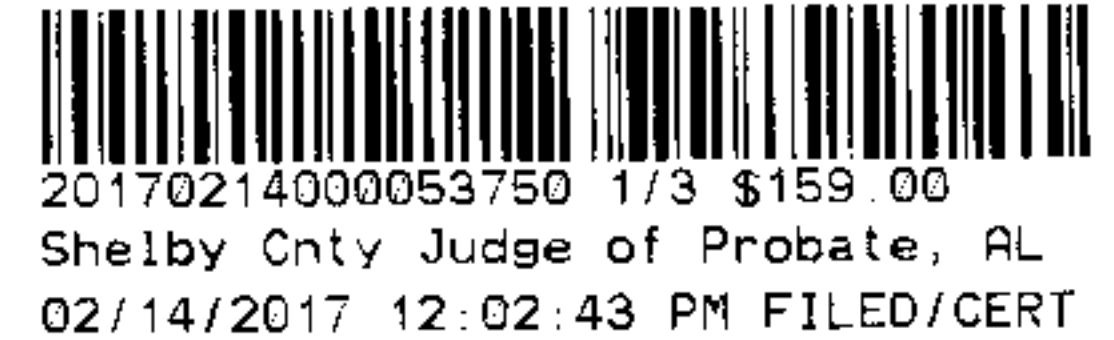


**CERTIFICATE of FORMATION of**  
**SERENDIPITY HALL, LLC**



Pursuant to the Provisions of Section 10A-5A-1.01, *et seq.* of the *Code of Alabama, 1975* (the "ACT"), the undersigned hereby adopts the following Certificate of Formation for a Limited Liability Company.

**ARTICLE I**  
**Name**

The name of the limited liability company is SERENDIPITY HALL, LLC (the "Company"). Attached hereto is the Certificate of the Secretary of State of Alabama dated January 22, 2017, reserving the said name.

**ARTICLE II**  
**Duration**

The Company shall be perpetual in duration, unless it is dissolved and its affairs are wound up in accordance with the Act.

**ARTICLE III**  
**Purposes**

The purposes for which the Company is formed are:

- (a) To hold for lease venue(s) for weddings, receptions, parties, and similar private celebrations;
- (b) The venue(s) offered will be obtained by lease, purchase, or, lease-purchase. In addition, personal property may be purchased or rented, sold, conveyed, pledged, exchanged, transferred, or otherwise disposed of in operation of business;
- (c) To open banking accounts; and,
- (d) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

**ARTICLE IV**  
**Registered Office; Registered Agent**

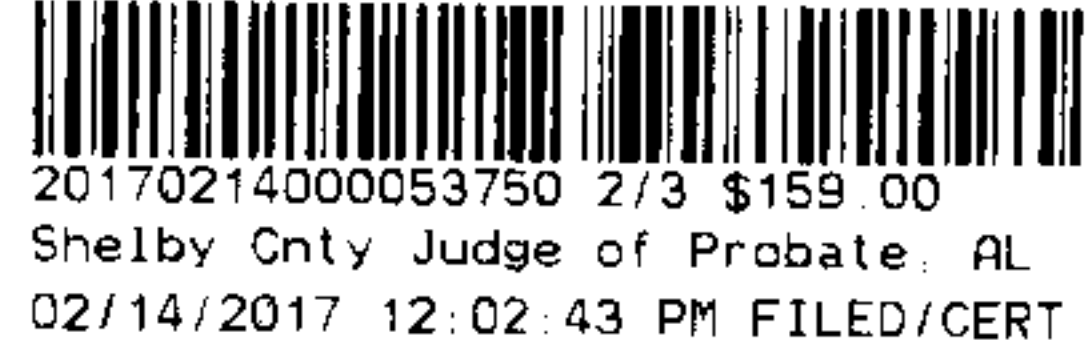
The location and street address of the initial registered office of the Company shall be 117 River Run Road, Childersburg, AL 35044 and its registered agent at such address shall be Wayne Simmons, Esq.

ARTICLE V  
Initial Members (and Organizers)

The name and address of the Initial Members and Organizers are:

Wayne Simmons  
117 River Run Road  
Childersburg, AL 35044

Margie Rasberry  
141 Highway 221  
Montevallo, AL 35115



Susan K. Shoupe  
467 Savannah Cove  
Calera, Alabama 35040

ARTICLE VI  
Admission of Additional Members

Upon the unanimous written consent 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.

