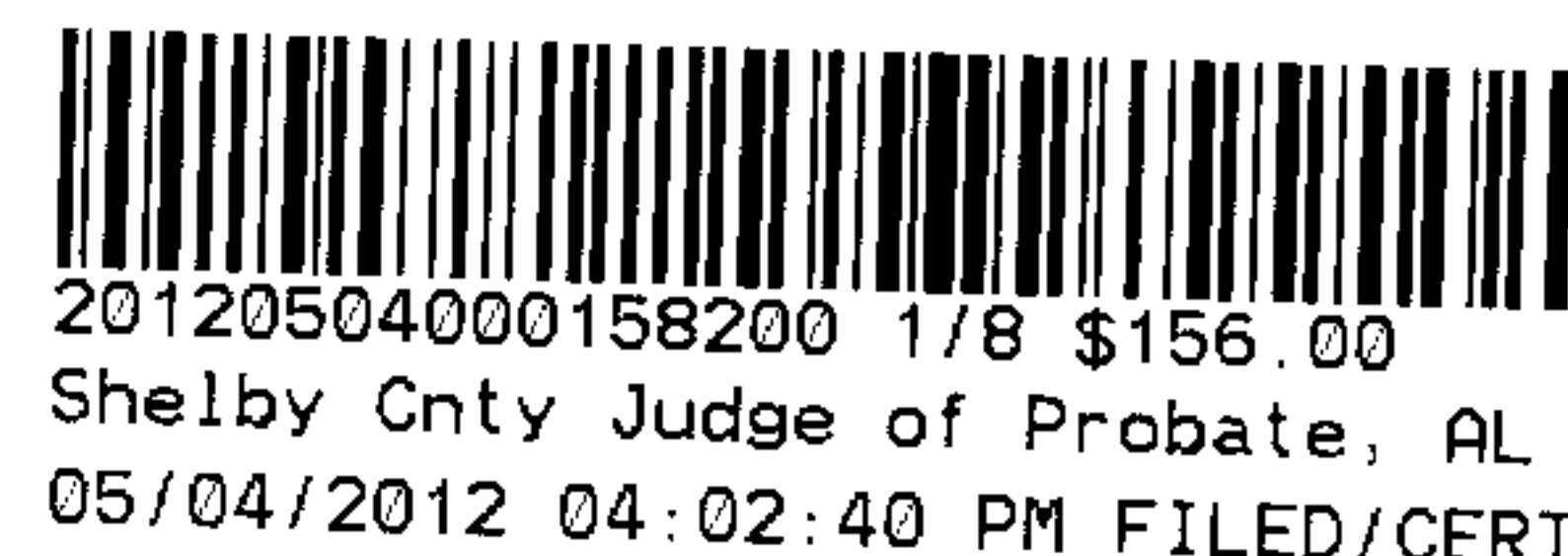


STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION

PURPOSE: In order to form a limited liability company (LLC) under Section 10A-1-3.05 and 10A-5-2.02 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 entity's initial registered office is located. **The information required in this form is required by Title 10A.**



(For County Probate Office Use Only)

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the limited liability company's (LLC) registered office is/will be 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 fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your entity will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

The information completing this form must be typed or laser printed.

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC," and comply with Code of Alabama, Title 10A-1-5.06):

M&A Associates, LLC

2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached [proves name reservation under 10A-1-4.02(f)].

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Christina M. Saunders, esq
2700 Highway 280, Suite 203W
Birmingham, Alabama 35223

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

3. Street (**No PO Boxes**) address of principal office of the limited liability company (LLC):

105 Chesser Loop Rd, Chelsea, AL 35043

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

4. The name of the Registered Agent: Michelle Finney

Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):

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

5. Purpose for which the limited liability company formed: any lawful purpose

_____ ; the
purpose includes the transaction of any lawful business for which limited liability companies may be
organized in Alabama under Title 10A, Chapter 5 of the Code of Alabama.

6. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

7. The name(s) of the Organizer(s): Michelle Finney; Albert Barkmann

Street (**No PO Boxes**) address of Organizer(s): _____

_____ Mailing address of Organizer(s) – (if

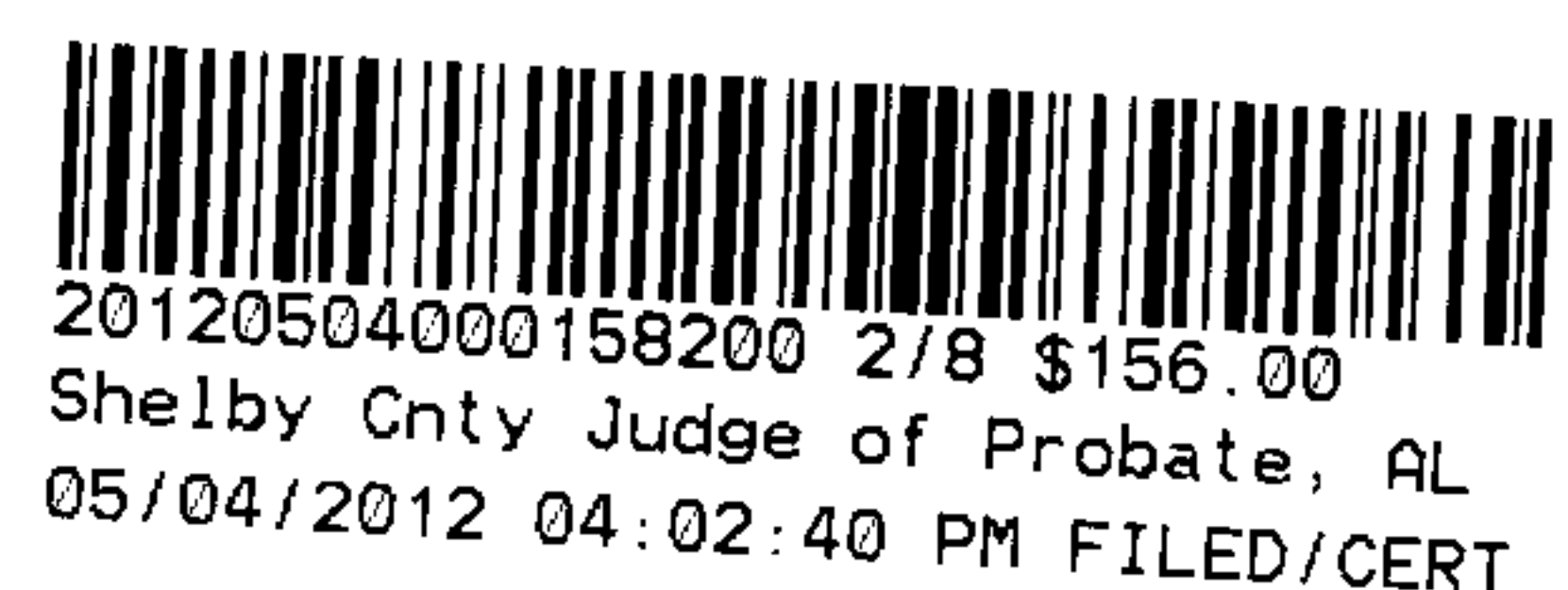
different from street address): _____

Attach a listing if more Organizers need to be added.

8. If the limited liability company is to be managed by one or more managers, give the number of managers
1 and the names and mailing addresses of the manager or managers who are to serve as
managers until their successors are elected and begin serving:

Manager's Name: Michelle Finney

Mailing address of Manager: 105 Chesser Loop Rd, Chelsea, AL 35043



DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

Manager's Name: _____

Mailing address of Manager: _____

Attach listing if more Managers need to be added.

9. The right, if given, of the member or members to admit additional members, and the terms and conditions of the admission are attached.
10. The circumstances, if any, under which the cessation of membership of one or more members will result in dissolution of the limited liability company are attached.
11. The filing of the limited liability company is effective immediately on the date filed by the judge of probate or at the later date specified in this filing (no more than 90 days after date of signing). 10A-1-4.12

The undersigned specify ____ / ____ / ____ as the effective date (must be later than the date filed in the office of the county judge of probate, but not more than 90 days after the date of signing).

