



20190104000004150 1/4 \$159.00  
Shelby Cnty Judge of Probate, AL  
01/04/2019 02:43:52 PM FILED/CERT

## **CERTIFICATE OF FORMATION**

**OF**

### **ELITE OFF ROAD AND PERFORMANCE LLC**

THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Law, as the same now exists or as may hereafter be amended (the “Law”), does hereby adopt the following Certificate of Formation:

#### **ARTICLE I.**

The name of the Company is “ELITE OFF ROAD AND PERFORMANCE LLC” (the “Company”).

#### **ARTICLE II.**

The purposes for which the Company is formed are:

- (a) To own and manage automotive service and retail operations.
- (b) To transact any lawful business for which limited liability companies may be organized under the Law.

#### **ARTICLE III.**

The existence of the Company shall commence on the date of the filing of this Certificate of Formation in the Office of the Judge of Probate, and shall be terminated upon the earlier to occur of (i) the written consent of all the members to terminate the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the Law.

#### **ARTICLE IV.**

The street address of the initial registered office of the Company is 4000 Eagle Point Corporate Drive, Birmingham, Alabama 35242. The name of the initial registered agent at the said registered office is Joshua M. Watkins.

#### **ARTICLE V.**

The name of the Organizer is Joshua M. Watkins, Esq., at Watkins Law Firm, LLC, 4000 Eagle Point Corporate Drive, Birmingham, Alabama 35242.

#### ARTICLE VI.

The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.

#### ARTICLE VII.

The cessation of membership of one or more members will result in termination of the Company if there are no remaining members, unless the legal existence and business of the Company is continued and one or more new members is appointed in the manner provided in the Operating Agreement.

#### ARTICLE VIII.

There shall be two classes of membership, Class A and Class B, as set forth in the Operating Agreement.

The names and mailing addresses of the initial Class A members of the Company are as follows:

Moto Market, LLC	2969 Pelham Parkway, Suite G Pelham, Alabama 35124
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The names and mailing addresses of the initial Class B members of the Company are as follows:

Patrick D. Murrah Jr.	733 Goldenrod Drive Gardendale, Alabama 35071
Joshua R. Balch	801 Creekview Drive Pelham, Alabama 35124

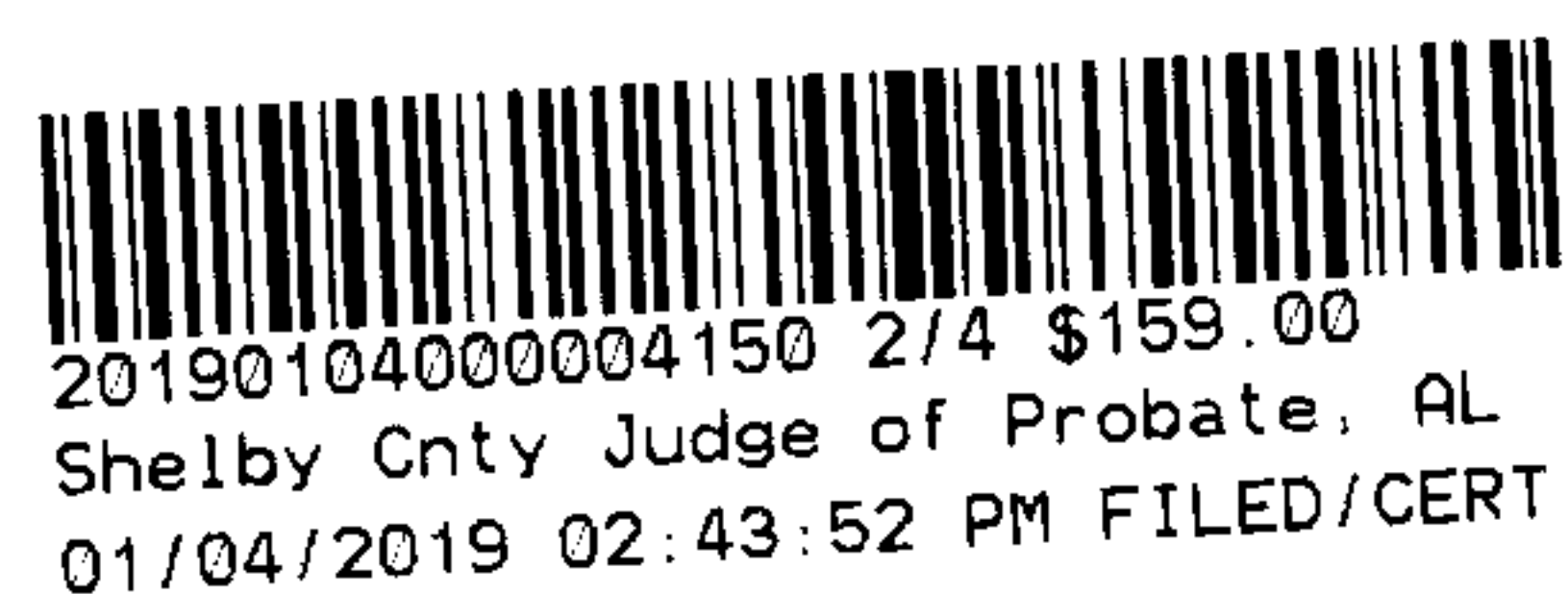
#### ARTICLE IX.

