

STATE OF ALABAMA

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SHELBY COUNTY

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20121227000495160 1/5 \$156.00
Shelby Cnty Judge of Probate, AL
12/27/2012 02:17:11 PM FILED/CERT

**CERTIFICATE OF FORMATION
OF
BURTON REAL ESTATE, LLC**

THE UNDERSIGNED, desiring to form a limited liability company pursuant to the Alabama Limited Liability Company Act, section 10A-5-1.01 *Code of Alabama* (1975), *et seq.* (the “LLC Law”), does hereby adopt the following Certificate of Formation effective as of the 1st day of January, 2013:

ARTICLE ONE

NAME

The name of the limited liability company shall be “Burton Real Estate, LLC” (hereinafter referred to as the “Company”).

ARTICLE TWO

DURATION

The period of duration of the Company shall be perpetual, unless sooner terminated, as may be provided in the Company's Operating Agreement.

ARTICLE THREE

PURPOSES AND POWERS

The purposes for which the Company is formed are to acquire, hold, manage, promote, improve, repair, lease, operate, buy, and sell real and personal property, which shall include the erection, construction, repairing, and alteration of all manner of buildings; to contract for the acquisition, holding, managing, improving, repairing, leasing, operating, buying, and selling of real and personal property; to purchase, buy, sell, or exchange real and personal property or any interest therein, and to join with others in the acquisition, holding, managing, promoting, improving, repairing, leasing, operating, buying, and selling of real and personal property; to execute leases, whether as lessee or lessor; to buy, lease, and otherwise acquire lands and interests in land of every kind and description, wherever situated; to buy, lease, and otherwise acquire, and to construct and erect buildings and structures and other improvements in and on such lands for any use and purpose; to enter into and perform contracts, agreements and undertakings of any kind in connection with any or all of the foregoing purposes, as well as to transact any and all lawful business for which limited liability companies may be formed under the LLC Law, as from time to time amended.

The Company shall have all powers necessary for the effectuation and accomplishment of the specific purposes for which the Company is formed and, without limiting the generality of the foregoing, the Company shall also have all other powers as set forth in section 10A-5-1.03 *Code of Alabama* (1975), as in effect from time to time, as well as such other powers as may be granted to limited liability companies by the State of Alabama or by such other jurisdictions in which the Company may be conducting business from time to time.


ARTICLE FOUR

REGISTERED OFFICE AND AGENT

The location and street address of the Company's initial registered office is 320 County Road 304, Calera, AL 35040. The name of the Company's initial registered agent at such address is William Clayton Burton.

ARTICLE FIVE

MEMBERSHIP



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The name and address of the sole Initial Member of the Company are:

<u>Name</u>	<u>Address</u>
William Clayton Burton	320 County Road 304 Calera, AL 35040

Additional members may be admitted upon the approval of the Initial Member in accordance with such other terms, conditions, and procedures as shall be imposed in the Company's Operating Agreement, as amended from time to time.

ARTICLE SIX

COMPANY OWNERSHIP OF BUSINESS PROPERTY

All business property of the Company shall be owned by the Company. All title shall be held in the Company's name unless otherwise agreed upon by the Member, and any future members, in writing. Each Member hereby acknowledges that he, she, or it has no right to require partition of such business property.

The funds of the Company shall be deposited in such bank account or accounts, or invested in such interest-bearing and non-interest-bearing investments, as shall be determined by the Manager. All withdrawals from any such bank accounts shall be made by the duly authorized agent or agents of the Company. Company funds and assets shall be held in the name of the Company and shall not be commingled with those of any Member, nor with those of any other person or entity.

ARTICLE SEVEN

NO MEMBER LIABILITY FOR COMPANY OBLIGATIONS

The formation and operation of the Company shall not be construed to obligate the Initial Members, as well as any and all future members, of the Company for any liability, or claim of creditors, of the Company, unless such liabilities and claims shall first have been previously guaranteed personally by such Members.

Except as otherwise required in the Act, no Member shall have any liability to restore any portion of a deficit balance in the Member's capital account, for purposes of personally satisfying any claim of a creditor of the Company, other than a Member's obligation to pay his, her, or its initial capital contribution and any additional capital contributions as may have been agreed to in a writing obligating a Member to the Company for such amounts.

ARTICLE NINE

CONTINUATION OF BUSINESS


Upon the occurrence of there being no Member of the Company, the Company shall be dissolved. Notwithstanding the foregoing, the then remaining holders of all financial interests and rights in the Company shall have the opportunity to continue the legal existence and business of the Company by the appointment of one or more new members upon an affirmative vote by the holders of all such interests and rights, or as otherwise may be provided in the Company's Operating Agreement, once adopted.

ARTICLE TEN

MANAGEMENT

The management of the Company shall be vested in its manager, who shall initially be William Clayton Burton, whose address is 320 County Road 304, Calera, AL 35040.

[THE REMAINDER OF THIS PAGE 3 INTENTIONALLY LEFT BLANK.]


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In witness whereof, I, the undersigned, being the organizer of the Company, have hereunto set my hand and seal on this 27th day of December, 2012.

ORGANIZER:

William Clayton Burton
William Clayton Burton


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I, the undersigned authority, a Notary Public in and for the State of Alabama at Large, hereby certify that William Clayton Burton, whose name is signed to the foregoing instrument as organizer of Burton Real Estate, LLC, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily and in such capacity on the day the same bears date.

Given under my hand and official seal this 27 day of December, 2012.

Loray M. Laman
Notary Public
My Commission Expires: 1-11-14

This Instrument was prepared by:
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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:

Burton Real Estate, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Steven M. Wyatt , P. O. Box 1939 , Tuscaloosa, , AL
35403 for a period of one hundred twenty days beginning December 26, 2012 and
expiring April 26, 2013.



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**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.**

December 26, 2012

Date

Beth Chapman

617-310

Beth Chapman

Secretary of State