☒ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the limited liability company.

4 / 23 / 2012
Date (MM/DD/YYYY)

Michelle Finney
Signature as required by 10A-5-2.04

Michelle Finney
Typed Name of Above Signature

Manager
Typed Title (Member, Organizer or Attorney-in-fact)

Additional members may sign (attach listing if necessary).

4 / 23 / 2012
Date (MM/DD/YYYY)

Albert Barkmann
Signature as required by 10A-5-2.04

Albert Barkmann
Typed Name of Above Signature

Member
Typed Title (Member)

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of 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:

M&A Associates, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Michelle Finney, 105 Chesser Loop Rd, Chelsea, AL
35043 for a period of one hundred twenty days beginning April 23, 2012 and
expiring August 21, 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.**

April 23, 2012

Date

Beth Chapman

601-841

Beth Chapman

Secretary of State

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Instrument Prepared By:

Christina M. Saunders, Esq.
1805 Vermont Dr.
Birmingham, Alabama 35226

Articles of Organization

M&A Associates, LLC

To the Honorable Judge of Probate of Shelby County:

The undersigned, pursuant to the provisions of the Alabama Limited Liability Act, Section 10-21-1, *et seq.*, Code of Alabama (1975), as amended from time to time (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Alabama, hereby adopts the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company is "M&A Associates, LLC," which is hereinafter referred to as "the Company."

ARTICLE II

Period of Duration

The period of duration of the Company shall be from the date of filing of the Articles of Organization with the Judge of Probate until terminated in accordance with the provisions of the Articles of Organization, the Operating Agreement, or as otherwise provided by the Act.

ARTICLE III

Purposes

The purposes for which this Company is formed are to do any lawful act.

Principal Purposes: The Company may engage in any activity (including investment activities) or business permitted under the laws of the United States of America and the State of Alabama, including, but not limited to, the ownership, operation, leasing and sale of real and personal



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property and the ownership, operation and sale of active trades and businesses and to engage in any other lawful businesses.

ARTICLE IV
Address of Initial Registered Office
And Name of Initial Registered Agent at that Address

The location and street address of the initial registered office of the Company shall be 105 Chesser Loop Rd, Chelsea, Alabama, 35043, and the initial registered agent at such address shall be Michelle Finney.

ARTICLE V
Initial Members

The names and mailing addresses of the initial members of the Company are as follows:

Albert Barkmann

Michelle Finney

ARTICLE VI
Additional Members

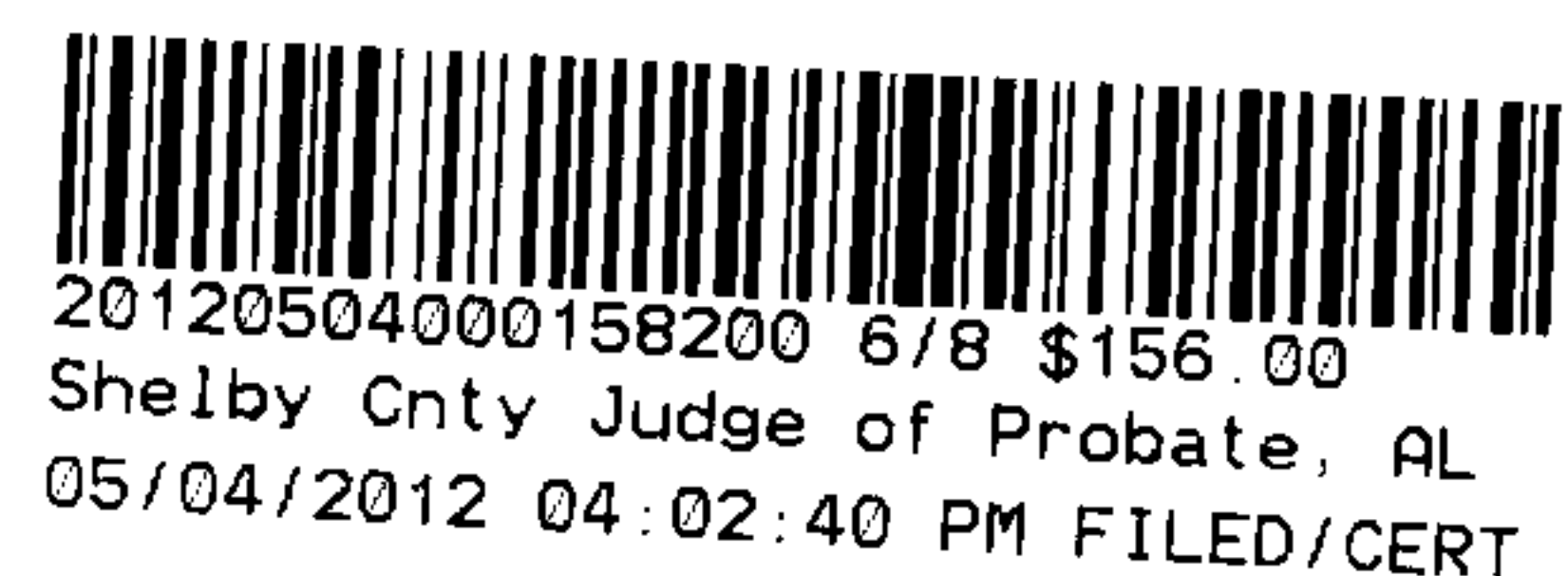
The Manager of the Company may permit the admission of additional members, in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VII
Manager

