

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION

PURPOSE: In order to form a limited liability company (LLC) under Section 10A-1-3.05 and 10A-5-2.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the entity's initial registered office is located. **The information required in this form is required by Title 10A.**


20130621000256310 1/5 \$156.00
Shelby Cnty Judge of Probate, AL
06/21/2013 03:50:04 PM FILED/CERT

(For County Probate Office Use Only)

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the limited liability company's (LLC) registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your entity will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

The information completing this form must be typed or laser printed.

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC," and comply with Code of Alabama, Title 10A-1-5.06):

Oak Environmental Services, LLC

2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached [proves name reservation under 10A-1-4.02(f)].**

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Walt Henley
830 Valley View Road
Indian Springs, AL 35124-3651

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

3. Street (**No PO Boxes**) address of principal office of the limited liability company (LLC):

830 Valley View Road, Indian Springs, AL 35124-3651

Mailing address of principal office (if different from street address):

same as above

4. The name of the Registered Agent: Walt Henley

Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):

same as above

Mailing address of Registered Agent (if different from street address):

same as above

5. Purpose for which the limited liability company formed: to provide environmental consulting services

_____; the purpose includes the transaction of any lawful business for which limited liability companies may be organized in Alabama under Title 10A, Chapter 5 of the Code of Alabama.

6. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

7. The name(s) of the Organizer(s): Walt Henley

Street (**No PO Boxes**) address of Organizer(s): 830 Valley View Road, Indian Springs, AL 35124-3651

Mailing address of Organizer(s) – (if different from street address): same as above

Attach a listing if more Organizers need to be added.

8. If the limited liability company is to be managed by one or more managers, give the number of managers 1 and the names and mailing addresses of the manager or managers who are to serve as managers until their successors are elected and begin serving:

Manager's Name: Walt Henley

Mailing address of Manager: 830 Valley View Road, Indian Springs, AL 35124-3651

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

Manager's Name: not applicable

Mailing address of Manager: _____

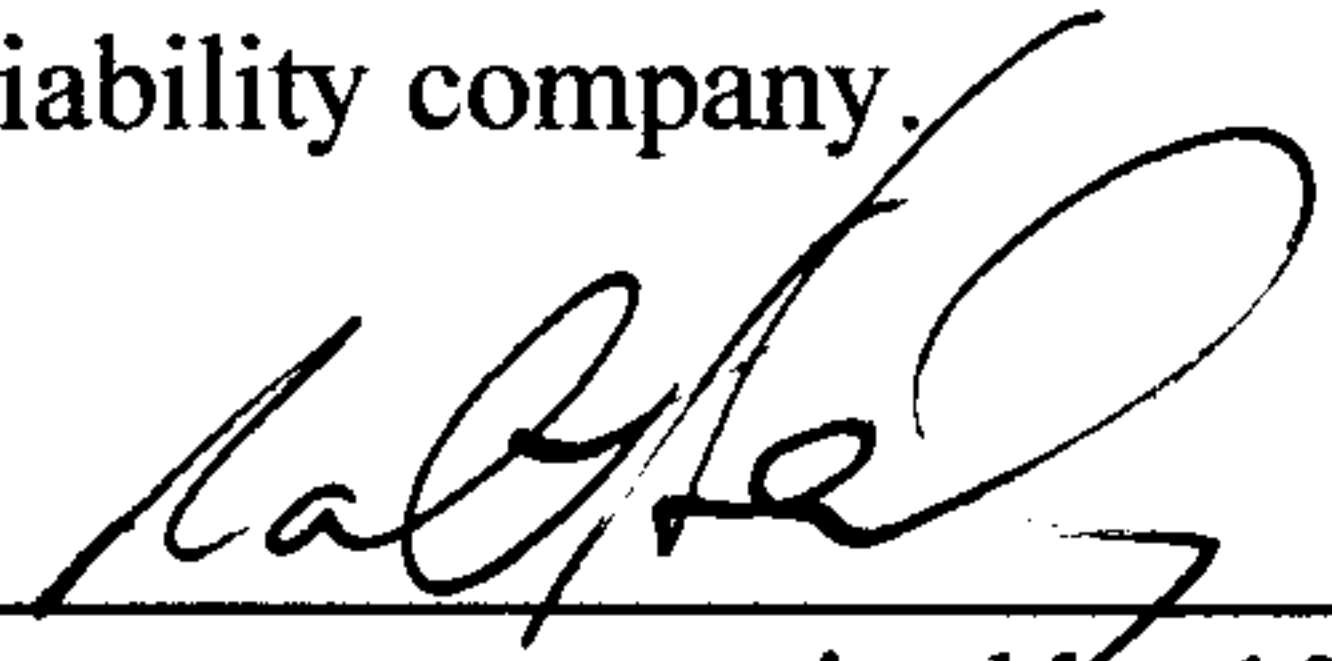
Attach listing if more Managers need to be added.

