

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.

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.

(For County Probate Office Use Only)



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Shelby Cnty Judge of Probate, AL
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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):

Darcy & Co 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)

Eileen Gallo, LegalZoom.com, Inc.
101 N. Brand Blvd., 11th Floor
Glendale, CA 91203

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

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

132 Kingsley Road, Alabaster, Alabama 35007

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

4. The name of the Registered Agent: USCA, Inc.

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

100 Oxmoore Road, Suite 110, Birmingham, AL 35209 (County of Jefferson)

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

5. Purpose for which the limited liability company formed: To engage in the business of:

selling skin barrier cream and lotions to industry and retail stores ; 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): LegalZoom.com, Inc.

Street (**No PO Boxes**) address of Organizer(s): 101 N. Brand Blvd., 11th Floor, Glendale, CA 91203

Mailing address of Organizer(s) – (if

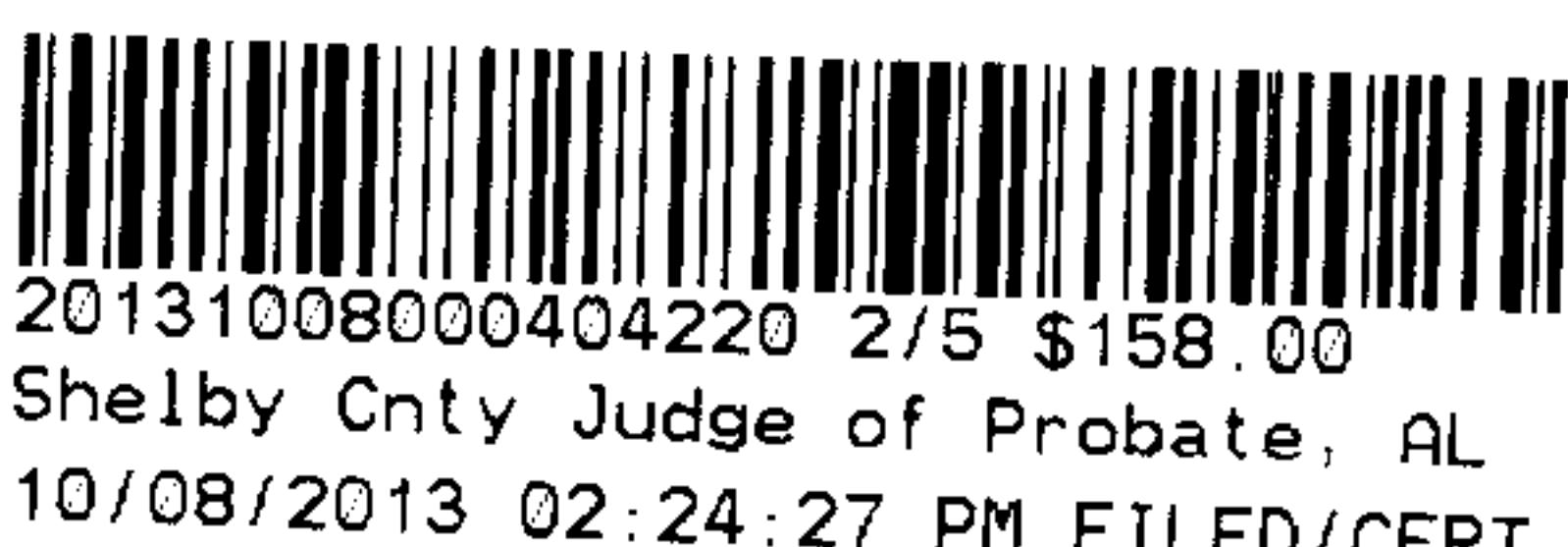
different from street address): _____

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 2 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: Darcy B. Ward

Mailing address of Manager: 132 Kingsley Road, Alabaster, Alabama 35007



DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

Manager's Name: Darcy B. Ward

Mailing address of Manager: 132 Kingsley Road, Alabaster, Alabama 35007

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.

