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Shelby Cnty Judge of Probate, AL
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This instrument prepared by:
J. Vincent Swiney, II
Townes & Woods, PC
717 Kerr Drive, P.O.Box 96
Gardendale, Alabama 35071

CERTIFICATE OF FORMATION
OF
THINKGARD, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10A, Chapter 5 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Law"), hereby files the following Certificate of Formation with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in this Certificate of Formation are true and correct:

ARTICLE I
NAME

The name of this limited liability company (the "Limited Liability Company") shall be:

ThinkGard, LLC

ARTICLE II
DURATION

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Certificate of Formation or Operating Agreement.

ARTICLE III
PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

- (a) To provide backup and disaster recovery services and all related activities;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV
REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Limited Liability Company shall be 303 Quail Ridge Court, Helena, Alabama 35080, and its registered agent at such address shall be Paul Franks.

ARTICLE V
MEMBERS

The name and address of the initial members (the "Member" and all of the members collectively, the "Members") of the Limited Liability Company are:

<u>MEMBER</u>	<u>ADDRESS</u>
Paul Franks	303 Quail Ridge Court, Helena, Alabama 35080
Kevin Fuller	2404 Ashland Drive, Hoover, Alabama 35226

ARTICLE VI
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous consent of the Members.

ARTICLE VII
OPERATING AGREEMENT

The Operating Agreement of the Limited Liability Company, if one is adopted, shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the regulation of the internal affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles. The Operating Agreement may include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interest, dissolution, accounting and records, the tax matters partner and indemnification. Those provisions together with any other provisions included in the Operating Agreement are hereby incorporated by reference.

ARTICLE VIII
DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Limited Liability Company.

ARTICLE IX
MANAGEMENT

Management is vested in the Members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned Members have executed this Certificate of Formation on this the 18 day of April, 2013.



Paul Franks, Managing Member



Kevin Fuller, Member



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:

ThinkGard, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Alan K. Bellenger, Post Office Box 96, Gardendale, AL 35071 for a period of one hundred twenty days beginning April 2, 2013 and expiring August 1, 2013.



624-381

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.

April 2, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State

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