9. The right, if given, of the member or members to admit additional members, and the terms and conditions of the admission are attached.
10. The circumstances, if any, under which the cessation of membership of one or more members will result in dissolution of the limited liability company are attached.
11. The filing of the limited liability company is effective immediately on the date filed by the judge of probate or at the later date specified in this filing (no more than 90 days after date of signing). 10A-1-4.12

The undersigned specify ____ / ____ / ____ as the effective date (must be later than the date filed in the office of the county judge of probate, but not more than 90 days after the date of signing).

☐ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or affairs of the limited liability company.

06 / 19 / 2013
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Walt Henley
Typed Name of Above Signature

Member
Typed Title (Member, Organizer or Attorney-in-fact)

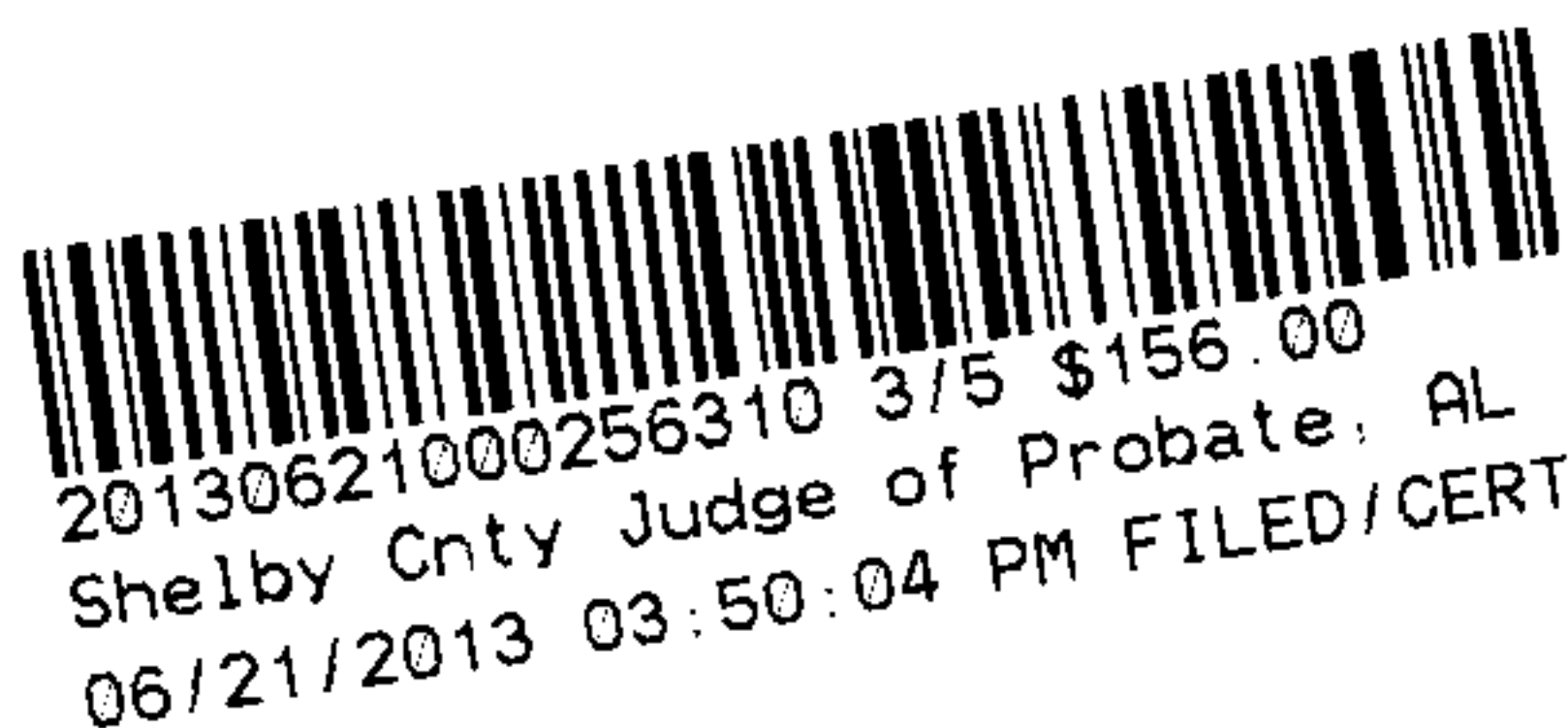
Additional members may sign (attach listing if necessary).

/ /
Date (MM/DD/YYYY)

Signature as required by 10A-5-2.04

Typed Name of Above Signature

Typed Title (Member)



6.2 Meetings. Regular or annual meetings of the Members are not required but may be held at such time and place as the Members deem necessary or desirable for the reasonable management of the Company.

