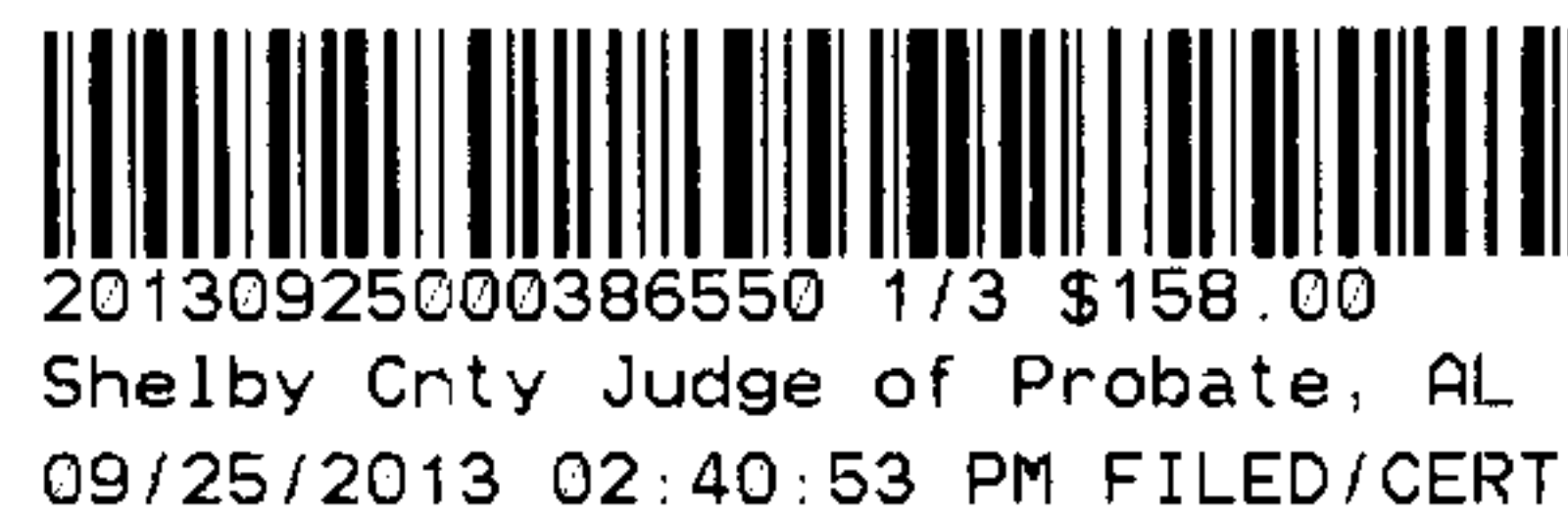


**CERTIFICATE OF FORMATION
OF
CLAYTON FINANCING, LLC**



1. The name of the limited liability company is Clayton Financing, LLC hereinafter referred to in this Certificate of Formation as the "Company".

2. The period of its duration is perpetual.

3. The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Law, including, without limitation, engaging in the business of investing in real property transactions and all activities incidental thereto.

4. The location and mailing address of the initial registered office of the Company is 100 Applegate Court, Pelham, Alabama 35124. The name of its initial registered agent at that address is Delton L. Clayton.

5. The name and mailing address of the organizer of the Company is Delton L. Clayton, 100 Applegate Court, Pelham, Alabama 35124.

6. The members shall have the right to admit additional members to the Company in accordance with the terms and conditions of the applicable provisions of the Operating Agreement of the Company.

7. Except as specifically required by any non-waivable provisions of the Alabama Limited Liability Company Law or any provisions of the Operating Agreement of the Company, the cessation of membership in the limited liability company by any member shall not result in the dissolution of the limited liability company.

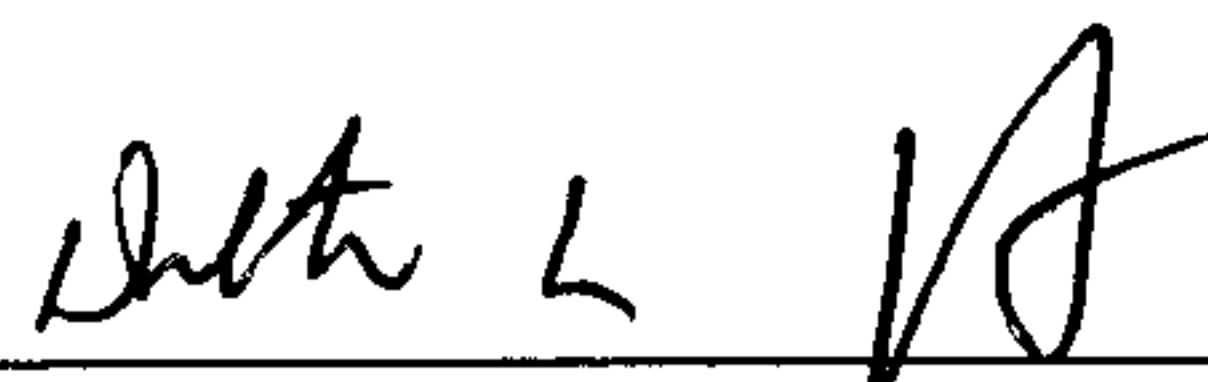
8. Management of the Company shall be vested in one or more managers. There shall be one (1) initial manager of the Company, and the name and address of the person who is to serve as such initial manager until his successor is elected and begins serving is as follows:

<u>Name</u>	<u>Address</u>
Delton L. Clayton	100 Applegate Court Pelham, Alabama 35124

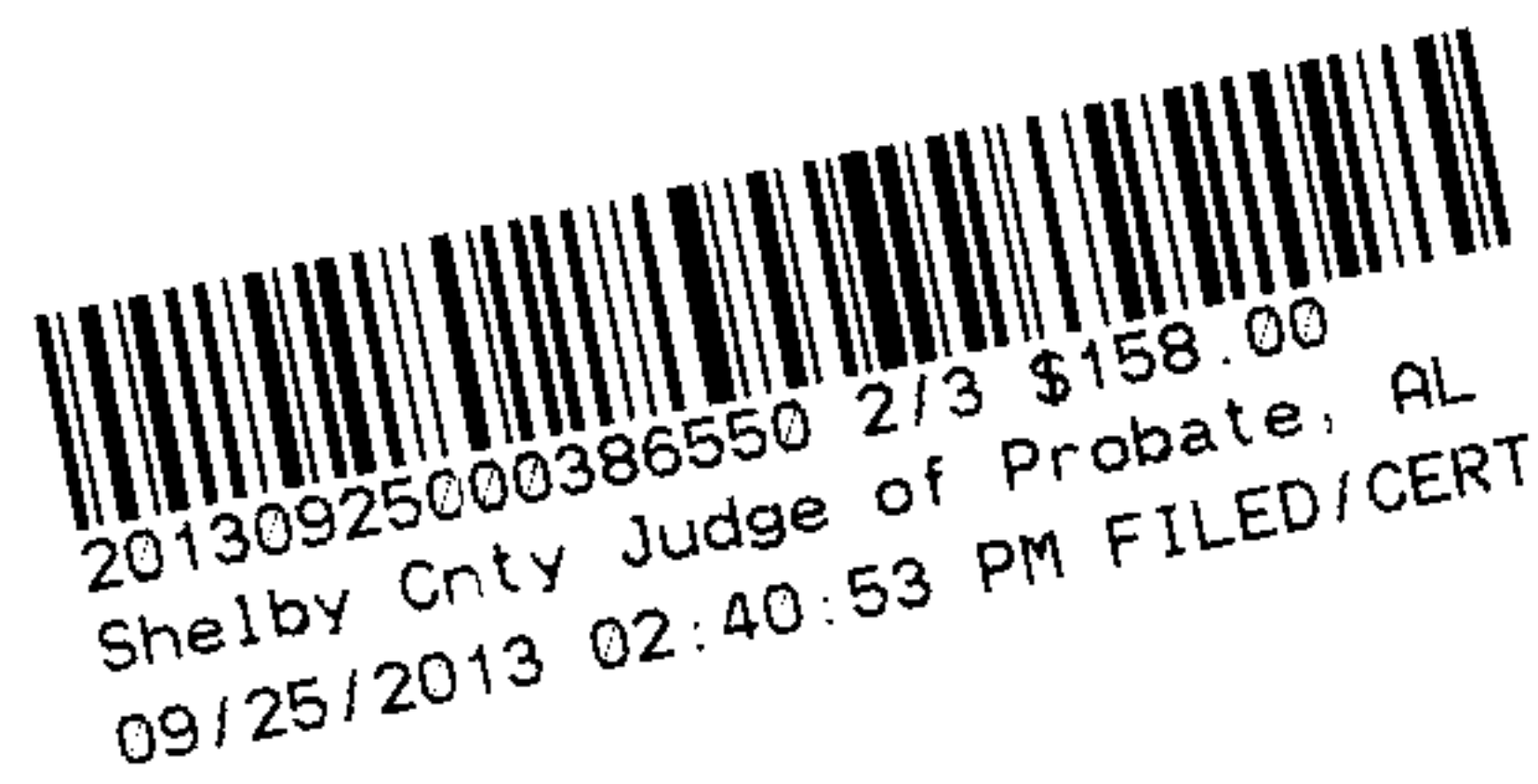
9. The regulation of the internal affairs of the Company, if not set forth herein, shall be governed by the Operating Agreement of the Company which may be in effect from time to time.

[SIGNATURE PAGE FOLLOWS]

The undersigned, acting as the organizer of the limited liability company named herein, executes this Certificate of Formation as of the 23rd day of September, 2013.



Delton L. Clayton
Its Organizer



This instrument prepared by:
C. Samuel Todd, Esq.
Bradley Arant Boult Cummings LLP
One Federal Place
1819 Fifth Avenue North
Birmingham, Alabama 35203

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:

Clayton Financing, LLC

This name reservation is for the exclusive use of Bradley Arant Boult Cummings
LLP, 1819 Fifth Avenue North, Birmingham, AL 35203 for a period of one year
beginning September 25, 2013 and expiring September 25, 2014

20130925000386550 3/3 \$158.00
Shelby Cnty Judge of Probate: AL
09/25/2013 02:40:53 PM FILED/CERT



RES637590

**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.**

September 25, 2013

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State