The Company is to be managed by a Manager. The name and address of the Manager who is to serve as Manager until her successor is elected and qualified is: Michelle Finney, 105 Chesser Loop Rd, Chelsea, Alabama, 35043.

The Manager shall have the exclusive power and authority to manage the business and affairs of the Company in accordance with the terms of the Operating Agreement of the Company. All authority to contract and otherwise act for the Company is vested only in its Manager.

ARTICLE VIII
Transfer of Interest



A Member's interest may be transferred with the consent of all Members.

**ARTICLE IX
Capitalization**

The initial members have contributed such capital, which takes the form of money, goods, services, property, and other such valuable consideration. The percentage of ownership in the Company ("Percentage Interest") of each member is as follows:

Michelle Finney: 51%
Albert Barkmann: 49%

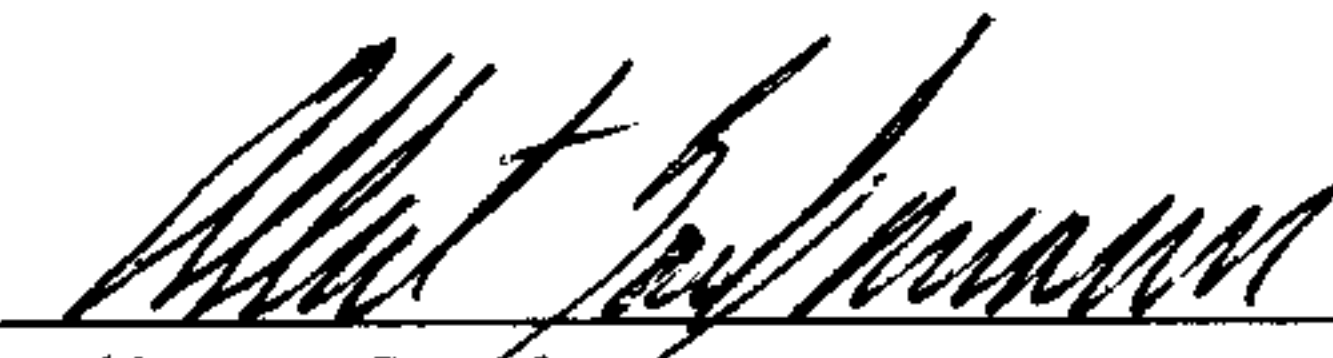
**ARTICLE X
Circumstances of Cessation of Membership of One or More Members
Which Will Result in the Dissolution of the Limited Liability Company**

The cessation of membership of any one or more of the Members will result in dissolution of the Company.

**ARTICLE XI
Amendment of Articles and Operating Agreement**

These Articles of the Company may be amended only upon the written consent of Members owning at least a majority of the Members' Percentage Interests in the Company.

