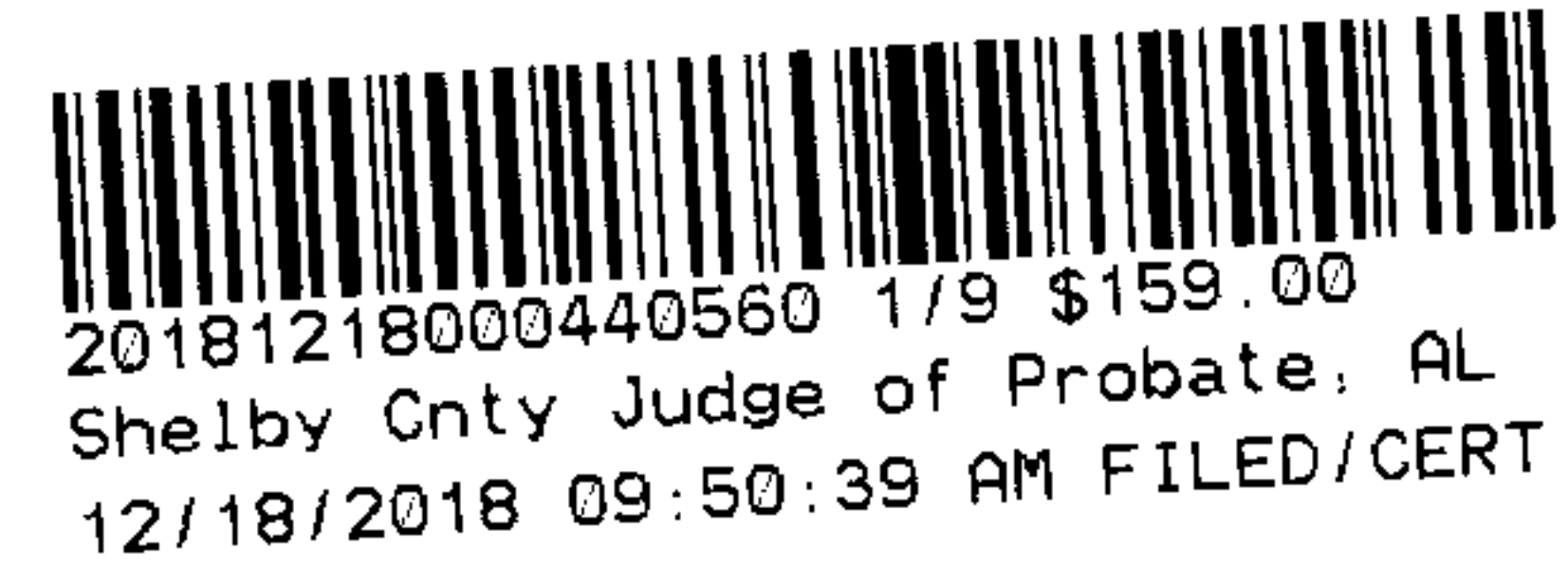


STATE OF ALABAMA

**DOMESTIC BUSINESS CORPORATION
CERTIFICATE OF FORMATION**

PURPOSE: In order to form a Business Corporation (formerly known as For-Profit Corporation) under Section 10A-1-3.05 and 10A-2-2.02 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 corporation's initial registered office is located. **The information required in this form is required by Title 10A.**



(For County Probate Office Use Only)

INSTRUCTIONS: Submit 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 corporation's 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** 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 issued. Once the Secretary of State's Office has indexed the filing the information will appear at 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 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 (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

This form must be typed or laser printed.

1. The name of the corporation (must contain the word "corporation" or "incorporated," or the abbreviation of one of those words, and comply with Code of Alabama Title 10A-1-5.04):

BC & Associates, Inc.

2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.**

(For SOS Office Use Only)

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

Brian Cozzone
138 Stonehaven Dr.
Pelham, AL 35124

DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION

3. Street (**No PO Boxes**) address of principal office of the corporation: 2 Riverchase Office Plaza, Suite 200,
Hoover, AL 35244

Mailing address of principal office (if different from street address): _____

4. The name of the Registered Agent: Brian Cozzone

Street (**No PO Boxes**) address of Registered Agent: 138 Stonehaven Drive, Pelham, AL 35124

Mailing address of Registered Agent (if different from street address): _____

5. Purpose for which corporation is formed: Attached

_____ ; the
purpose includes the transaction of any lawful business for which corporations may be incorporated in
Alabama under Title 10A, Chapter 2 of the Code of Alabama.

