

This Instrument Prepared By:
James C. Reilly, Esquire
Dominick Feld Hyde, P.C.
1130 22nd Street South
Ridge Park – Suite 4000
Birmingham, AL 35205

STATE OF ALABAMA)
:
SHELBY COUNTY)


20130806000320280 1/5 \$158.00
Shelby Cnty Judge of Probate, AL
08/06/2013 02:44:00 PM FILED/CERT

CERTIFICATE OF FORMATION OF PHARMSOUTH REALTY, LLC

The undersigned, acting as the organizer under Chapter 5 of the Alabama Business and Nonprofit Entity Code, Ala. Code, (1975) §10A-1-1.01 *et seq.*, as the same may be amended from time to time, hereby adopts the following Certificate of Formation for **PharmSouth Realty, LLC** (the “limited liability company”):

ARTICLE ONE NAME

The name of the limited liability company is **PharmSouth Realty, LLC**.

ARTICLE TWO PERIOD OF DURATION

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company’s operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Business and Nonprofit Entity Code.

ARTICLE THREE PURPOSE

The business of the limited liability company shall be to engage in the business of real estate, and to transact any lawful business for which limited liability companies may be organized under the law.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office of the limited liability company is 85 Burnham Street, Birmingham, Alabama, 35242, and the name of the initial registered agent of the limited liability company at such address is Jeremy H. Johnsey.

ARTICLE FIVE
ORGANIZER

The name and address of the organizer of the limited liability company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James C. Reilly	1130 22 nd Street South Ridge Park, Suite 4000 Birmingham, Alabama 35205

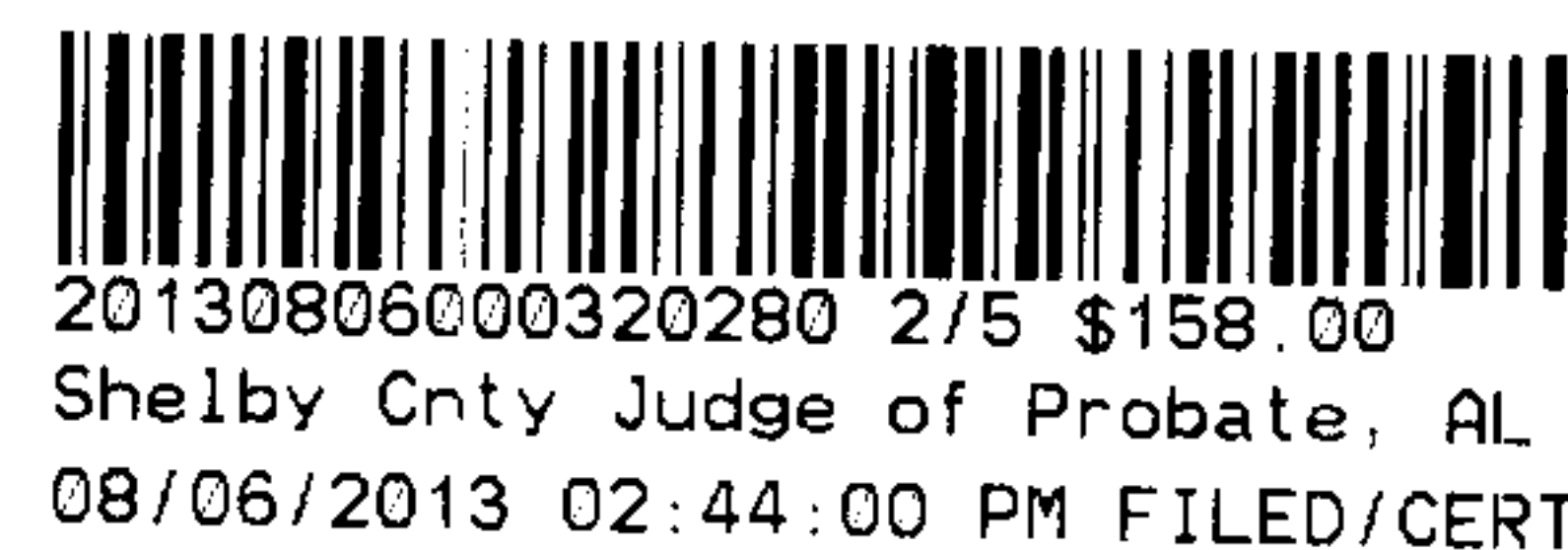
ARTICLE SIX
INITIAL MEMBER

The name and mailing address of the initial member of the limited liability company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeremy H. Johnsey	85 Burnham Street Birmingham, Alabama 35242

ARTICLE SEVEN
ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members



at such times and upon such terms and conditions as may be mutually agreed upon by the sole member and the person desiring to become a member.

ARTICLE EIGHT CONTINUATION OF THE BUSINESS

In the event there are no remaining members, and except as otherwise provided in the limited liability company's operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

- (a) the holders of all of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or
- (b) The legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

ARTICLE NINE MANAGEMENT

The management of the limited liability company is vested in its members. The name and address of the initial member are as follows:

NAME:

Jeremy H. Johnsey

ADDRESS:

85 Burnham Street
Birmingham, Alabama 35242

The initial member shall serve until his successor(s) are elected and shall qualify. Subject to any provisions in the operating agreement of the limited liability company, or the provisions of the Alabama Business and Nonprofit Entity Code restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto.

ARTICLE TEN AMENDMENT OF CERTIFICATE OF FORMATION

This Certificate of Formation may be amended only by the recorded vote and written consent of the members of the limited liability company owning at least a majority of the percentage interests of all members. For purposes of this Article Ten, percentage interests of financial rights owners of the limited liability company shall not be taken into account in determining the percentage interests of the members.

ARTICLE ELEVEN INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as the organizer, as of the 6th day of August, 2013, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.


James C. Reilly, Organizer


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Jim Bennett
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Jim Bennett, 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:

PharmSouth Realty, LLC

This name reservation is for the exclusive use of James C. Reilly, 1130 22nd Street
South Ste 4000, Birmingham, AL 35205 for a period of one year beginning August
05, 2013 and expiring August 05, 2014



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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.**

August 05, 2013

Date

RES632919

Jim Bennett

Secretary of State