inc.**

This name reservation is for the exclusive use of F. Gerald Burnett, 2001 Park Place North, Suite 700, Birmingham, AL 35203 for a period of one year beginning November 29, 2016 and expiring November 29, 2017



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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.**

November 29, 2016

Date

John H. Merrill

Secretary of State