6. Number of Shares the corporation is authorized to issue: 10,000 Par Value _____
(Par value is optional information and does not have to be completed.)

7. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

8. The name(s) of the Incorporator(s): Brian Cozzone

Street (**No PO Boxes**) address of Incorporator(s): 138 Stonehaven Drive, Pelham, AL 35124

_____ Mailing address of Incorporator(s) – (if
different from street address): _____

Attach a listing if more Incorporators need to be added.

9. Director's Name: Brian Cozzone

Street (**No PO Boxes**) address of Director: 138 Stonehaven Drive, Pelham, AL 35124

_____ Mailing address of Director(s) - (if different
from street address): _____



DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION

Director's Name: _____

Street (**No PO Boxes**) address of Director: _____

_____ Mailing address of Director(s) - (if different
from street address): _____

Director's Name: _____

Street (**No PO Boxes**) address of Director: _____


_____ Mailing address of Director(s) - (if different
from street address): _____

Attach listing if more Directors need to be added.

10. A director has no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10A-2-8.33; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

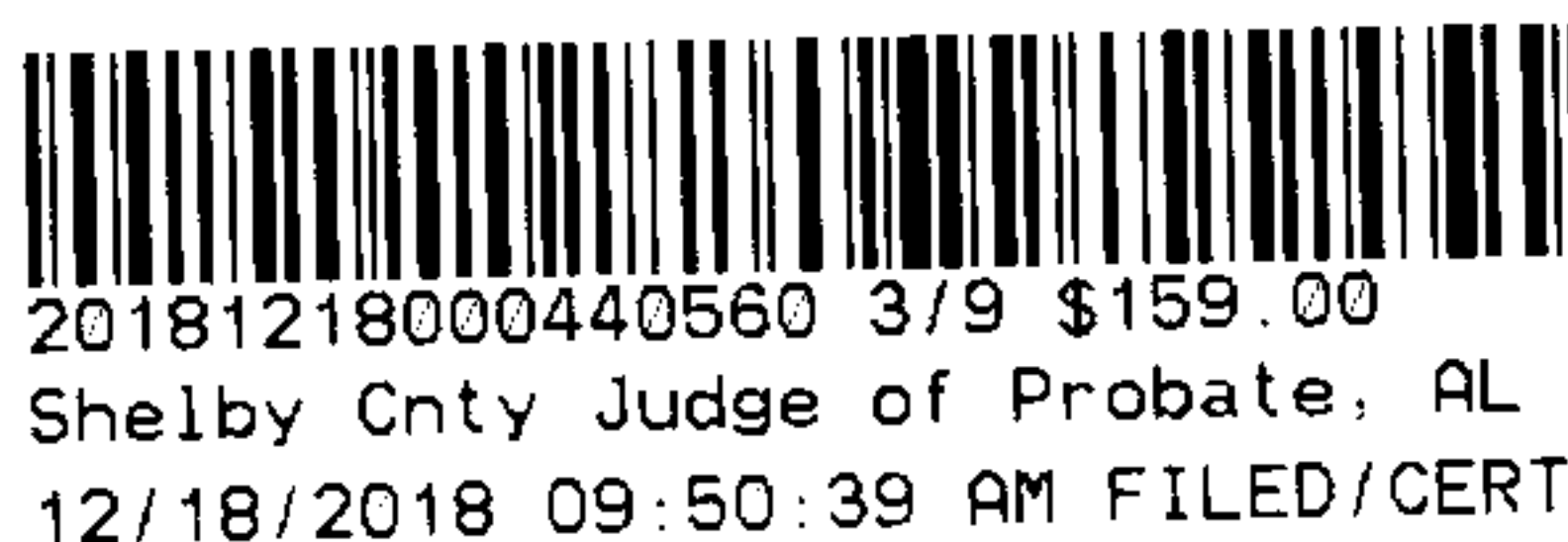
☒ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the corporation.

