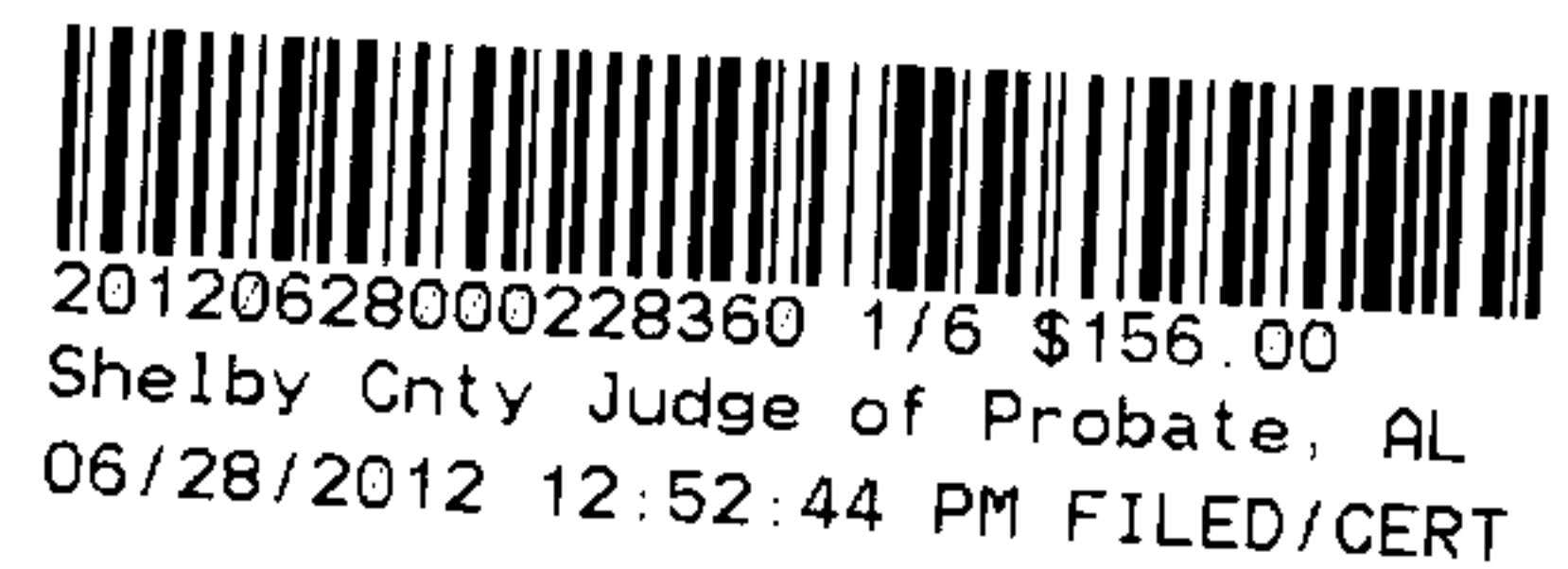


STATE OF ALABAMA

**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.**

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.



(For County Probate Office Use Only)

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):

Charles A. Stansell, CPA, L.L.C.

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)

Charles A. Stansell
1113 Independence Drive
Alabaster, Alabama 35007

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

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

1113 Independence Drive, Alabaster, AL 35007

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

4. The name of the Registered Agent: Charles A. Stansell

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

1113 Independence Drive, Alabaster, AL 35007

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

5. Purpose for which the limited liability company formed: To engage in any lawful business deemed appropriate

to execute the company's objectives; 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): Charles A. Stansell

Street (**No PO Boxes**) address of Organizer(s): 1113 Independence Drive, Alabaster, AL 35007

