

This instrument prepared by:
Matthew I. Goforth
Gordon, Dana, Knight & Gilmore, LLC
600 University Park Place
Suite 100
Birmingham, Alabama 35209


20110518000147850 1/3 \$156.00
Shelby Cnty Judge of Probate, AL
05/18/2011 10:54:14 AM FILED/CERT

STATE OF ALABAMA
COUNTY OF SHELBY

)
)

**CERTIFICATE OF FORMATION
OF
THE MINDSIDE, LLC**

1. The name of the entity being formed is The MindSide, LLC, hereinafter referred to in this Certificate of Formation as the "Company."
2. The type of entity being formed is a limited liability company.
3. The purpose for which the Company is formed is the transaction of any and all lawful business which a limited liability company may transact, including any and all business activities which are related to working as a consultant in the sports field and teaching, coaching and writing about how to improve performance by focusing on the mental aspect of sports.
4. The location and mailing address of the initial registered office of the Company is 1040 Greystone Cove, Birmingham, AL 35242. The name of its initial registered agent at that address is Bhrett McCabe.
5. The name and address of the organizer of the Company is Matthew I. Goforth, 600 University Park Place, Suite 100, Birmingham, AL 35209.
6. In addition to any applicable provisions of the Alabama Limited Liability Company Law then in effect, the members of the Company shall have the right to admit additional members to the Company in accordance with the terms and conditions of any applicable provisions of the Operating Agreement of the Company which may be in effect from time to time.
7. Management of the Company shall be vested in one or more managers. The name and mailing address of the initial manager of the Company who shall serve as manager until his successor is elected and begins serving is as follows:

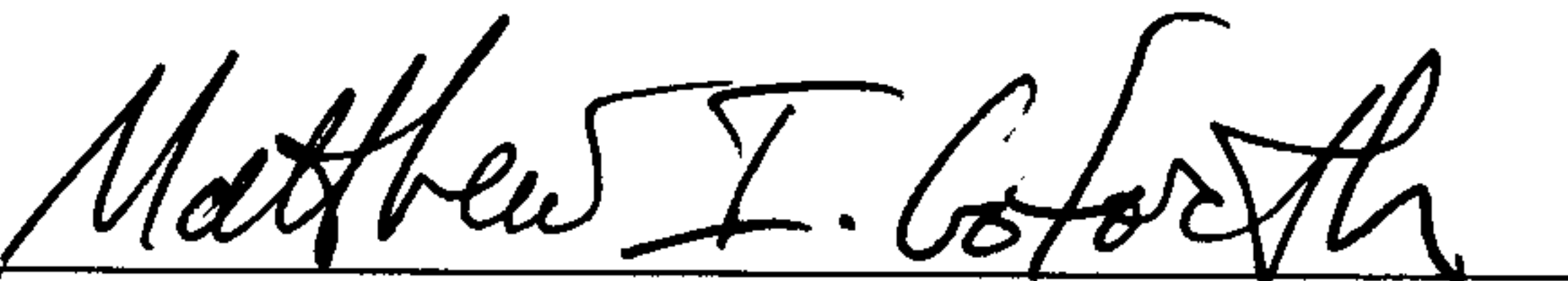
Name

Address

Bhrett McCabe

1040 Greystone Cove
Birmingham, AL 35242

IN WITNESS WHEREOF, the undersigned organizer of the Company has executed this Certificate of Formation as of the 17th day of May, 2011.


Matthew I. Goforth



20110518000147850 2/3 \$156.00
Shelby Cnty Judge of Probate, AL
05/18/2011 10:54:14 AM FILED/CERT

Beth Chapman
Secretary of State

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:

MindSide, LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of BHRETT MCCABE, 1040 GREYSTONE COVE, BIRMINGHAM, AL 35242 for a period of one hundred twenty days beginning May 12, 2011 and expiring September 10, 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.

May 16, 2011

Date



Beth Chapman

Secretary of State