


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.**


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Shelby Cnty Judge of Probate, AL
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(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):

C & S Staffing, 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)

L. Griffin Tyndall, Esq.
The Tyndall Firm, LLC
One Chase Corporate Center, Suite 400
Birmingham, Alabama 35244

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

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

10 Inverness Center Parkway, Suite 425, Birmingham, Alabama 35242

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

4. The name of the Registered Agent: C.J. Guercio

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

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

5. Purpose for which the limited liability company formed: Employment and staffing services and services related thereto; 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): C.J. Guercio; Stephanie Romano Hamer

Street (**No PO Boxes**) address of Organizer(s): 10 Inverness Center Parkway, Suite 425, Birmingham,

Alabama 35242 Mailing address of Organizer(s) – (if

different from street address): _____

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 one (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: C.J. Guercio

Mailing address of Manager: 10 Inverness Center Parkway, Suite 425, Birmingham, Alabama 35242



DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

Manager's Name: _____

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 04 / 01 / 2013 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.

03 / 27 / 2013
Date (MM/DD/YYYY)

C. J. Guercio
Signature as required by 10A-5-2.04

C.J. Guercio
Typed Name of Above Signature

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

Additional members may sign (attach listing if necessary).

03 / 27 / 2013
Date (MM/DD/YYYY)

Stephanie Romano Hamer
Signature as required by 10A-5-2.04

Stephanie Romano Hamer
Typed Name of Above Signature

Member
Typed Title (Member)

ARTICLES OF ORGANIZATION

OF

C & S STAFFING, LLC

Pursuant to the provisions of Section 10A-5-1.01, *et seq.*, of the Code of Alabama (1975), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is C & S Staffing, LLC (the "Company").

ARTICLE II

Duration

The Company shall have perpetual duration unless it is dissolved and its affairs are wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Company Agreement.

ARTICLE III

Purposes

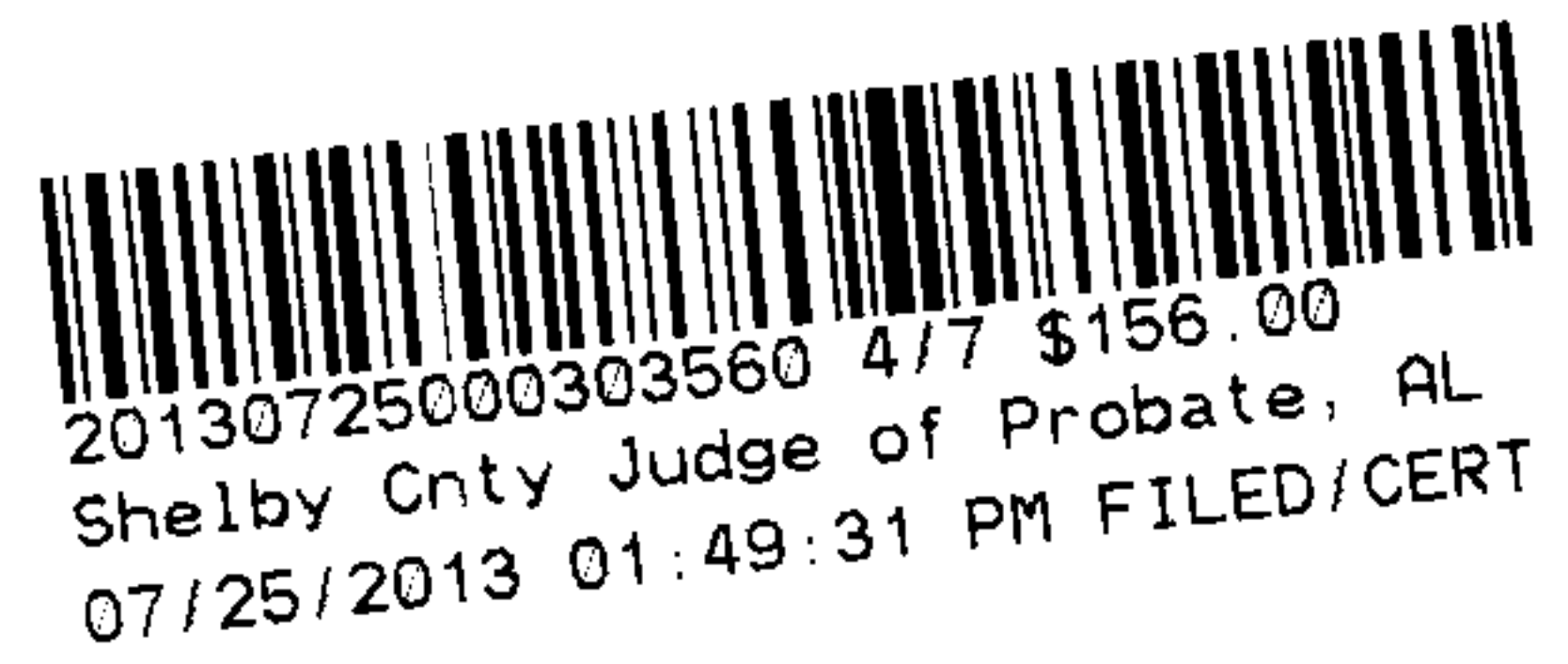
The purposes for which the Company is formed are:

