


This Document Prepared by:  
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Birmingham, Alabama 35203  
(205) 297-2200

STATE OF ALABAMA )  
 )  
COUNTY OF SHELBY )



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Shelby Cnty Judge of Probate, AL  
08/22/2017 09:52:36 AM FILED/CERT

**CERTIFICATE OF FORMATION**

**OF**

**MALIBU FLEET HOLDINGS, LLC**

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

The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Law of 2014 (the “Act”), hereby files the following Certificate of Formation with the Judge of Probate of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in this Certificate of Formation are true and correct:

**ARTICLE I**  
**NAME**

The name of this entity (the “Company”) shall be: **MALIBU FLEET HOLDINGS, LLC.**

**ARTICLE II**  
**TYPE**

The Company is a limited liability company.

**ARTICLE III**  
**PURPOSES**

The nature of the business of the Company and its objects, purposes and powers are as follows:

(a) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in

and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith; and

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

#### **ARTICLE IV** **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Company shall be **2700 Corporate Drive, Suite 115, Birmingham, AL 35242**, and its registered agent at such address shall be **Carl Parmer**.

#### **ARTICLE V** **MEMBERS**

There is at least one member of the Company. The member(s) of the Company (the "Members") reserve the right to admit additional Members upon the agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

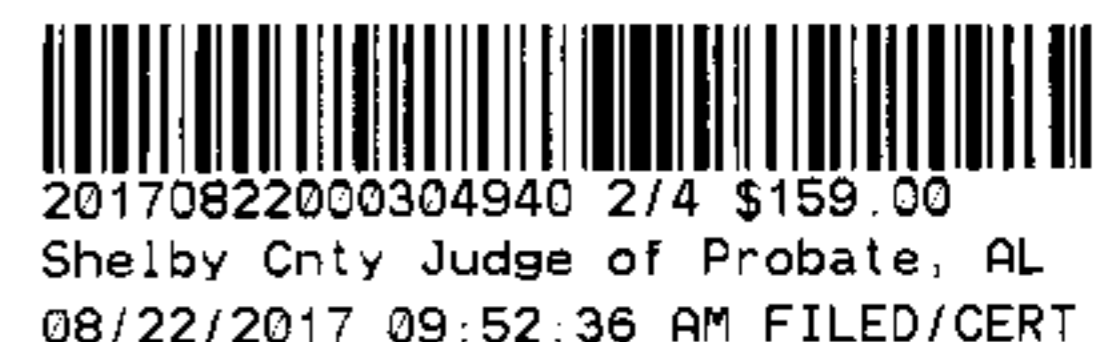
#### **ARTICLE VI** **LIMITED LIABILITY COMPANY AGREEMENT**

The Operating Agreement of the Company shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Alabama or this Certificate of Formation.

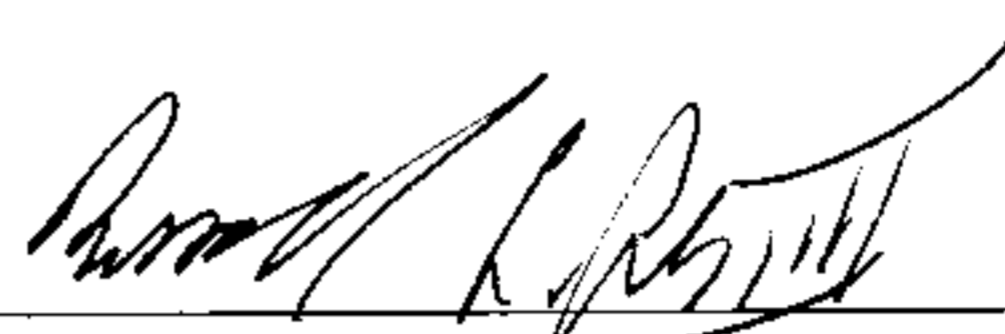
#### **ARTICLE VII** **ORGANIZER**

The name and address of the organizer are as follows:

Russell L. Irby, III  
1819 Fifth Avenue North, Suite 1000  
Birmingham, Alabama 35203



**IN WITNESS WHEREOF**, the undersigned organizer has executed this Certificate of Formation on this 21<sup>st</sup> day of **August, 2017**.



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**Russell L. Irby, III**  
Organizer



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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:

**Malibu Fleet Holdings, LLC**

This name reservation is for the exclusive use of Butler Snow LLP, 1819 Fifth Avenue North, Suite 1000, Birmingham, AL 35203 for a period of one year beginning August 21, 2017 and expiring August 21, 2018



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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.**

August 21, 2017

Date

John H. Merrill

Secretary of State