


This Instrument Prepared By:  
Terry McElheny  
Dominick Feld Hyde, P.C.  
2121 Highland Avenue South  
Birmingham, Alabama 35205

STATE OF ALABAMA )  
:  
SHELBY COUNTY )

  
20120910000341720 1/5 \$156.00  
Shelby Cnty Judge of Probate, AL  
09/10/2012 01:12:42 PM FILED/CERT

**CERTIFICATE OF FORMATION  
OF  
HANSOM ENVIRONMENTAL PRODUCTS, LLC**

The undersigned, acting as the organizer under Chapter 5 of the Alabama Business and Nonprofit Entity Code, Ala. Code, (1975) §10A-1-1.01 *et seq.*, as the same may be amended from time to time, hereby adopts the following Certificate of Formation for **Hansom Environmental Products, LLC** (the “limited liability company”):

**ARTICLE ONE  
NAME**

The name of the limited liability company is **Hansom Environmental Products, LLC**.

**ARTICLE TWO  
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company’s operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Business and Nonprofit Entity Code.

**ARTICLE THREE  
PURPOSE**

The business of the limited liability company shall be to engage in the marketing and sale of environmental equipment, and other businesses and investments.

**ARTICLE FOUR  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office of the limited liability company is 522 Creekside Court, Helena, Alabama 35080, and the name of the initial registered agent of the limited liability company at such address is Tamara H. Hall.

**ARTICLE FIVE  
ORGANIZER**

The name and address of the organizer of the limited liability company are as follows:

<u><b>NAME</b></u>	<u><b>ADDRESS</b></u>
Terry McElheny	2121 Highland Avenue South Birmingham, Alabama 35205

**ARTICLE SIX  
INITIAL MEMBERS**

The names and mailing addresses of the initial members of the limited liability company are as follows:

<u><b>NAME</b></u>	<u><b>ADDRESS</b></u>
Hansom Environmental Products Pty, Ltd.	23 Manchester Street Dulwich Hill NSW 2203 Australia Attn: Nadia Hansom
Wallis A. Harrison	511 Creekside Court Helena, Alabama 35080
Tammy H. Hall	511 Creekside Court Helena, Alabama 35080

**ARTICLE SEVEN  
ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company

does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the sole member and the person desiring to become a member.

## **ARTICLE EIGHT CONTINUATION OF THE BUSINESS**

In the event there are no remaining members, and except as otherwise provided in the limited liability company's operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

- (a) the holders of all of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or
- (b) The legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

## **ARTICLE NINE MANAGEMENT**

The management of the limited liability company is vested in its members. The names and addresses of the initial members are as follows:

**NAME:**

Hansom Environmental Products  
Pty, Ltd.

**ADDRESS:**

23 Manchester Street  
Dulwich Hill NSW 2203  
Australia  
Attn: Nadia Hansom



Wallis A. Harrison

511 Creekside Court  
Helena, Alabama 35080

Tammy H. Hall

511 Creekside Court  
Helena, Alabama 35080

The initial members shall serve until their successors are elected and shall qualify. Subject to any provisions in the operating agreement of the limited liability company, or the provisions of the Alabama Business and Nonprofit Entity Code restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto.

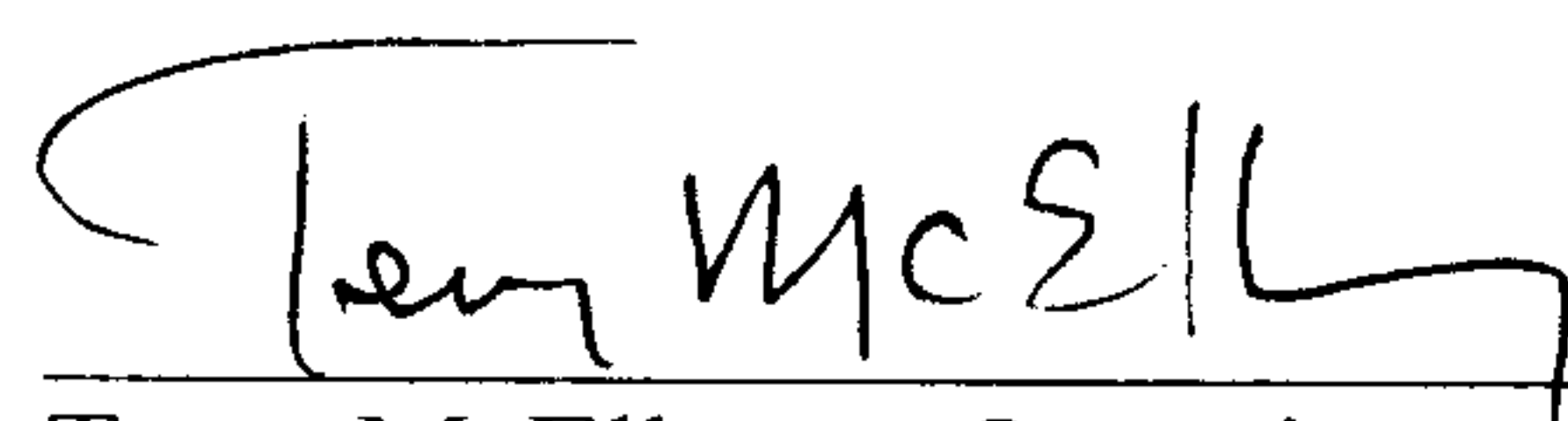
### **ARTICLE TEN AMENDMENT OF CERTIFICATE OF FORMATION**

This Certificate of Formation may be amended only by the recorded vote and written consent of the members of the limited liability company owning at least a majority of the percentage interests of all members. For purposes of this Article Ten, percentage interests of financial rights owners of the limited liability company shall not be taken into account in determining the percentage interests of the members.

### **ARTICLE ELEVEN INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT**

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Formation as the organizer, as of the 7<sup>th</sup> day of September, 2012, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.

  
Terry McElheny, 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:

**Hansom Environmental Products, LLC**

This domestic limited liability company is proposed to be formed in Alabama and  
is for the exclusive use of Terry McElheny, 2121 Highland Avenue South,  
Birmingham, AL 35205 for a period of one hundred twenty days beginning June  
15, 2012 and expiring October 13, 2012.



605-437

**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 15, 2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State

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