12 / 18 / 2018
Date (MM/DD/YYYY)


Signature as required by 10A-2-1.20

Brian Cozzone
Typed Name of Above Signature

Incorporator
Typed Title/Capacity to Sign under 10A-2-1.20



ARTICLES OF INCORPORATION
Domestic For-Profit Corporation

In compliance with the requirements of the Alabama Business Corporation Act, and for the purposes of forming a for-profit business corporation in Alabama, the undersigned desire to form a corporation according to the following Articles of Incorporation.

Corporate Name

1. The name of the corporation is BC & Associates, Inc. (the "Corporation").

Purpose

2. The purpose or purposes for which the corporation is organized are:
 - A. To engage in the business of bookkeeping, general accounting and auditing, record keeping and financial services for public and private entities by contract or otherwise.
 - B. To purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and personal property of any and every class and description and wherever situated.
 - C. To buy, sell, mortgage, rent, improve, exchange, and otherwise acquire, hold, dispose of and deal in real property, both improved and unimproved; to build, repair, and alter houses and other buildings thereon and to manage, develop, improve and subdivide, either into residential or business subdivisions, real property.
 - D. To undertake and carry on any business, transactions, or operation commonly undertaken or carried on by manufacturers, processors, financiers, and contractors, and generally to enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, contracts, undertakings and operations.
 - E. To raise money by the issuing of shares and otherwise, to borrow money for its corporate purposes, and to make, accept, endorse, guarantee, execute and issue bonds, bills of exchange and other obligations, and to mortgage, pledge, and hypothecate any stocks, bonds or other evidences of indebtedness and any other property held by it, and to invest money so raised, borrowed or otherwise obtained in carrying out the objects of the corporation heretofore enumerated.
 - F. To carry on any or all of its operations and business and to promote its objects within the State of Alabama or elsewhere, without restrictions as to place or amount, and to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in company with others.
 - G. And generally, to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama; and in addition to the objects stated aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

The objects and purposes specified in each subparagraph of Paragraph Third shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from the terms of any other subparagraphs of Paragraph Third, each of such paragraphs being regarded as creating independent objects and purposes. All words and clauses appearing this Paragraph Third are sued in their broadest sense and shall be so construed. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

Duration

3. The duration of the Corporation is perpetual.

Registered Office and Registered Agent

4. The street address of the initial registered office is 2 Riverchase Office Plaza, Suite 200, Hoover, AL 35124. The name of the initial Registered Agent at this Registered Office is Brian Cozzone.

Initial Director

5. The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors"). The name and address of the person who will serve as Director until the first annual meeting of shareholders or until successors are elected and qualified is set out below:

| Name | Address | City | State | Zip Code |
|---------------|----------------------|--------|---------|----------|
| Brian Cozzone | 138 Stonehaven Drive | Pelham | Alabama | 35124 |

Authorized Capital

6. The aggregate total number of all shares that the Corporation is authorized to issue is 10,000.

Class A Shares

7. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 10,000 Class A shares and those shares will have no par value.

The Class A voting, cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

Restrictions on Transfer and Other Rules

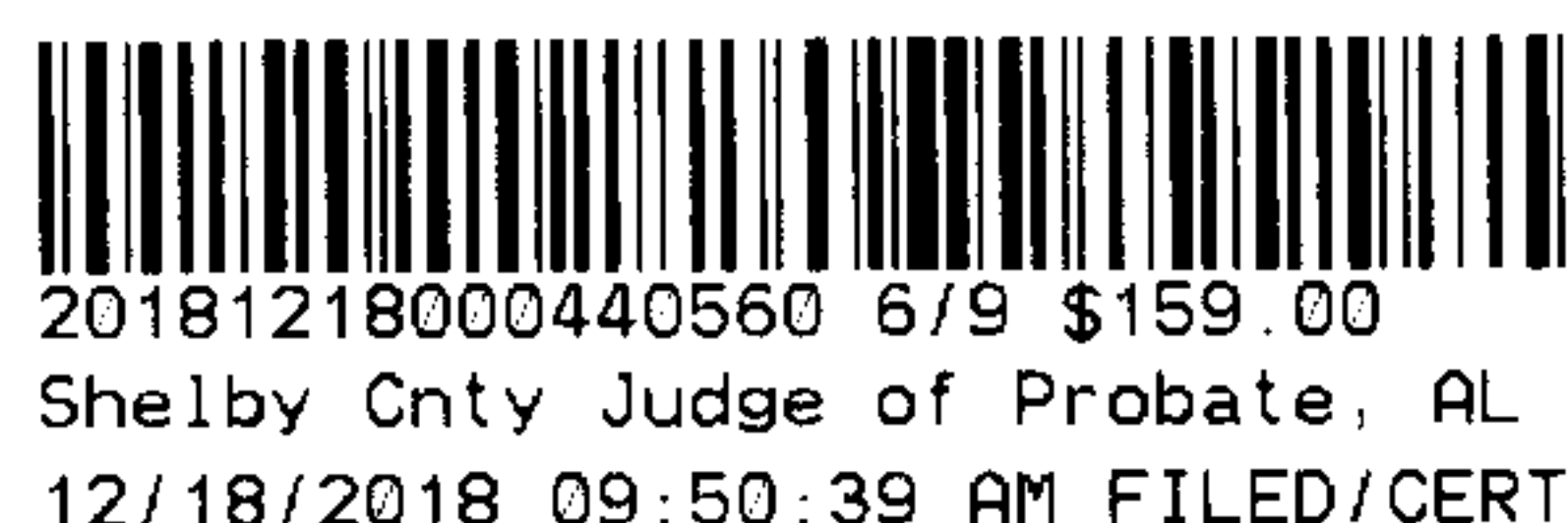
8. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