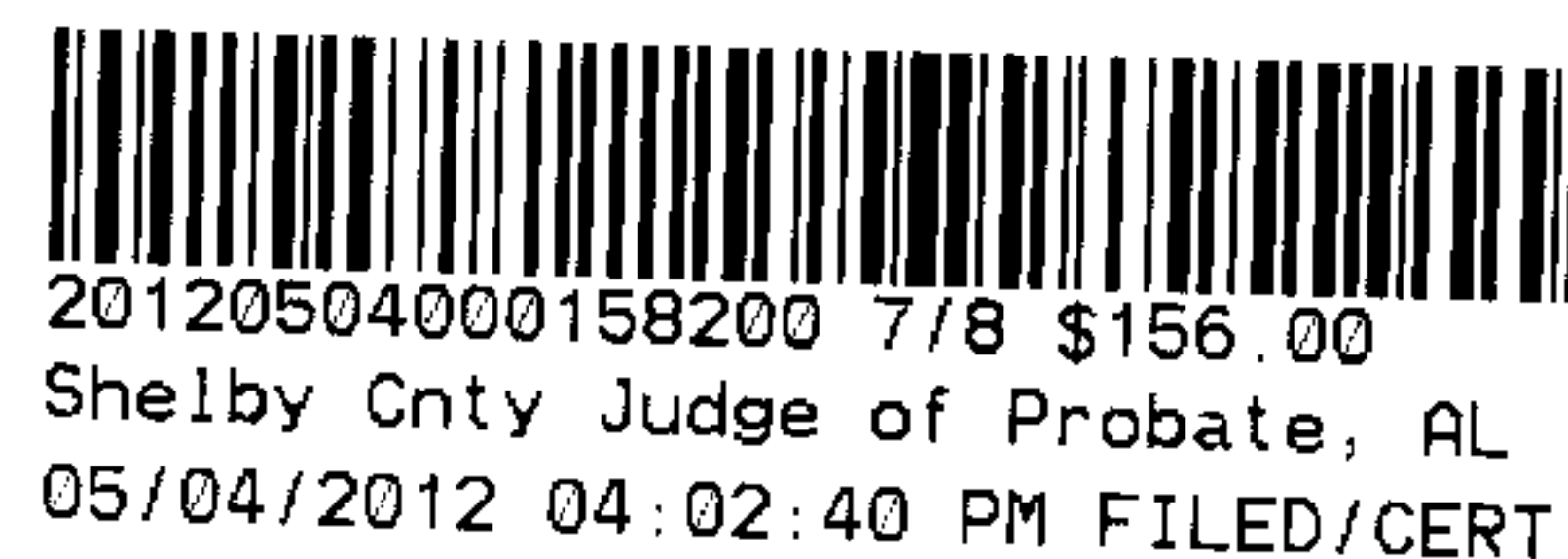
IN WITNESS WHEREOF, the undersigned, being the organizers of the Company, do hereunto subscribe their names this ____ day of April, 2012.



Albert Barkmann



Michelle Finney



STATE OF ALABAMA)
JEFFERSON COUNTY)

