

This instrument was prepared by:  
Leonard Wertheimer, III  
Najjar Denaburg, P.C.  
2125 Morris Avenue  
Birmingham, Alabama 35203

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BEARDEN FAMILY PARTNERSHIP, LTD.**

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The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Alabama, certify as follows:

1. Name of Partnership. The name of the Limited Partnership is "Bearden Family Partnership, LTD."

2. Character of Business. The character and purpose of the business of the Partnership is to engage in the business of acquiring, owning and managing real estate, to engage in the farming business and further to engage in general business activities.

3. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by Ala. Code §10-9A-3(a)(1)(1975), is 3494 Bearden Lane, Helena, Alabama, 35080.

4. Agent for Service of Process. The name and mailing address of the Partnership's agent for service of process in Alabama is Joel E. Bearden, 3494 Bearden Lane, Helena, Alabama, 35080.

5. Name and Address of General Partner. The name and mailing address of the General Partners in the Limited Partnership are as follows:

<u>Name</u>	<u>Address</u>
Joel E. Bearden	3494 Bearden Lane Helena, Alabama, 35080
Irene L. Bearden	3494 Bearden Lane Helena, Alabama, 35080

6. Name and Address of Limited Partners. The name and mailing address of each Limited Partner in the Limited Partnership is as follows:

<u>Name</u>	<u>Address</u>
Joel E. Bearden	3494 Bearden Lane Helena, Alabama, 35080
Irene L. Bearden	3494 Bearden Lane Helena, Alabama, 35080

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11:22 AM CERTIFIED  
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004 MCD 18.00

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7. Cash and Property Contributions. The amount of cash and the description and agreed value of other property or services rendered, and of any promissory note or other obligation to pay cash, convey property or render services that has been contributed by each Limited Partner is:

General Partner

Joel E. Bearden

Irene L. Bearden

Capital Contributions

Undivided interest in real property valued at \$ 22,025

Undivided interest in real property valued at \$ 21,019

Limited Partners

Joel E. Bearden

Irene L. Bearden

Undivided interest in real property valued at \$ 990,918

Undivided interest in real property valued at \$ 990,918

8. Times for contributions of capital to limited partnership. The initial contributions of real property as hereinabove referred to shall be made immediately after the filing of this Certificate of Limited Partnership with the Judge of Probate of Shelby County, Alabama. All partners are obligated to contribute additional capital contributions to the limited partnership on a pro rata basis if required to meet operating expenses.

9. No power of limited partner to grant the right to become a limited partner to an assignee. No assignee of a limited partnership interest can become a substitute limited partner without the prior written consent of the general partner.

10. Withdrawal. No partner may terminate his membership in the limited partnership, prior to dissolution of the limited partnership, without the prior written consent of the general partner.

11. Interim Distributions. No limited partner has the right to receive any distributions from the partnership, without the prior written consent of the general partner. The general partner may, in his sole and absolute discretion, make distributions to the partners.

12. Return of Contributions. No partner has the right to require the return of all or any part of that partner's capital contribution, or any distribution of property, prior to dissolution and termination of the partnership.

13. Dissolution. The Partnership shall be dissolved on December 31, 1944. It shall also be dissolved upon the unanimous written consent of all partners, or upon the withdrawal of the General Partner, if there are less than two (2) remaining General Partners and subject to the reconstitution of the limited partnership and the admission of a new General Partner by the unanimous consent of all Limited Partners.

14. Right of Limited Partners To Continue Business. After a dissolution caused by the withdrawal of a General Partner, the Limited Partners shall have the right, upon unanimous consent, to

admit one or more new General Partners, if necessary, and to reconstitute the partnership and continue its business.

DATED: 12-29-94  
Helena, Alabama

GENERAL PARTNERS:

Joel E. Bearden  
Joel E. Bearden

Irene L. Bearden  
Irene L. Bearden

LIMITED PARTNERS:

Joel E. Bearden  
Joel E. Bearden

Irene L. Bearden  
Irene L. Bearden

STATE OF ALABAMA       )  
                                  )  
JEFFERSON COUNTY       )

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that Joel E. Bearden and Irene L. Bearden, General Partners of Bearden Family Partnership, LTD., a limited partnership, who are known to me, acknowledged before me on this day, that, being informed of the contents of said instrument, they executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 29th day of December, 1994.

[Signature]  
Notary Public  
My Commission Expires: 10-22-96

STATE OF ALABAMA       )  
                                  )  
JEFFERSON COUNTY       )

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that Joel E. Bearden and Irene L. Bearden, Limited Partners of Bearden Family Partnership, LTD., a limited

partnership, who are known to me, acknowledged before me on this day, that, being informed of the contents of said instrument, they executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 29th day of December, 1994.



Notary Public

My Commission Expires: 10-22-96

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