

This Instrument Prepared By:
Terry McElheny, Esquire
Dominick Feld Hyde, P.C.
2121 Highland Avenue
Birmingham, Alabama 35205

STATE OF ALABAMA)
:
SHELBY COUNTY)

**CERTIFICATE OF FORMATION
OF
A & R REALTY, LLC**

The undersigned, acting as the organizer under the Alabama Business and Nonprofit Entity Code, Code of Alabama, Title 10A, Chapter 5 (1975), as the same may be amended from time to time, hereby adopts the following Certificate of Formation for **A & R Realty, LLC** (the "limited liability company"):

**ARTICLE ONE
NAME**

The name of the limited liability company is **A & R Realty, LLC**.

**ARTICLE TWO
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company's operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Business and Nonprofit Entity Code.

{W0264279.1 \ 00999-09541}



20110721000212740 1/5 \$156.00
Shelby Cnty Judge of Probate, AL
07/21/2011 03:17:02 PM FILED/CERT

**ARTICLE THREE
PURPOSE**

The business of the limited liability company shall be to engage in: (a) buying, selling, owning, managing, leasing and otherwise dealing in real estate, and (b) in any other lawful business.

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office is 11028 Highway 25, Calera, Alabama, 35040, and the name of the initial registered agent of the limited liability company at such address is John L. Davis, Jr.

**ARTICLE FIVE
ORGANIZER**

The name and address of the organizer of the limited liability company are as follows:

NAME:

John L. Davis, Jr.

ADDRESS:

11028 Highway 25
Calera, Alabama 35040

**ARTICLE SIX
INITIAL MEMBERS**

The names and mailing addresses of the initial members of the limited liability company are:

NAME:

John L. Davis, Jr.

ADDRESS:

11028 Highway 25
Calera, Alabama 35040

Donald Scott Davis

11028 Highway 25
Calera, Alabama 35040

Linda Davis Muehlberger

11028 Highway 25
Calera, Alabama 35040

ARTICLE SEVEN ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE EIGHT CONTINUATION OF THE BUSINESS

In the event there are no remaining members, and except as otherwise provided in the limited liability company's operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

- (a) the holders of all of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or
- (b) the legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

ARTICLE NINE MANAGEMENT

The management of the Company is vested in its manager. The initial manager of the Company is John L. Davis, Jr. Subject to any provisions in the operating agreement of the limited liability company, or the provisions of the Alabama Business and Nonprofit Entity Code restricting or enlarging the management rights and duties of any person or group or class of persons, the manager shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto.

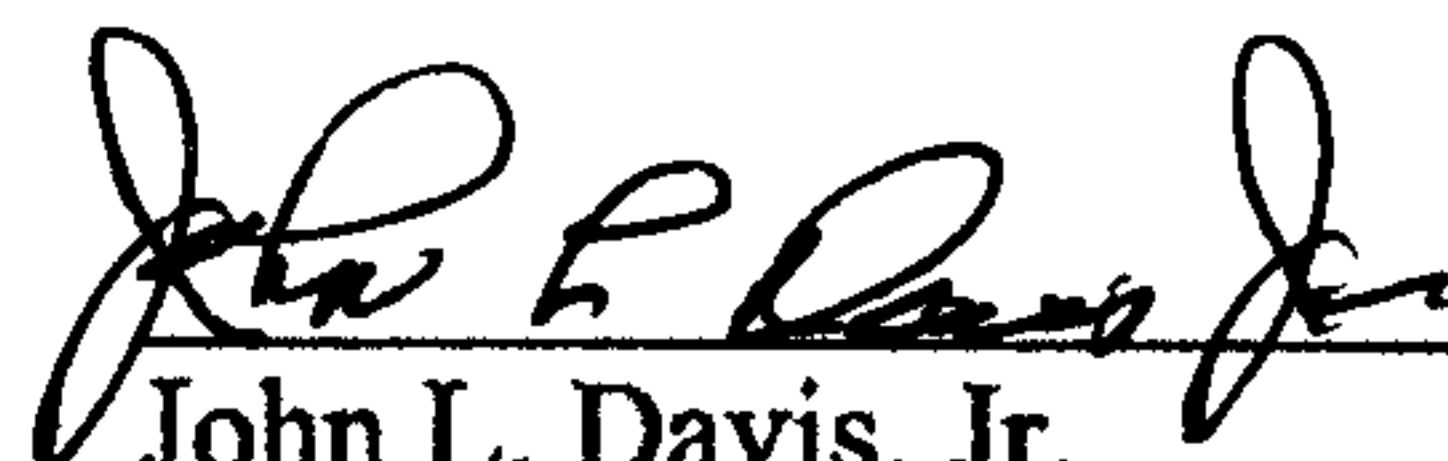
ARTICLE TEN AMENDMENT OF CERTIFICATE OF FORMATION

This Certificate of Formation may be amended only by the vote or written consent of the members of the limited liability company owning a majority (*i.e.*, greater than (50%)) of the percentage interests of all members. For purposes of this Article Ten, percentage interests of financial rights owners of the limited liability company shall not be taken into account in determining the percentage interests of the members.

ARTICLE ELEVEN INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as the organizer, as of the 19 day of July, 2011, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.


John L. Davis, Jr.


20110721000212740 4/5 \$156.00
Shelby Cnty Judge of Probate, AL
07/21/2011 03:17:02 PM FILED/CERT

Beth Chapman
Secretary of State

20110721000212740 5/5 \$156.00
Shelby Cnty Judge of Probate, AL
07/21/2011 03:17:02 PM FILED/CERT

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:

A & R Realty, LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of TERRY MCELHENY, 2121 HIGHLAND AVENUE SOUTH, BIRMINGHAM, AL 35205 for a period of one hundred twenty days beginning May 27, 2011 and expiring September 25, 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.



581-478

June 2, 2011

Date

Beth Chapman
Beth Chapman Secretary of State