Written notice shall be given not less than 10 days or more than 60 days before the date of the meeting to each Member entitled to vote at the meeting.

In any instance in which the approval of the Members is required under this agreement, such approval may be obtained in any manner permitted by Alabama law, including by conference telephone or similar communications equipment. Notice to any meeting may be waived with a signed waiver. In addition, any action which could be taken at a meeting can be approved without a meeting and without notice if a consent in writing, stating the action to be taken, is signed by the holders of the minimum Membership Interest needed to approve the action.

ARTICLE 7: WITHDRAWAL AND TRANSFERS OF MEMBERSHIP INTERESTS

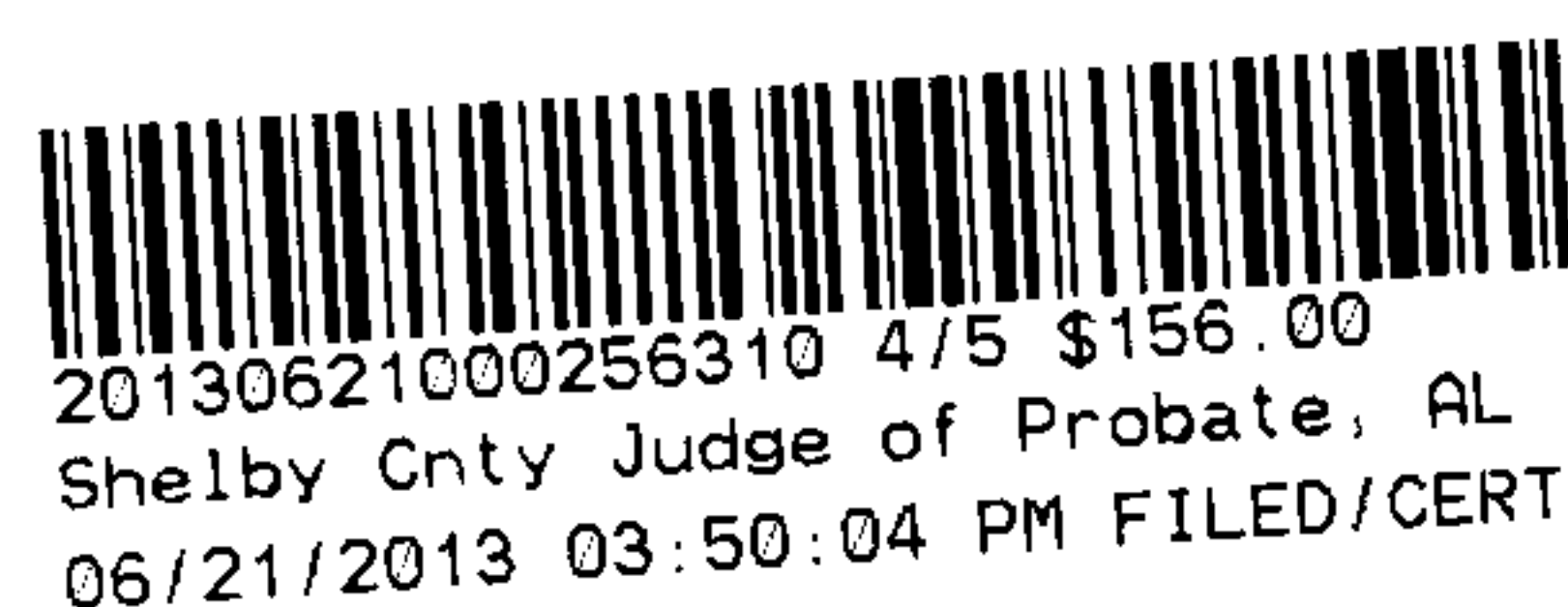
7.1 Withdrawal. A Member may withdraw from the Company prior to the dissolution and winding up of the Company with the unanimous consent of the other Members, or if such Member transfers or assigns all of his or her Membership Interests pursuant to Section 7.2 below. A Member which withdraws pursuant to Section 7.1 shall be entitled to a distribution in an amount equal to such Member's capital Account.

7.2 Restrictions on Transfer. A Member may transfer Membership Interests to any other person without the consent of any other Member. A person may acquire Membership Interests directly from the Company upon the written consent of all Members. A person which acquires Membership Interests in accordance with this section shall be admitted as a Member of the Company after the person has agreed to be bound by the terms of this operating agreement by executing a consent in the form of Exhibit C.