The Company shall be managed by one or more managers. The name and address of the initial manager(s) of the Company are as follows:

Moto Market, LLC	2969 PELHAM PARKWAY SUITE G PELHAM, AL 35124
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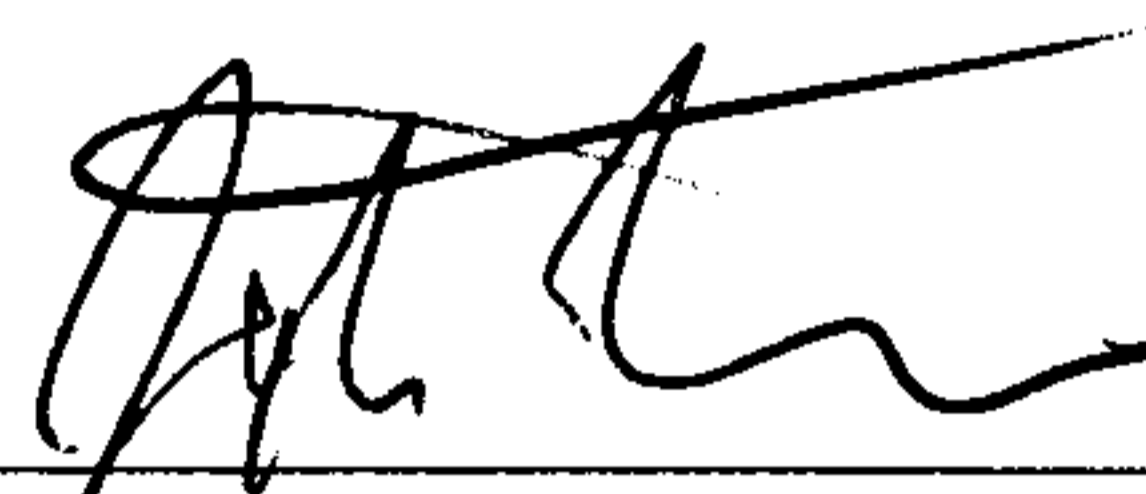
#### ARTICLE X.

The Company has the same powers as an individual to take action and do all things necessary or convenient to carry out its business and affairs, except as otherwise provided by the



Alabama Limited Liability Company Law or the Company's governing documents, including without limitation, all entity powers provided in Sections 10A-1-2.11, 10A-1-2.12 and 10A-1-2.13 of the Law. It is hereby expressly provided that the foregoing reference to entity powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law.

IN WITNESS WHEREOF, the undersigned Organizer does hereby make this Certificate of Formation and does hereby affirm that the facts stated herein are true, and accordingly signs this Certificate of Formation this 28<sup>th</sup> day of December, 2018.



Joshua M. Watkins

This instrument prepared by:

Joshua M. Watkins, Esq.  
Watkins Law Firm, LLC  
4000 Eagle Point Corporate Drive  
Birmingham, Alabama 35242



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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:

**ELITE OFF ROAD AND PERFORMANCE LLC**

This name reservation is for the exclusive use of Watkins Law Firm, LLC, 3764 Montevallo Rd S, Mountain Brook, AL 35213 for a period of one year beginning December 27, 2018 and expiring December 27, 2019



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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.**

December 27, 2018

**Date**

*J. H. Merrill*

**John H. Merrill**

**Secretary of State**