- (a) To carry on the business of providing employment and staffing services and such other services related thereto;
- (b) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office and the name of the initial registered agent of the Company at such office shall be:



Charles Justin Guercio
10 Inverness Center Parkway, Suite 425
Birmingham, Alabama 35242

ARTICLE V

Initial Members; Organizers

The names and mailing addresses of the Initial Members are:

Charles Justin Guercio
10 Inverness Center Parkway, Suite 425
Birmingham, Alabama 35242

Stephanie Romano Hamer
10 Inverness Center Parkway, Suite 425
Birmingham, Alabama 35242

The named and mailing addresses of the Organizers of the Company are:

Charles Justin Guercio
10 Inverness Center Parkway, Suite 425
Birmingham, Alabama 35242

Stephanie Romano Hamer
10 Inverness Center Parkway, Suite 425
Birmingham, Alabama 35242

ARTICLE VI

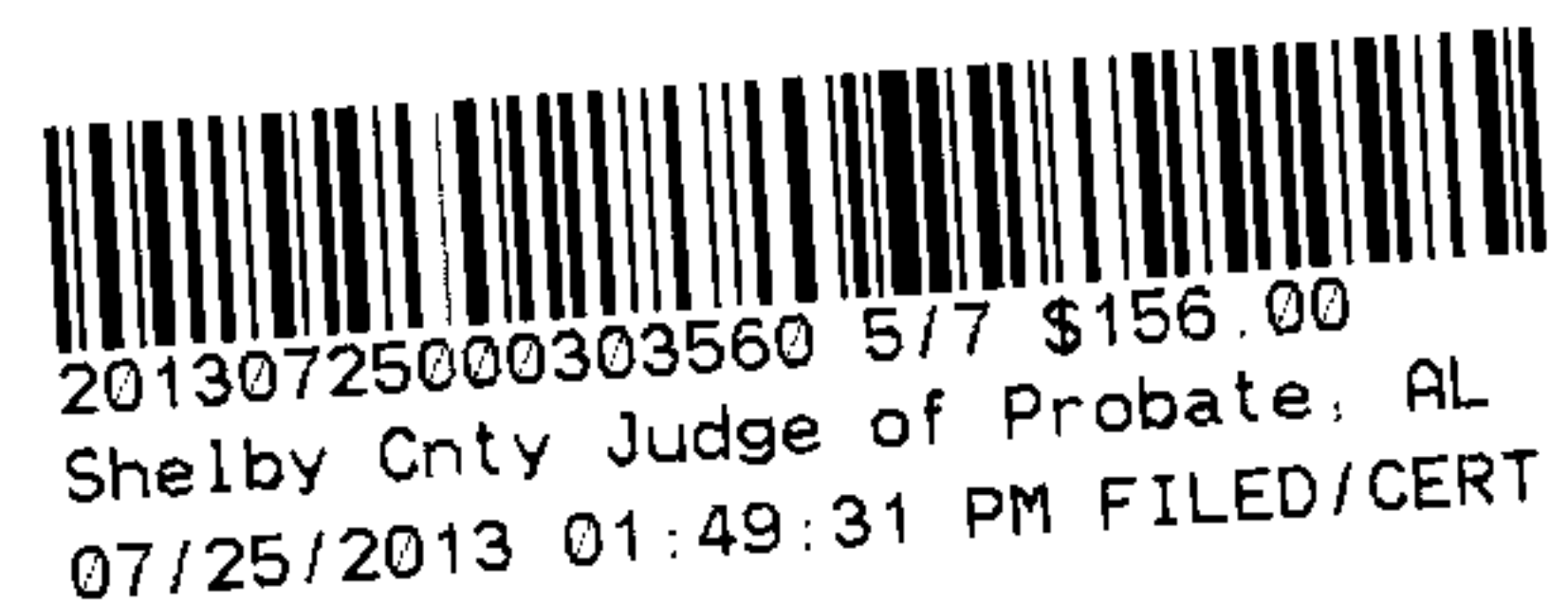
Admission of Additional Members

Additional members may be admitted in accordance with the terms of the Operating Agreement of the Company.

ARTICLE VII

Dissolution by Reason of Cessation of Membership

The cessation of membership of one (1) or more members of the Company will not result in the dissolution of the Company.



