

**CERTIFICATE OF FORMATION
OF
WILLINGHAM AND ASSOCIATES, P.C.**

Pursuant to the provisions of the Alabama Professional Corporation Law, the undersigned hereby adopts the following Certificate of Formation.

1. The name of the corporation is Willingham and Associates, P.C.
2. The entity is a Professional Corporation within the meaning of Section 10A-4-1.03(2) and subject to the provisions of the Alabama Professional Corporation Law.
3. The street address of the principal office of the corporation is 554 North Lake Cove, Birmingham, AL 35242.
4. The street address of the registered office is 554 North Lake Cove, Birmingham, AL 35242. The registered agent at such address is Maria Diliberti Willingham.
5. The purpose of the corporation is to provide professional legal services and to transact any lawful business for which corporations may be incorporated in Alabama under Title 10A, Chapter 4 of the Code of Alabama.
6. The corporation is authorized to issue 1,000 shares, par value \$0.01.
7. The name and address of the incorporator is Maria Diliberti Willingham, 554 North Lake Cove, Birmingham, AL 35242.
8. The name and street address of the initial director is Maria Diliberti Willingham, 554 North Lake Cove, Birmingham, AL 35242.
9. 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.
10. The corporation shall indemnify any director or officer who was or is a party or is threatened, to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably, incurred by him in connection with such action, suit or proceeding to the fullest extent permitted by law.



20110329000097040 2/3 \$156.00
Shelby Cnty Judge of Probate, AL
03/29/2011 08:38:52 AM FILED/CERT


IN WITNESS WHEREOF, the undersigned has caused this document to be executed as of the 4th day of March, 2011.

A handwritten signature in black ink, appearing to read "Maria Diliberti Willingham".

Maria Diliberti Willingham
Incorporator

This instrument prepared by:
Ritter Law Firm, LLC
15 Richard Arrington Jr. Blvd N.
Third Floor
Birmingham, AL 35203

Beth Chapman
Secretary of State


2011032900097040 3/3 \$156.00
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P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the 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:

Willingham and Associates, P.C.

This domestic professional corporation name is proposed to be formed in Shelby County and is for the exclusive use of Elizabeth Ritter, 15 Richard Arrington Blvd N Ste 301, Birmingham, AL 35203 for a period of one hundred twenty days beginning March 4, 2011 and expiring July 3, 2011

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.



March 4, 2011

Date


Beth ChapmanTM
Secretary of State