


This instrument was prepared by:

Stacey A. Davis, Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

CERTIFICATE OF FORMATION
OF
BELIEVE, LLC

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:


20120710000246050 1/3 \$156.00
Shelby Cnty Judge of Probate, AL
07/10/2012 04:02:01 PM FILED/CERT

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Law, CODE OF ALABAMA § 10A-5-1.01 *et seq.* (the "Act"), files these Articles of Organization ("Articles").

1. NAME. The name of the entity being organized and formed pursuant to these Articles (the "Company") is:

Believe, LLC

2. TYPE OF ENTITY. The Company is an Alabama limited liability company.

3. PURPOSES. The Company is being organized to produce and distribute the feature film currently titled "The Greatest Game", and to engage in any and all business activities related to or incidental thereto. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company and the name of its initial registered agent at that address are:

Jon Erwin
2990 Brook Highland Drive
Birmingham, Alabama 35242

5. ORGANIZER. The name and mailing address of the person who is acting as the organizer of the Company are:

Stacey A. Davis
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

6. ADDITIONAL MEMBERS. Additional members may be admitted to the Company only in accordance with the provisions of the Act and any operating agreement of the Company as such operating agreement may be amended from time to time.

7. CESSATION OF MEMBERSHIP OF ALL MEMBERS. The cessation of membership of all of the members of the Company will result in the dissolution of the Company unless, within ninety (90) days after the cessation of membership of the last member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new members.


8. MANAGEMENT. The Company shall be managed by one or more managers. The names and mailing addresses of the persons serving as the initial managers of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Jon Erwin	270 Doug Baker Boulevard Suite 700-397 Birmingham, Alabama 35242
Andrew Erwin	270 Doug Baker Boulevard Suite 700-397 Birmingham, Alabama 35242

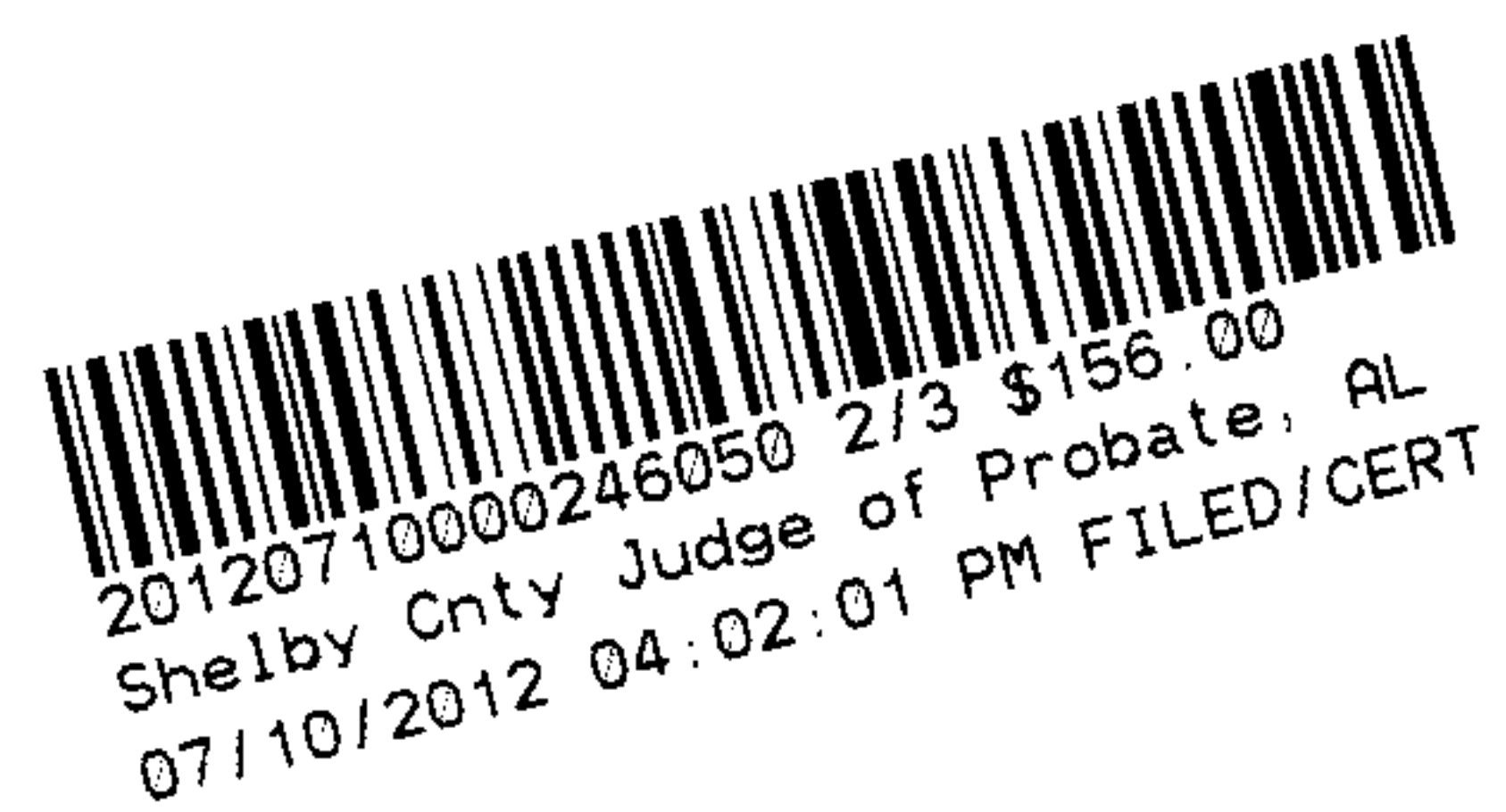
9. INDEMNIFICATION. The Company may indemnify its members, managers (if any), officers, agents and employees to the maximum extent permitted by applicable law.

10. AMENDMENT. The Company may amend, alter, change or repeal any provision in these Articles in the manner now or subsequently provided by law and any operating agreement of the Company (as such operating agreement may be amended from time to time), and all rights conferred in these Articles upon holders of membership interests are granted subject to this reservation; provided, however, no such amendment, alteration, change or repeal will be effective without approval of the members of the Company pursuant to the provisions of the Act or any operating agreement in effect on the date of any such amendment.

IN WITNESS OF THESE ARTICLES, the undersigned, acting solely as the organizer of the Company under authority of the Act and not as a member of the Company or in any other capacity, has executed these Articles of Organization on July 10, 2012.



Stacey A. Davis



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:

Believe, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Baker Donelson Bearman Caldwell & Be, 420 North
20th Street, Suite 1400, Birmingham, AL 35203 for a period of one hundred
twenty days beginning July 9, 2012 and expiring November 6, 2012.

20120710000246050 3/3 \$156.00
Shelby Cnty Judge of Probate: AL
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606-890

**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.**

July 9, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State