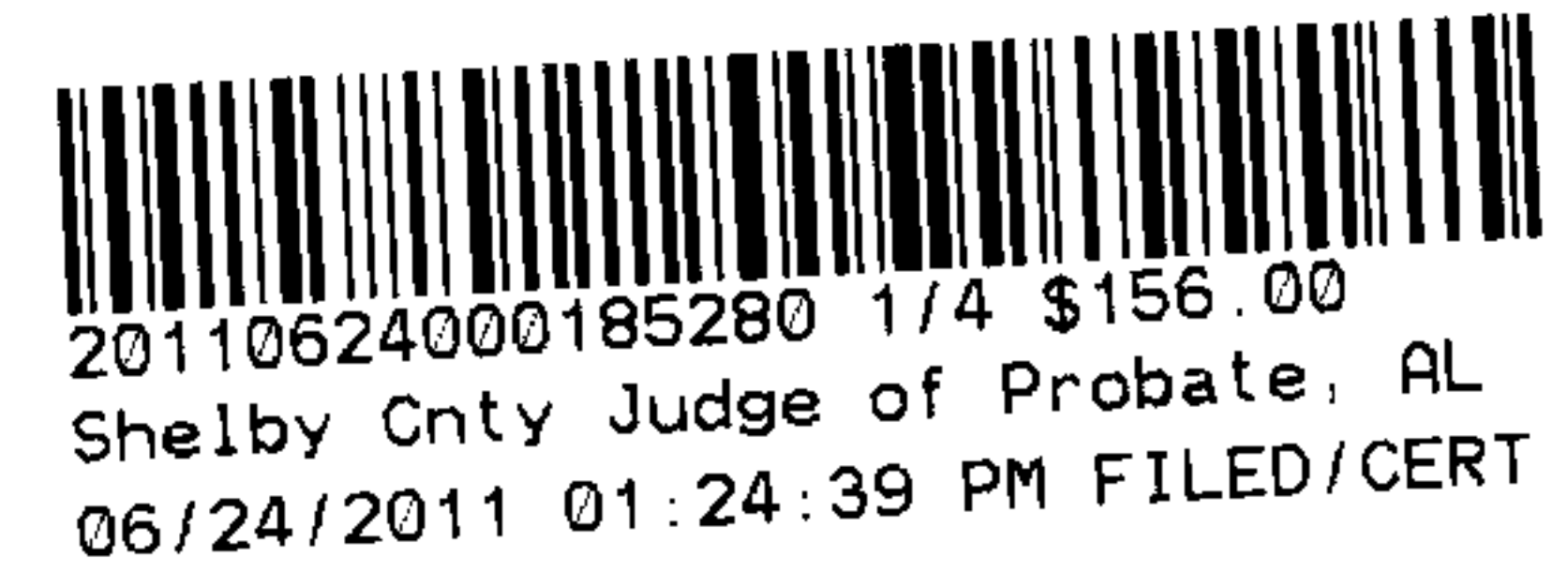


STATE OF ALABAMA

**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 use of this particular form is not required by Title 10A.

INSTRUCTIONS: Mail one (1) signed original and three (3) copies of this completed Certificate and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is 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 fees and the Judge of Probate's Office will transmit the fees along with two (2) certified copies of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. SOS will send the filer a copy once the Certificate is filed at the state level. The Secretary of State filing fee is \$100.00. You may include the "I wish to pay by Credit Card" form to pay the Secretary of State fees if you choose. 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.



(For County Probate Office Use Only)

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):

Austin & Kennedy, P.C.

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)

Evelyn Kennedy
2163 Pelham Pkwy., Suite 215
Pelham, AL 35124

DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION



20110624000185280 2/4 \$156.00
Shelby Cnty Judge of Probate, AL
06/24/2011 01:24:39 PM FILED/CERT

3. Street (**No PO Boxes**) address of principal office of the corporation:_____

2163 Pelham Pkwy., Suite 215, Pelham, AL 35124

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

4. The name of the Registered Agent: Cliff Austin, CPA

Street (**No PO Boxes**) address of Registered Agent:_____

2163 Pelham Pkwy., Suite 215, Pelham, AL 35124

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

5. Purpose for which corporation is formed: Public Accounting Services

_____ ; 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: 1,000 Par Value \$1.00
(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): Cliff Austin and Evelyn Kennedy

Street (**No PO Boxes**) address of Incorporator(s): 2163 Pelham Pkwy., Suite 215, Pelham, AL 35124

_____ Mailing address of Incorporator(s) – (if

different from street address):_____

Attach a listing if more Incorporators need to be added.