Preemptive Rights

9. The Corporation elects to remove from shareholders the right to preemptively subscribe to any or all future issues of shares in the Corporation.

Amend or Repeal Bylaws



10. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

Cumulative Voting

11. In an election of Directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of Directors being elected. The shareholder may cast their total votes for a single Director or may distribute them among two or more Directors, as the shareholder sees fit.

Fiscal Year End

12. The fiscal year end of the Corporation is December 31st.

Incorporator

13. The name and address of the incorporator of BC & Associates, Inc. are set out below.

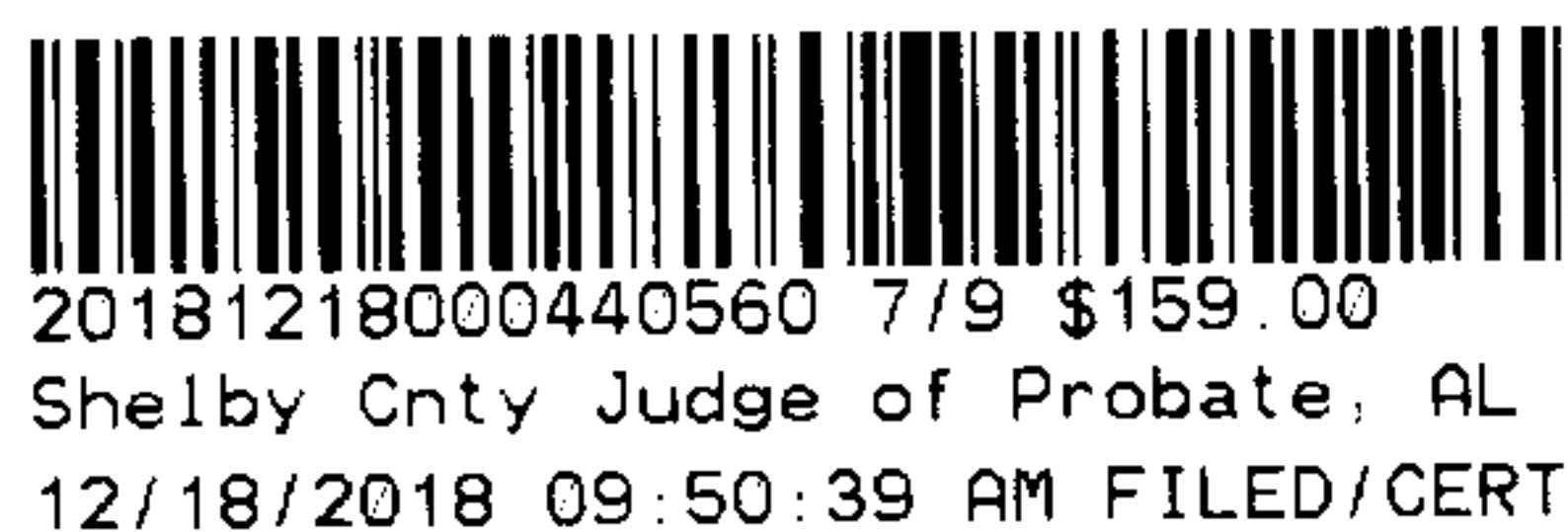
| Name | Address | City | State | Zip Code |
|---------------|----------------------|--------|---------|----------|
| Brian Cozzone | 138 Stonehaven Drive | Pelham | Alabama | 35124 |