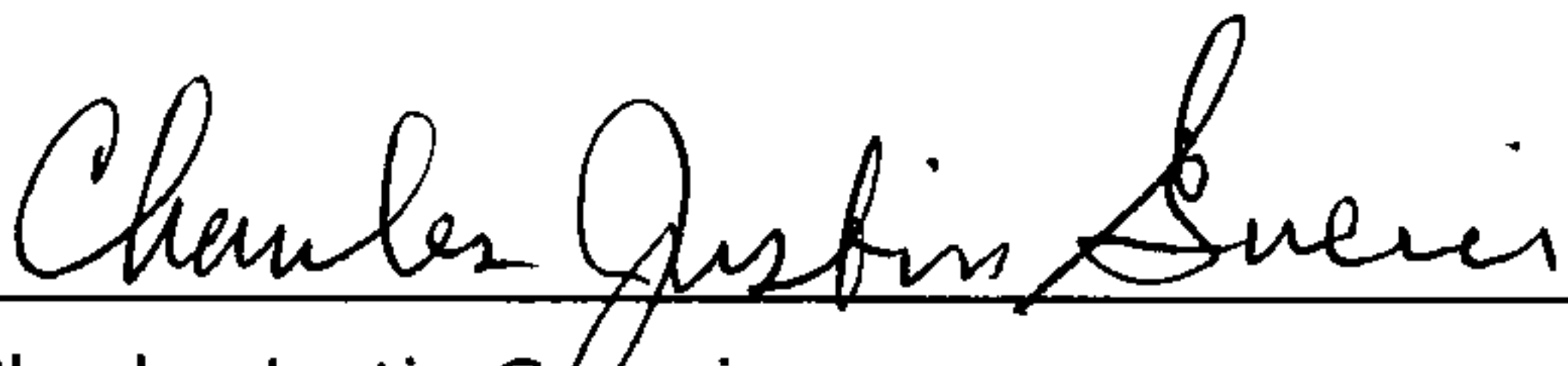
ARTICLE VIII

Manager

The Manager of the Company shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The name and address of the initial Manager of the Company, and who shall serve until his successor is elected and begins serving is:

Charles Justin Guercio
10 Inverness Center Parkway, Suite 425
Birmingham, Alabama 35242


IN WITNESS WHEREOF, these Articles have been subscribed as of the 25th day of July, 2013, by the undersigned, as one of its Organizers, who affirms that the statements made herein are true under the penalties of perjury.



Charles Justin Guercio

This Document Prepared By:

L. Griffin Tyndall, Esq.
The Tyndall Firm, LLC
One Chase Corporate Center, Suite 400
Birmingham, Alabama 35244


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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:

C & S Staffing, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of C.J. Guercio, 10 Inverness Center Pkwy, Suite 425,
Birmingham, AL 35242 for a period of one hundred twenty days beginning March
27, 2013 and expiring July 26, 2013.



624-002

**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.**

March 27, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State

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