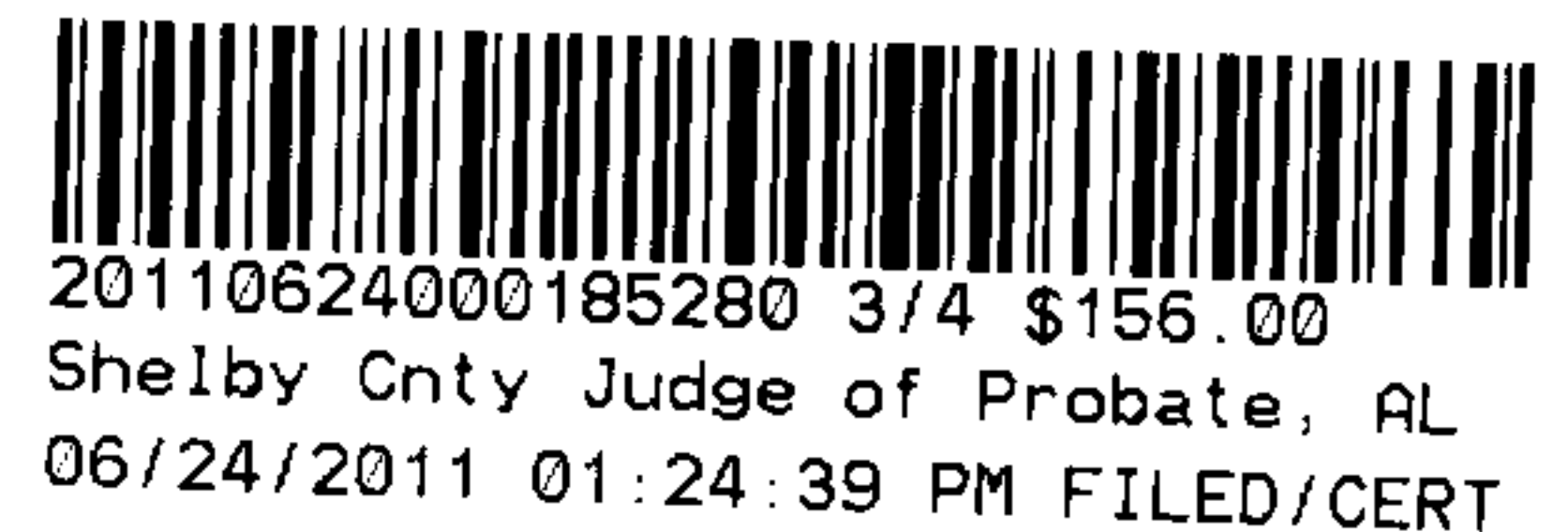
9. Director's Name: Cliff Austin

Street (**No PO Boxes**) address of Director: 1414 Liberty Park Loop, Vestavia, AL 35242

_____ Mailing address of Director(s) - (if different

from street address):_____

DOMESTIC BUSINESS CORPORATION CERTIFICATE OF FORMATION



Director's Name: Evelyn Kennedy

Street (**No PO Boxes**) address of Director: 7720 Dollar Road, Trussville, AL 35173

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

Director's Name:

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

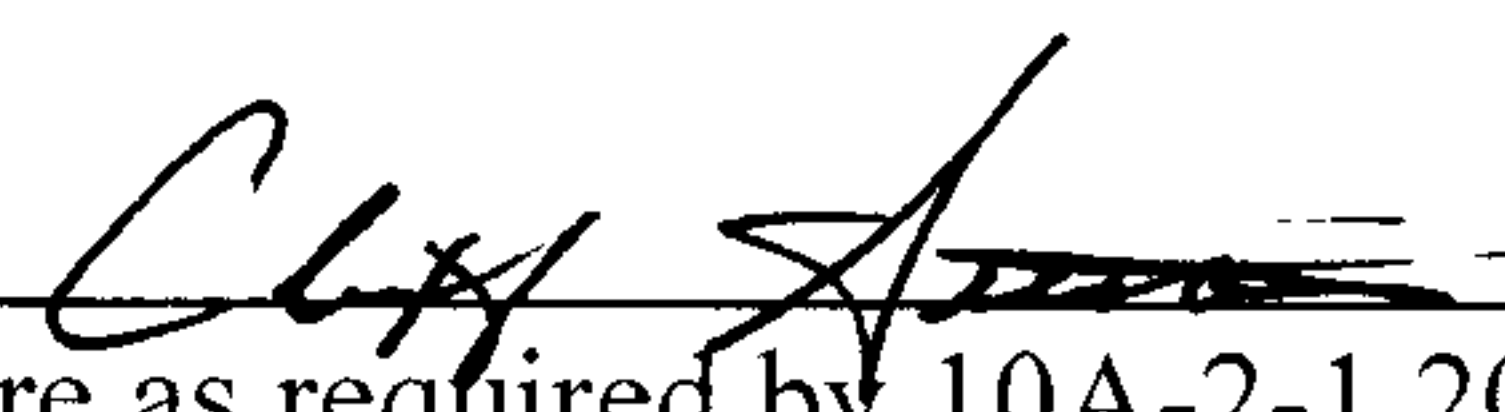
Mailing address of Director(s) - (if different from street address):

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.

06 / 24 / 2011
Date


Signature as required by 10A-2-1.20

Cliff Austin
Typed Name of Above Signature

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

Expedited Processing is available at the Secretary of State's (SOS) Office for an additional \$100.00 fee. The SOS Office will index a filing within three (3) business days of receipt from the Office of the County Probate Judge. The fee must accompany the filing when it is submitted to the County Probate Judge's Office – we will not be able to search for filings to match with expedite fees sent separately once they are in the workflow.



20110624000185280 4/4 \$156.00
Shelby Cnty Judge of Probate, AL
06/24/2011 01:24:39 PM 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:

Austin & Kennedy, P.C.

This domestic professional corporation name is proposed to be formed in Alabama and is for the exclusive use of AUSTIN & KENNEDY, P.C., 2163 PELHAM PARKWAY STE 215, PELHAM, AL 35124 for a period of one hundred twenty days beginning June 21, 2011 and expiring October 20, 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.



582-504

June 22, 2011

Date

Beth Chapman
Beth Chapman Secretary of State