Execution

14. I, the undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this _____ day of _____, A.D. 20_____.

BY:

Brian Cozzone (Incorporator)



Filer Contact Information

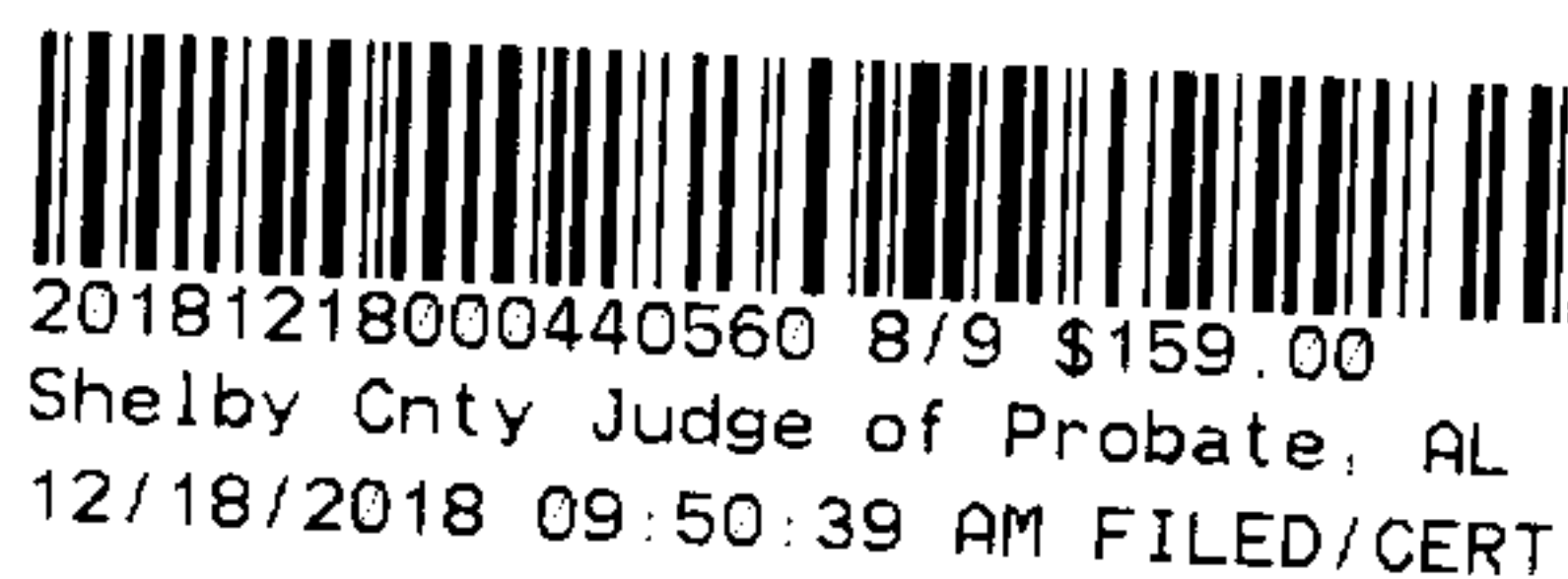
15. In case of filing difficulties, please contact:

Name of Filer: Brian Cozzone

Phone number: (205) 201-3453

Address: 138 Stonehaven Dr., Pelham, Alabama, 35124

E-mail Address: bcozzone27@yahoo.com



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:

BC & Associates, Inc.

This name reservation is for the exclusive use of Brian K Cozzone, 138
Stonehaven Drive, Pelham, AL 35124 for a period of one year beginning
December 17, 2018 and expiring December 17, 2019



20181218000440560 9/9 \$159.00
Shelby Cnty Judge of Probate, AL
12/18/2018 09:50:39 AM FILED/CERT



RES821188

**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.**

December 17, 2018

Date

J. H. Merrill

John H. Merrill

Secretary of State