ARTICLE VII  
Cessation of Membership

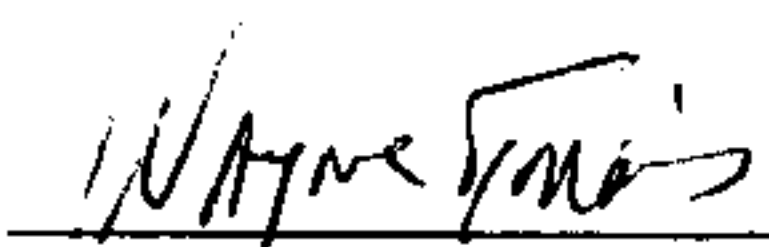
The cessation of membership of one or more members will not result in the dissolution of the Company.

ARTICLE VIII  
*Initial Managing Member*

The name and address of the initial Managing Member is:

Wayne Simmons  
117 River Run Road  
Childersburg, AL 35044

IN WITNESS WHEREOF, this *Certificate of Formation* has been subscribed as of the 14<sup>th</sup> day of February, 2017 by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

  
Wayne Simmons

  
Susan Shoupe

  
Margie Rasberry

John H. Merrill  
Secretary of State

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Shelby Cnty Judge of Probate, AL  
02/14/2017 12:02:43 PM FILED/CERT

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

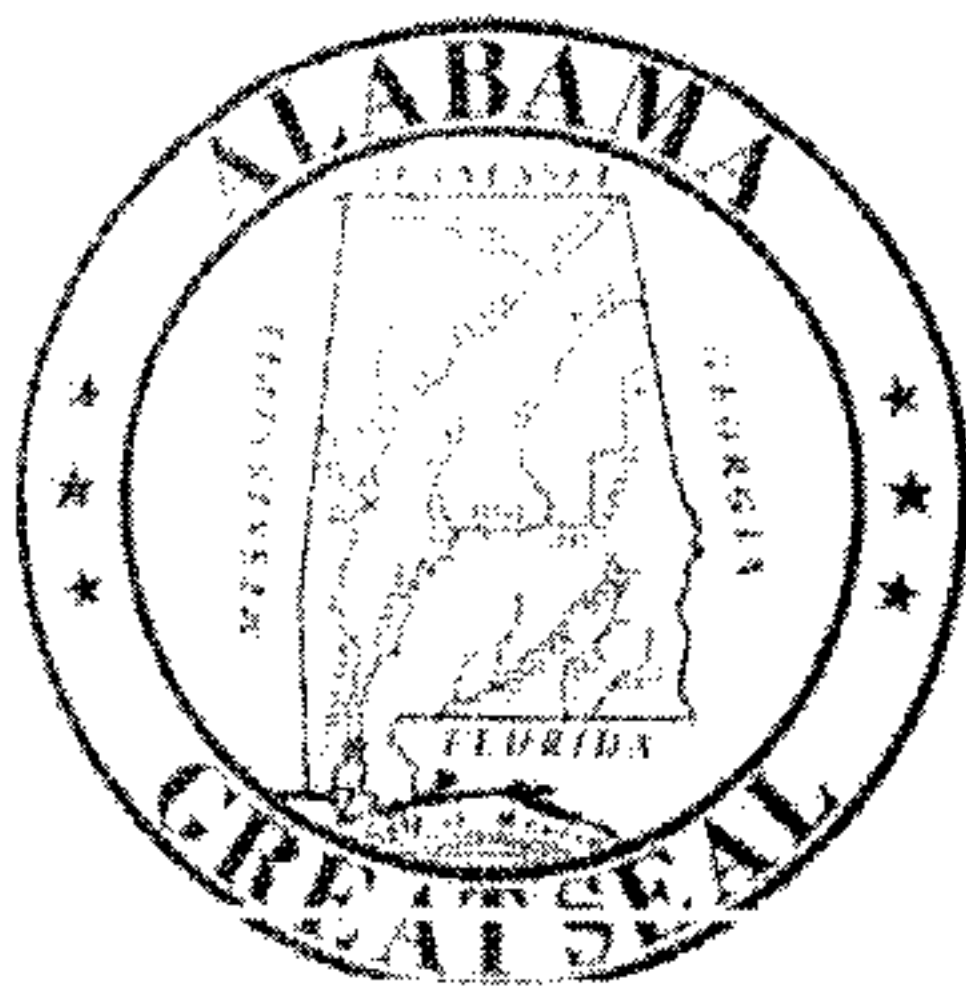
# STATE OF ALABAMA

**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:

**SERENDIPITY HALL, LLC**

This name reservation is for the exclusive use of Wayne Simmons, Esq., 107 Sheffield Lane, Birmingham, AL 35242 for a period of one year beginning January 22, 2017 and expiring January 22, 2018



RES746957

**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.**

January 22, 2017

**Date**

*J. H. Merrill*

**John H. Merrill**

**Secretary of State**