ARTICLE 8: DISSOLUTION AND WINDING UP

8.1 Dissolution. The Company shall be dissolved upon the first to occur of the following events:

- a) The vote of Members holding all of the outstanding Membership Interests to dissolve the Company.
- b) Entry of a decree of judicial dissolution under Section 10-12-38 of the Alabama Limited Liability Company Act.
- c) At any time there are no Members, provided that the Company is not dissolved and is not required to be wound up if, within 90 days after the occurrence of the event that terminated the continued membership of the last remaining Member, the legal representative of the last remaining Member agrees in writing to continue the Company and to the admission of the legal representative of such Member or its assignee to the Company as a Member, effective as of the occurrence of the event that terminated the continued membership of the last remaining 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**

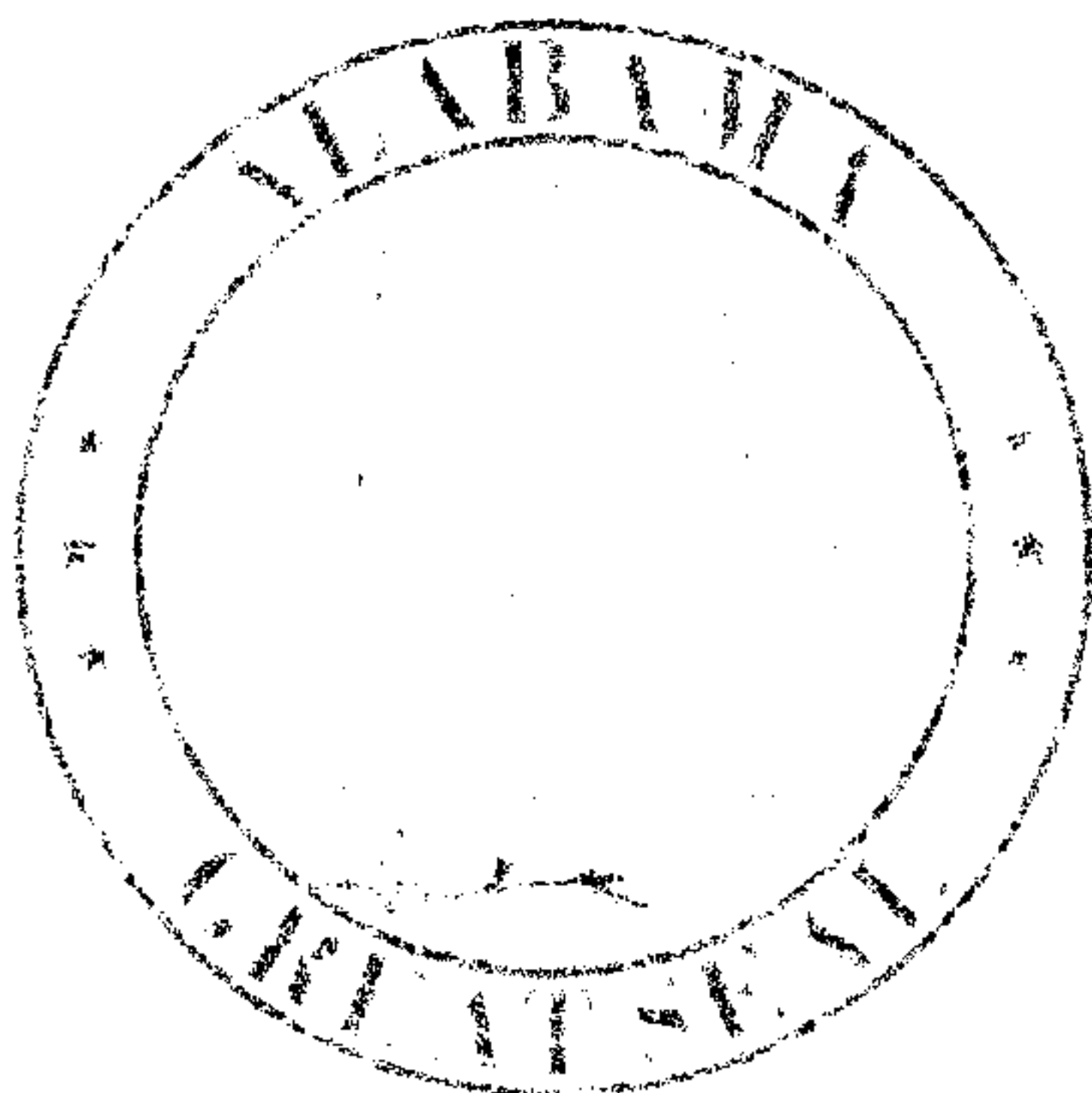
pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Oak Environmental Services, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Walt Henley, 830 Valley View Road, Indian Springs,
AL 35124-3651 for a period of one hundred twenty days beginning June 17, 2013
and expiring October 16, 2013.



20130621000256310 5/5 \$156.00
Shelby Cnty Judge of Probate, AL
06/21/2013 03:50:04 PM FILED/CERT



**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 17, 2013

Date

Beth Chapman

629-589

Beth Chapman

Secretary of State