

CERTIFICATE OF FORMATION

OF

A-GANG MECHANICAL, LLC



20120713000252210 1/3 \$156.00
Shelby Cnty Judge of Probate, AL
07/13/2012 03:24:26 PM FILED/CERT

Pursuant to the provisions of Alabama Code §10A-1-1.01 et seq., the undersigned hereby submits the following Certificate of Formation of a Limited Liability Company.

- I. **NAME.** The name of the Limited Liability Company is A-GANG MECHANICAL, LLC (hereinafter the "Company").
- II. **DURATION.** The duration of the Company shall be perpetual.
- III. **PURPOSE.** The purpose of the Company is to own and operate a heating, air conditioning, refrigeration, and gas business, and the transaction of any and all other lawful purposes.
- IV. **LOCATION.** The location and mailing address of the Company's initial registered office is 100 Shady Hill Circle, Calera, Alabama 35040, and the name of the Company's initial registered agent at that address is Don Seiberling.
- V. **ADMISSION OF ADDITIONAL MEMBERS.** No member of the Company has the right to admit additional members, except as provided in the Company's Operating Agreement.
- VI. **MANAGEMENT.** The Company is to be managed by one or more managers, and the name and mailing address of the initial manager of the Company is:

Don Seiberling
100 Shady Hill Circle
Calera, Alabama 35040

The initial manager shall serve as manager of the company, until the members shall elect a successor, and such successor be duly qualified.

- VII. **LIMITED LIABILITY OF MEMBERS.** Except as provided by Ala. Code § 10A-5-3.02 or other applicable law, the members of the Company shall not be liable under a judgment, decree, or court order, or in any other manner, for a debt, obligation, or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent, or employee of Company.
- VIII. **CONTINUATION OF BUSINESS UPON DISSOCIATION OF A MEMBER.** If a member of the Company becomes dissociated from the Company, pursuant to this Certificate, the Operating Agreement, or by operation of law, the Company's affairs shall be


wound up, and the Company dissolved, unless the remaining members submit their unanimous written consent within ninety (90) days of dissociation, and there exists at least one remaining member.

IX. ORGANIZER. The name and address of the organizer(s) of the Company is/are:

Don Seiberling
100 Shady Hill Circle
Calera, Alabama 35040


The organizer of the Company is authorized to execute this Certificate of Formation in connection with the formation of the Company.

IN WITNESS WHEREOF, the undersigned organizer has executed this Certificate of Formation this 25th day of May, 2012.


Don Seiberling (Its Organizer)

THIS INSTRUMENT PREPARED BY:

Heather E. Ward
Engel, Hairston & Johanson, P.C.
109 North Twentieth Street
P.O. Box 11405
Birmingham, Alabama 35202


20120713000252210 2/3 \$156.00
Shelby Cnty Judge of Probate, AL
07/13/2012 03:24:26 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:

A-GANG MECHANICAL, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Heather E. Ward, P.O. Box 11405, Birmingham, AL
35202 for a period of one hundred twenty days beginning May 16, 2012 and
expiring September 13, 2012.



20120713000252210 3/3 \$156.00
Shelby Cnty Judge of Probate, AL
07/13/2012 03:24:26 PM FILED/CERT



603-467

**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 16, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State