10 / 1 / 2013

Date (MM/DD/YYYY)

~~Signature as required by 10A-5-2.04~~

Cheyenne Moseley, Assistant Secretary

Typed Name of Above Signature

LegalZoom.com, Inc., Organizer

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

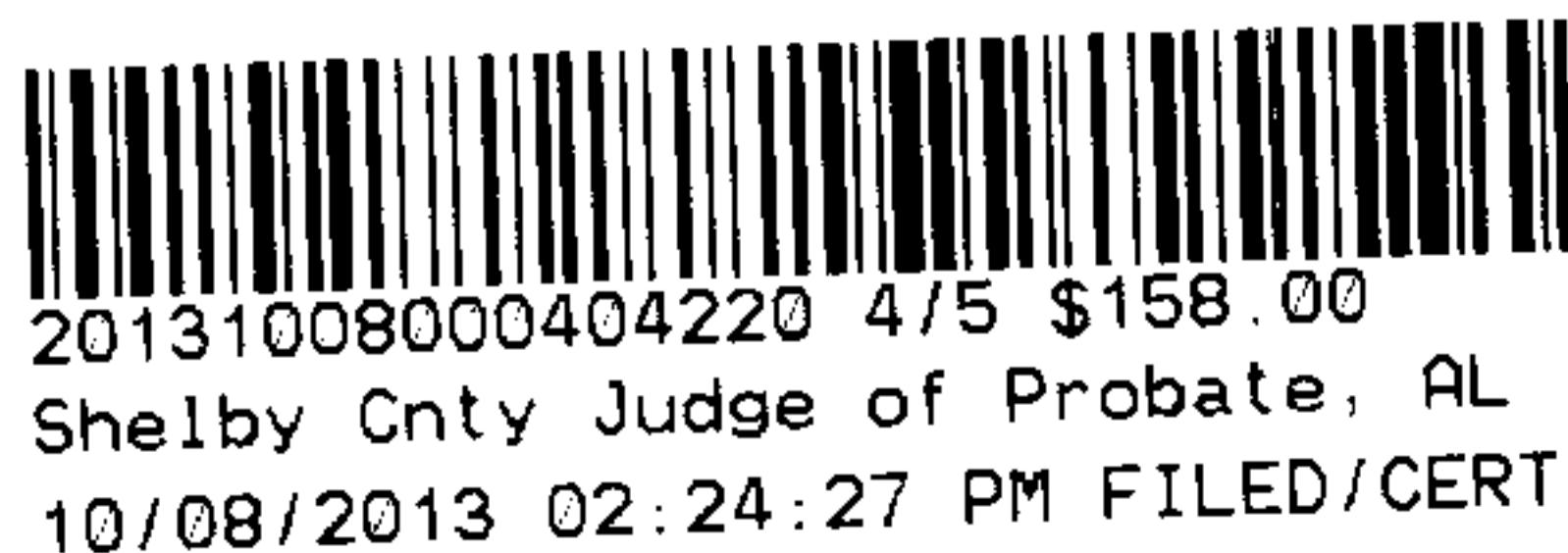
Typed Name of Above Signature

Typed Title (Member)



Attachment to Section 9, Certificate of Formation of
Darcy & Co LLC

1. With the exception of a transfer of interest as set forth in section 3 below, additional Persons may become Members of the Company and be issued additional Ownership Interests only if approved by and on terms determined by a unanimous written agreement signed by all of the existing Members.
2. Before a Person may be admitted as a Member of the Company, that Person must sign and deliver to the Company the documents and instruments, in the form and containing the information required by the Company, that the Managers deem necessary or desirable, including, but not limited to, a signed consent.
3. 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 that acquires Membership Interests in accordance with this paragraph will be admitted as a Member of the Company only after the requirements of paragraph 2 above are complied with in full.