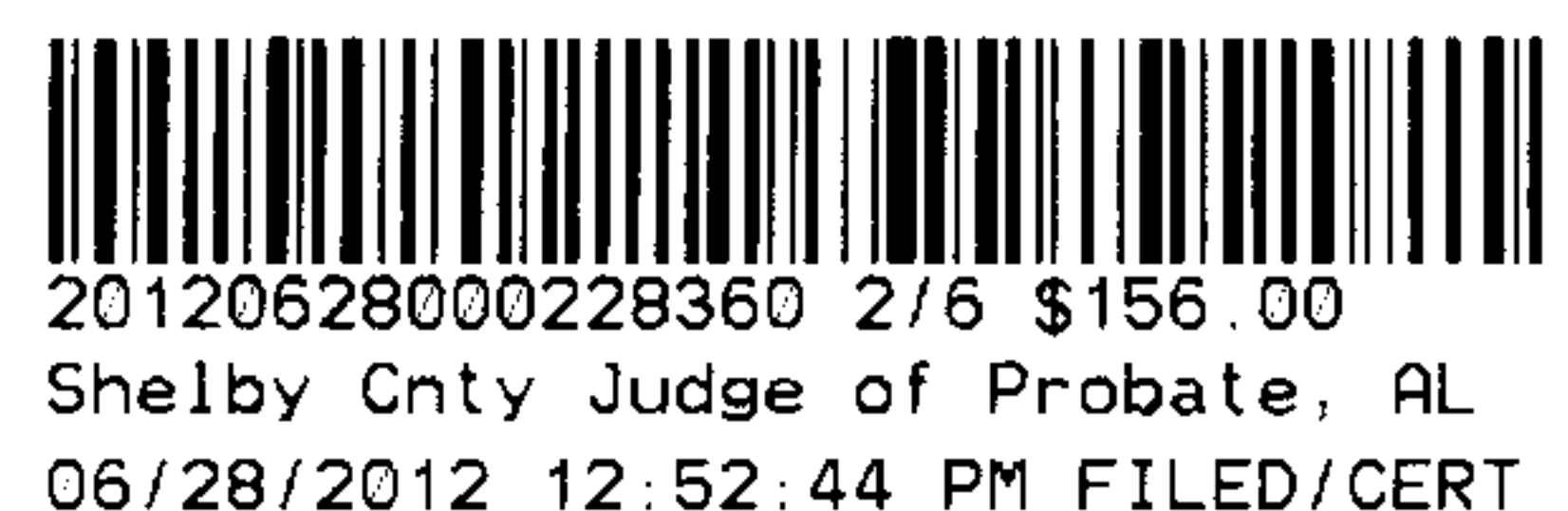
_____ Mailing address of Organizer(s) – (if different from street address): _____

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: Charles A. Stansell

Mailing address of Manager: 1113 Independence Drive, Alabaster, AL 35007



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 06 / 19 / 2012 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.

06 / 25 / 2012
Date (MM/DD/YYYY)

Charles A. Stansell
Signature as required by 10A-5-2.04

Charles A. Stansell
Typed Name of Above Signature

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

Additional members may sign (attach listing if necessary).

/ /
Date (MM/DD/YYYY)

Signature as required by 10A-5-2.04

Typed Name of Above Signature

Typed Title (Member)