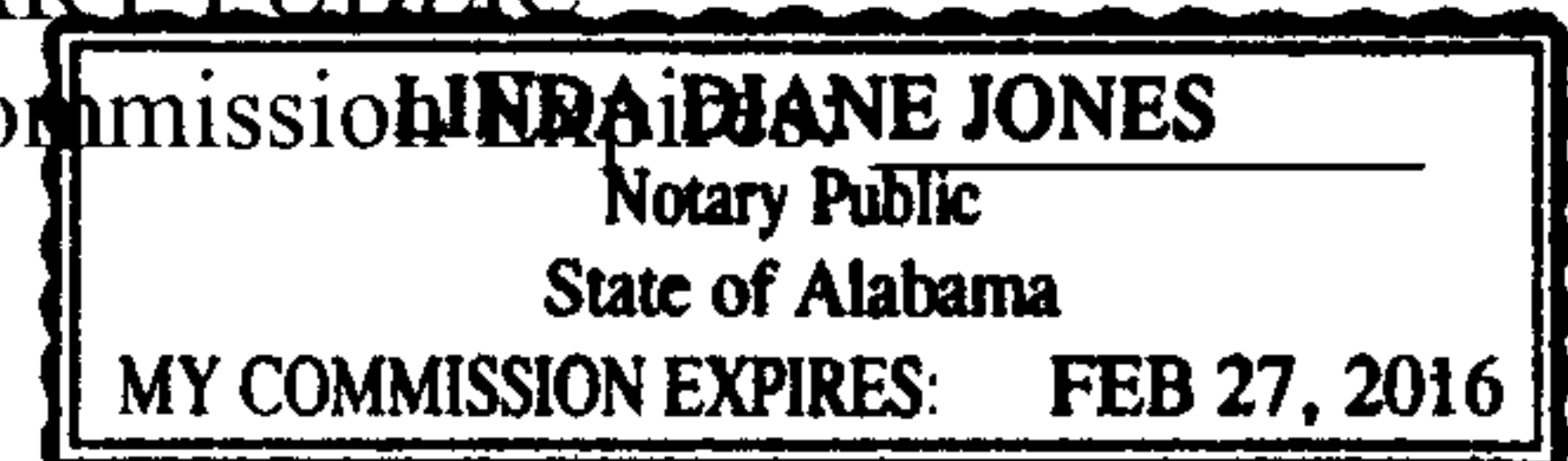
I, the undersigned notary public in and for said County and State, hereby certify that Albert Barkmann, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date

Given under my hand this the 23 day of April, 2012.



NOTARY PUBLIC

My Commission Expires:



STATE OF ALABAMA)
JEFFERSON COUNTY)

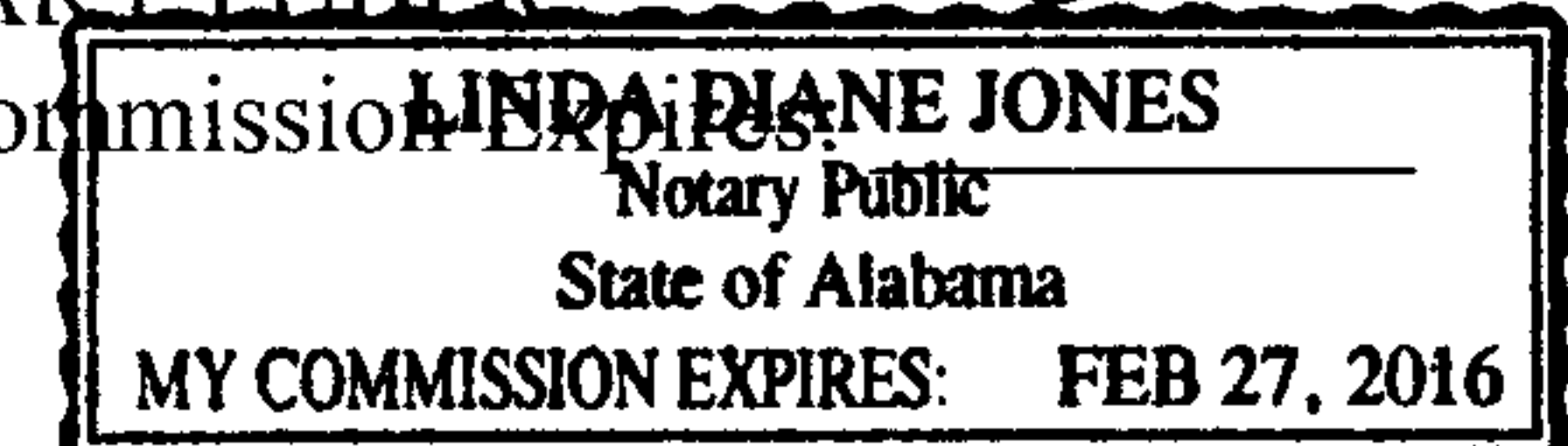
I, the undersigned notary public in and for said County and State, hereby certify that Michelle Finney, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date

Given under my hand this the 25 day of April, 2012.



NOTARY PUBLIC

My Commission Expires:




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