Jim Bennett
Secretary of State

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

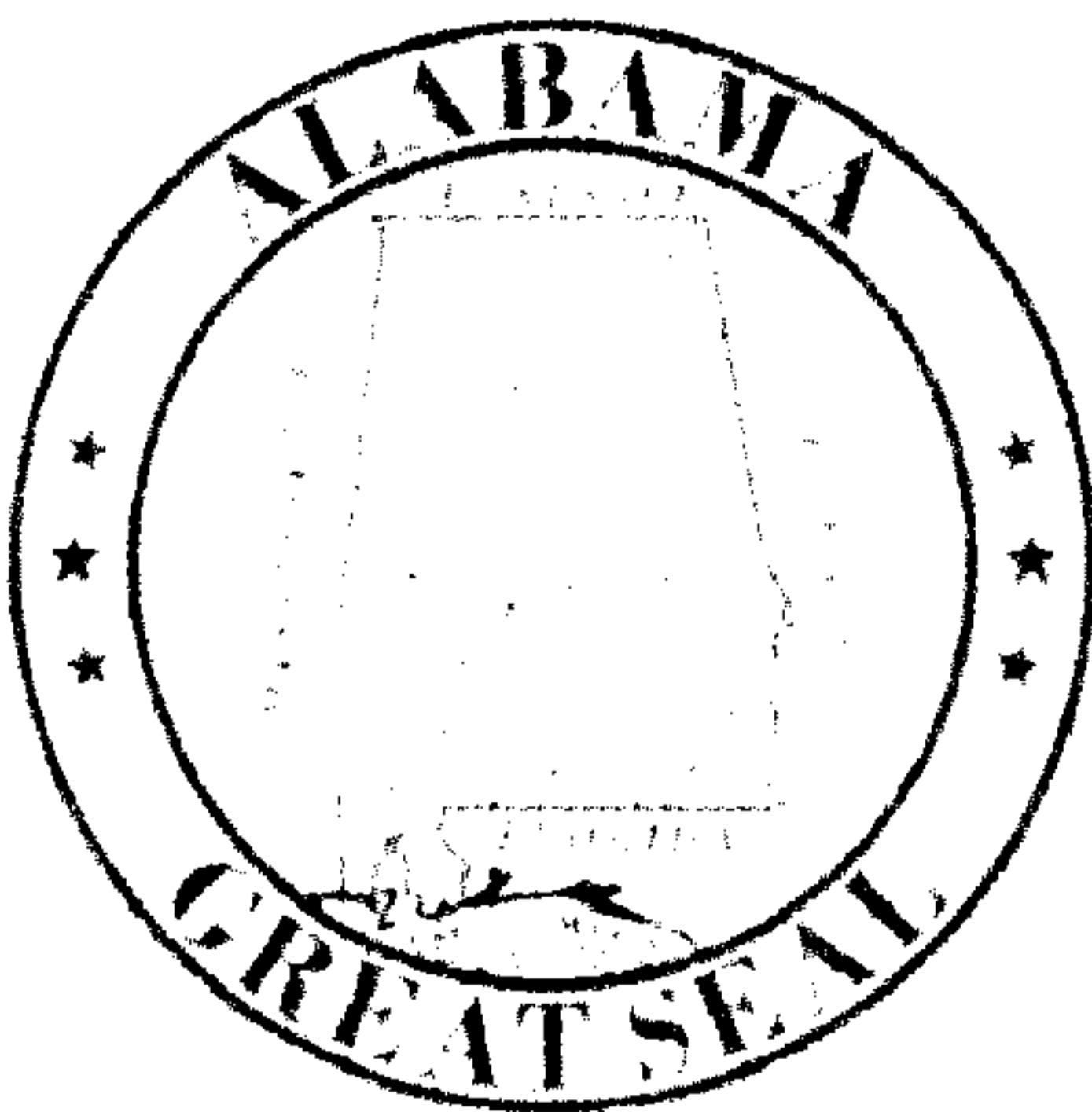
STATE OF ALABAMA

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:

Darcy & Co LLC

This name reservation is for the exclusive use of legalzoom, 12301 Research Park Blvd. Bldg. 4, Suite 200, austin, TX 78759-5833 for a period of one year beginning September 30, 2013 and expiring September 30, 2014



RES638010

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 30, 2013

Date

A handwritten signature in black ink that appears to read "Jim Bennett".

Jim Bennett

Secretary of State

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