

THIS INSTRUMENT PREPARED BY:

LANCE J. WILKERSON

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569 BROOKWOOD VILLAGE, SUITE 901

BIRMINGHAM, ALABAMA 35209



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Shelby Cnty Judge of Probate, AL  
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## **CERTIFICATE OF FORMATION**

### **OF**

### **DECAS GROUP, INC.**

#### **TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:**

The undersigned, acting as incorporator of a corporation under Title 10A, Chapter 2 of the Alabama Code 1975 (the "Alabama Business Corporation Law"), hereby adopts the following Certificate of Formation for such corporation:

#### **ARTICLE I**

#### **NAME OF CORPORATION**

The name of the corporation (the "Corporation") shall be:

Decas Group, Inc.

#### **ARTICLE II**

#### **OBJECTS AND PURPOSES**

The objects and purposes for which the Corporation is organized are:

1. To transact any and all lawful business for which professional corporations may be incorporated under the Alabama Business and Nonprofit Entity Code and the Alabama Professional Corporation Law, as such laws may be amended from time to time.
2. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing

this Corporation to carry on the business of banking or that of a trust company, or the business of insurance.

**ARTICLE III**  
**LOCATION OF INITIAL REGISTERED  
OFFICE AND INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation shall be 2007 Old Montgomery Highway, Suite A, Hoover, Alabama 35244, and the Corporation's initial registered agent at such address shall be Jonathan Benoit.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of capital stock that the Corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of One Cent (\$.01) par value.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is three (3), and the name and address of the persons who are to serve as the initial directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

Name:

Address:

Jonathan Benoit

2007 Old Montgomery Highway  
Suite A  
Hoover, Alabama 35244

Stephen Holliday

2007 Old Montgomery Highway  
Suite A  
Hoover, Alabama 35244

Bryan Conwill

2007 Old Montgomery Highway  
Suite A  
Hoover, Alabama 35244

**ARTICLE VI**  
**STOCK PURCHASES**

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the Corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefor.


**ARTICLE VII**  
**LIABILITY OF DIRECTORS**

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10A-2-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business and Nonprofit Entity Code, the Alabama Business Corporation Law or any successor statutes thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by such acts, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE VIII**  
**INCORPORATOR**

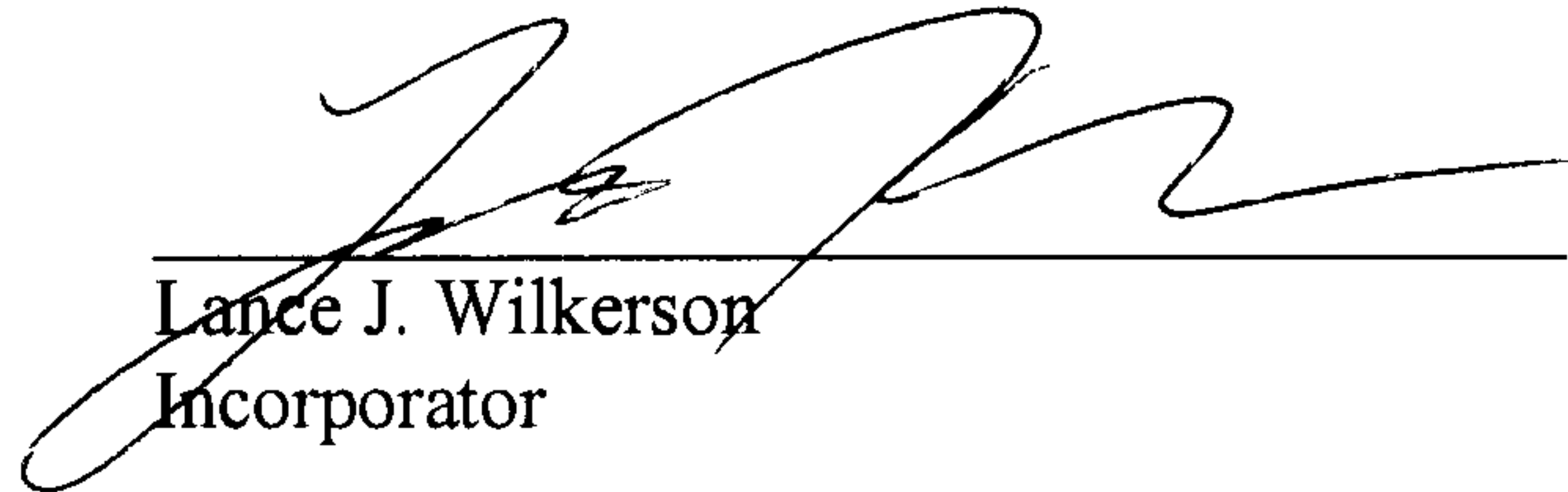
The name and address of the incorporator are as follows:


Lance J. Wilkerson  
Johnston Barton Proctor & Rose LLP  
569 Brookwood Village, Suite 901  
Birmingham, Alabama 35209

  
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**IN WITNESS WHEREOF**, the undersigned incorporator has executed this Certificate of Formation on this 17 day of May, 2012.

  
\_\_\_\_\_  
Lance J. Wilkerson  
Incorporator

  
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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:

**Decas Group, Inc.**

This domestic business corporation is proposed to be formed in Alabama and is for  
the exclusive use of Lance J. Wilkerson, 569 Brookwood Village Suite 901,  
Birmingham, AL 35209 for a period of one hundred twenty days beginning May  
11, 2012 and expiring September 8, 2012.



603-169

**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 11, 2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State



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