

This document prepared by:
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Birmingham, Alabama 35209

STATE OF ALABAMA)
)
COUNTY OF SHELBY)


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Shelby Cnty Judge of Probate, AL
05/17/2012 11:40:57 AM FILED/CERT

CERTIFICATE OF FORMATION

OF

LAVETT AIR, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10A of the Code of Alabama (1975), as amended (the “**Alabama Business and Nonprofit Entities Code**”), hereby files the following Certificate of Formation with the Judge of Probate of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in this Certificate of Formation are true and correct:

ARTICLE I **NAME AND TYPE**

The name of this limited liability company (the “**Company**”) shall be: **LAVETT AIR, LLC**. The Company is a limited liability company.

ARTICLE II **DURATION**

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Certificate of Formation and its Operating Agreement.

ARTICLE III **PURPOSES**

The nature of the business of the Company and its objects, purposes and powers are as follows:

(a) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any company may make or grant in connection therewith;

(b) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(c) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Company or by the transfer of an interest or the granting of membership in the Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(d) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Alabama Business and Nonprofit Entity Code or under the laws of any jurisdiction in which the Company may conduct its business; and

(e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Company shall be 1174 Crosscut Road, Alabaster, AL 35007, and its registered agent at such address shall be Claude Farley Lavett, Jr..

ARTICLE V **ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members upon the determination by the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VI
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by the Members and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Alabama or this Certificate of Formation.

ARTICLE VII
CONTINUATION UPON CESSATION OF MEMBER

The Members shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or this Certificate of Formation.

ARTICLE VIII
MANAGEMENT

The Company's business and operations shall be managed by a Manager. The name and mailing address of the initial Manager are as follows:

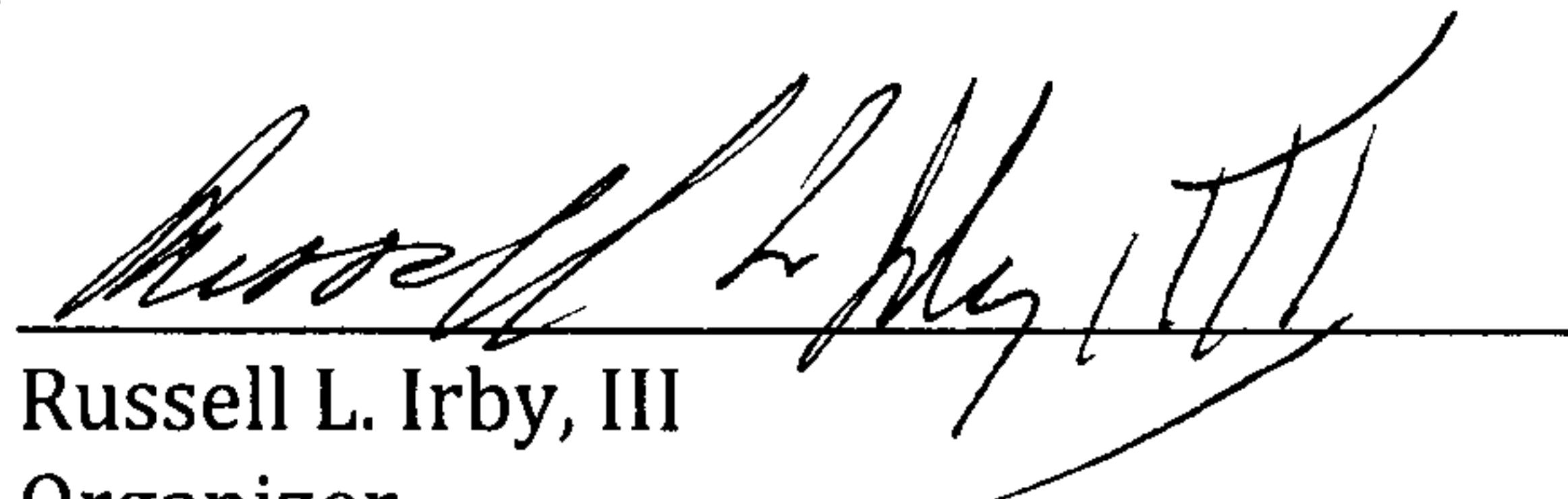
Claude Farley Lavett, Jr.
1174 Crosscut Road
Alabaster, AL 35007

ARTICLE IX
ORGANIZER

The name and address of the Organizer are as follows:

Russell L. Irby, III
Johnston Barton Proctor & Rose LLP
569 Brookwood Village, Suite 901
Birmingham, Alabama 35209

IN WITNESS WHEREOF, the undersigned organizer has executed this Certificate of Formation on this 16th day of May, 2012.


Russell L. Irby, III
Organizer

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:

Lavett Air, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Johnston Barton Proctor & Rose LLP, 569 Brookwood
Village, Suite 901, Birmingham, AL 35209 for a period of one hundred twenty
days beginning May 15, 2012 and expiring September 12, 2012.



603-391

**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 15, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State

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