

**CERTIFICATION OF FORMATION  
OF  
BULTRUST TUSCALOOSA LLC,  
an Alabama Limited Liability Company**

Pursuant to the Code of Alabama § 10A-1-1.01, et seq. (the “Act”), the undersigned hereby adopts the following Certification of Formation:

**ARTICLE I  
NAME**

The name of the limited liability company (the “Company”) is “**BULTRUST TUSCALOOSA LLC**”.

**ARTICLE II  
DURATION**

The existence of the Company shall be perpetual.

**ARTICLE III  
PURPOSES**

The Company’s purpose is to own and manage real properties and to do everything necessary, proper, advisable or convenient for the accomplishment of such purposes and to do all other things incidental to such purposes or in connection with such purposes that are not prohibited by law. In extension and not in limitation of the purposes specifically enumerated, the Company is authorized and empowered to engage in any lawful business in which limited liability companies may engage under the Act.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The location and mailing address of the initial registered office of the Company is **101 Cahaba Valley Parkway West, Pelham, Alabama 35124**. The name of the initial registered agent for the Company at the address is **Marjam of Alabama, Inc.**

**ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as an additional member without the unanimous consent of the members.

## **ARTICLE VI ORGANIZER**

The name and mailing address of the organizer of the Company are:

Anne E. Kutsikovich  
6070 Poplar Avenue  
Sixth Floor  
Memphis, Tennessee 38119

## **ARTICLE VII MANAGEMENT**

The Company shall be initially managed by one (1) Manager. Managers need not be Members. The number of Managers may be increased or decreased from time to time by the unanimous consent of the Member(s). A Manager may be removed and replaced as provided in the Operating Agreement. The name and business address of the initial Manager is:

**Manager's Name and Address**  
Mitchell Kahn  
125 Jericho Turnpike, Suite 300  
Jericho, NY 11753

## **ARTICLE VIII AMENDMENTS**

Any amendment to this Certificate of Formation shall require approval of all members.

## **ARTICLE IX CONTINUATION UPON WITHDRAWAL OF MEMBER**


The existence of the Company shall continue upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively, "Cessation of Membership") as long as there is at least one remaining member and that member carries on the business of the Company (any such remaining member being hereby authorized to carry on the business of the Company), or, within ninety (90) days after the Cessation of Membership of the last member, all of the holders of the financial rights in the Company agree in writing to continue the legal existence and business of the Company and to the appointment, effective as of the date of such event, of one or more additional members.

**ARTICLE X  
LIABILITIES OF MEMBERS AND MANAGERS**

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

**ARTICLE XI  
EXECUTION AND DATE**

IN WITNESS THEREOF, this Certification of Formation is executed by the undersigned organizer on September 29<sup>th</sup>, 2011.

  
\_\_\_\_\_  
Anne E. Kutsikovich, Organizer

This instrument was prepared by, and please send confirmation of this filing to:

Anne E. Kutsikovich  
Apperson Crump, PLC  
6070 Poplar Avenue, Sixth Floor  
Memphis, Tennessee 38119  
Phone: (901) 260-5159, Fax: (901) 757-1296



Beth Chapman  
Secretary of State

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Shelby Cnty Judge of Probate, AL  
10/07/2011 12:33:06 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:

**Bultrust Tuscaloosa LLC**

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of MITCHELL KAHN, 125 JERICHO TURNPIKE STE 300, JERICHO, NW 11753 for a period of one hundred twenty days beginning September 27, 2011 and expiring January 26, 2012

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.



588-813

September 28, 2011  
Date

*Beth Chapman*  
Beth Chapman Secretary of State