

**CERTIFICATE OF FORMATION  
OF  
FLUID AIR SYSTEMS, LLC**

20130802000315290 1/3 \$158.00  
Shelby Cnty Judge of Probate, AL  
08/02/2013 02:04:46 PM FILED/CERT

THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Law, as the same now exists or as may hereafter be amended (the “Law”), does hereby adopt the following Certificate of Formation:

**ARTICLE I.**

The name of the Company is “Fluid Air Systems, LLC” (the “Company”).

**ARTICLE II.**

The purposes for which the Company is formed are:

- (a) To engage in the business of selling commercial and industrial parts, equipment and supplies.
- (b) To transact any lawful business for which limited liability companies may be organized under the Law.

**ARTICLE III.**

The existence of the Company shall commence on the date of the filing of this Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, and shall be terminated upon the earlier to occur of (i) the written consent of all the members to terminate the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the Law.

**ARTICLE IV.**

The street address of the initial registered office of the Company is 3504 Wyngate Trace Birmingham, Alabama 35242. The name of the initial registered agent at the said registered office is David Lee Goodnight.

**ARTICLE V.**

The name of the Organizer is Anthony C. Willoughby, Esq., at Dominick Feld Hyde, 1130 22<sup>nd</sup> Street South, Suite 4000, Birmingham, Alabama 35205.

**ARTICLE VI.**

The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.

**ARTICLE VII.**

The cessation of membership of one or more members will result in termination of the Company

if there are no remaining members, unless the legal existence and business of the Company is continued and one or more new members is appointed in the manner provided in the Operating Agreement.

### ARTICLE VIII.

The name and mailing address of the initial member of the Company are as follows:

David Lee Goodnight

3504 Wyngate Trace  
Birmingham, AL 35242

### ARTICLE IX.

The Company shall be managed by one or more managers. The name and address of the initial manager of the Company are as follows:

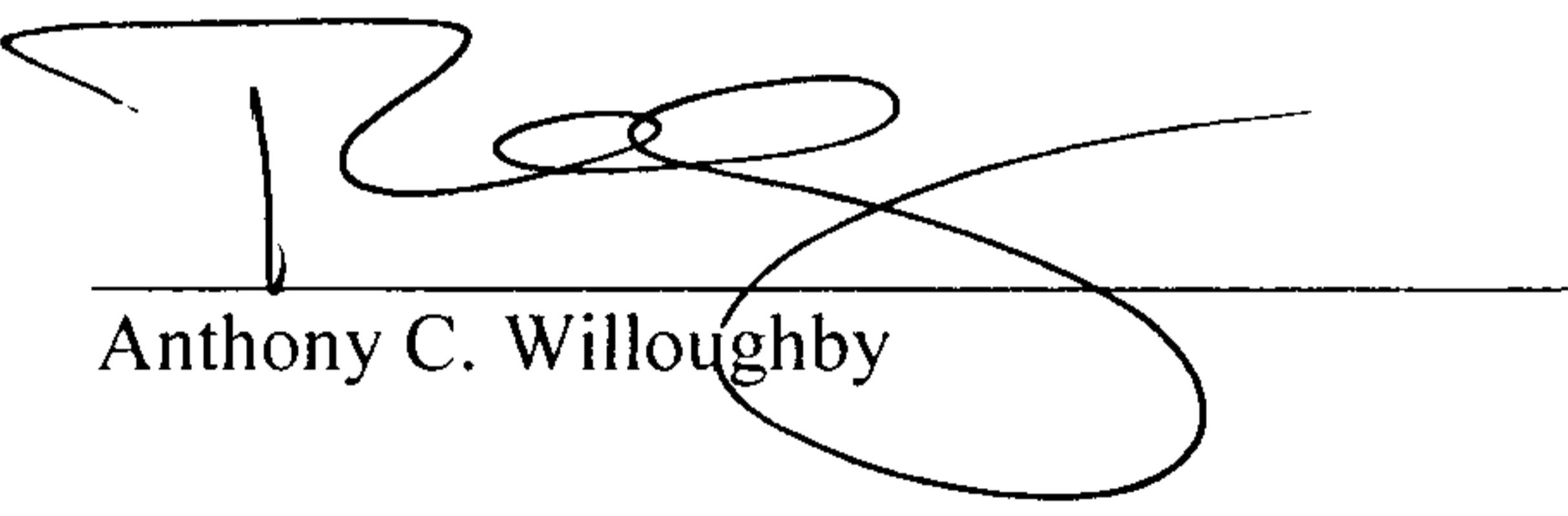
Lee Goodnight

3504 Wyngate Trace  
Birmingham, AL 35242

### ARTICLE X.

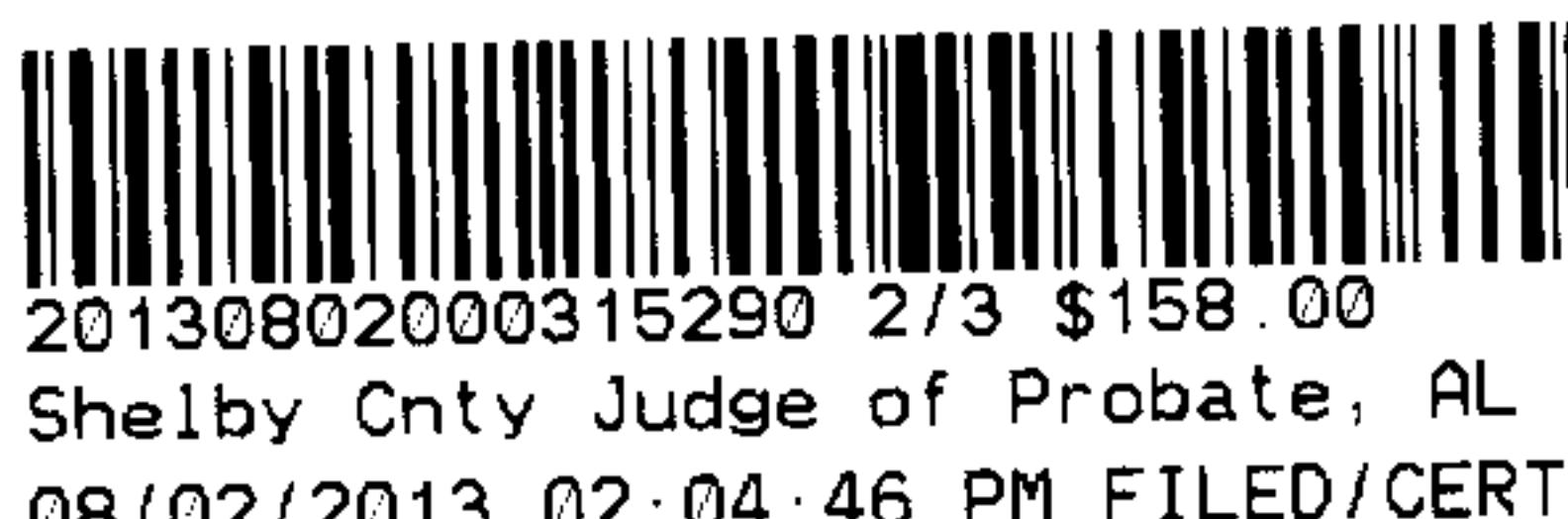
The Company has the same powers as an individual to take action and do all things necessary or convenient to carry out its business and affairs, except as otherwise provided by the Alabama Limited Liability Company Law or the Company's governing documents, including without limitation, all entity powers provided in Sections 10A-1-2.11, 10A-1-2.12 and 10A-1-2.13 of the Law. It is hereby expressly provided that the foregoing reference to entity powers shall not be held to limit or restrict in any manner the powers of the Company otherwise granted by law.

IN WITNESS WHEREOF, the undersigned Organizer does hereby make this Certificate of Formation and does hereby affirm that the facts stated herein are true, and accordingly signs this Certificate of Formation this 31st day of July, 2013.



Anthony C. Willoughby

This instrument prepared by:  
Anthony C. Willoughby, Esq.  
Dominick Feld Hyde, P.C.  
1130 22<sup>nd</sup> Street South  
Ridge Park, Suite 4000  
Birmingham, Alabama 35205



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:

**Fluid Air Systems, LLC**

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Anthony C. Willoughby, 1130 22nd Street S, #4000, Birmingham, AL 35205 for a period of one hundred twenty days beginning July 31, 2013 and expiring November 29, 2013.



632-523

**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.**

July 31, 2013

Date

*Beth Chapman*

**Beth Chapman**

**Secretary of State**



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