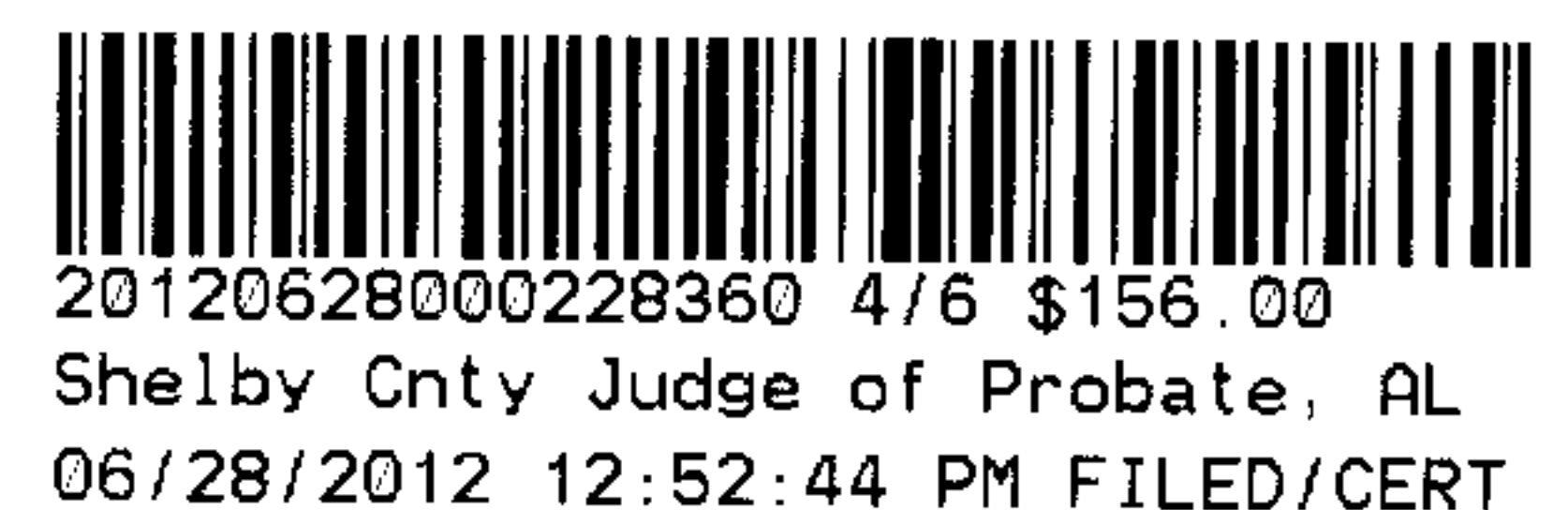
STATE OF ALABAMA)
SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
CHARLES A. STANSELL, CPA, L.L.C.**

The undersigned organizer, desiring to form a limited liability company pursuant to the laws of the State of Alabama, hereby adopts the following Articles:

1. **Name.** The name of the Limited Liability Company is: Charles A. Stansell, CPA, L.L.C.
2. **Type of Entity.** The type of entity being formed is a limited liability company.
3. **Purpose.** The purpose for which the company is organized is to conduct any and all lawful business for which Limited Liability Companies can be organized under the laws of the State of Alabama, including, but not limited to, the provision of accounting and tax services to the general public.
4. **Duration.** The duration of the Limited Liability Company shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all the members; (b) as provided in the operating agreement; or (c) as may be required by the Alabama Limited Liability Company Law.
5. **Registered Agent and Registered Office.** The location and mailing address of the initial registered office shall be 1113 Independence Drive, Alabaster, Alabama 35007, and the name of the initial registered agent at said address shall be Charles A. Stansell.
6. **Initial Members.** The names and mailing addresses of the initial members of the Limited Liability Company and their addresses are named as follows:


 Charles A. Stansell 1113 Independence Drive, Alabaster, AL 35007
7. **Admission of Additional Members.** The members of the limited liability company shall have the right to admit additional members to the limited liability company, as provided in the Operating Agreement.
8. **Initial Manager.** The name of the initial manager is Charles A. Stansell, and the address of the initial manager is 1113 Independence Drive, Alabaster, AL 35007.



9. **Organizer.** The name of the organizer is Charles A. Stansell, and the address of the organizer is 1113 Independence Drive, Alabaster, AL 35007.

I, Charles A. Stansell, residing at 1113 Independence Drive, Alabaster, AL 35007., execute these Articles of Organization dated this 19th day of June, 2012.

Charles A. Stansell
Organizer


20120628000228360 5/6 \$156.00
Shelby Cnty Judge of Probate, AL
06/28/2012 12:52:44 PM FILED/CERT

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:

Charles A. Stansell, CPA, L.L.C.

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Charles A. Stansell, 1113 Independence Drive, Alabaster, AL 35007 for a period of one hundred twenty days beginning June 25, 2012 and expiring October 23, 2012.



606-037

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.

June 25, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State



20120628000228360 6/6 \$156.00
Shelby Cnty Judge of Probate, AL
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