


STATE OF ALABAMA)
COUNTY OF SHELBY)


20131011000407830 1/4 \$158.00
Shelby Cnty Judge of Probate, AL
10/11/2013 11:29:42 AM FILED/CERT

CERTIFICATE OF FORMATION

OF

PROFESSIONAL EDUCATION GROUP, L.L.C.

ARTICLES OF ORGANIZATION

For the purpose of forming a limited liability company pursuant to Chapter 5 and Chapter 1 (to the extent the provisions thereof are applicable to limited liability companies) of the Alabama Business and Nonprofit Entities Code and any act amendatory thereof, supplementary thereto or substituted therefor hereinafter referred to as the “Entities Code,” the undersigned hereby sign and adopt these Articles of Organization as and for the Certificate of Formation pursuant to the Entities Code and, upon the filing for record of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, the existence of a limited liability company (hereinafter referred to as the “Company,” under the name set forth in Article I hereof shall commence).

ARTICLE I

The name of the limited liability company is **Professional Education Group, L.L.C.** (the “Company”).

ARTICLE II

The period of duration of the Company shall be perpetual and shall continue until Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company.

ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To provide professional education and consulting services.
- (b) To engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
- (c) To acquire, own, maintain, develop, improve, sell, lease or otherwise dispose of real estate.

(d) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company.

(e) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and

(f) To do any other acts or things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the Company, subject to the terms and conditions of this Operating Agreement.

ARTICLE IV

The location and mailing address of the initial registered office of the company shall be **428 Foothills Parkway, Chelsea, Alabama 35043**. The initial registered agent at the foregoing address shall be **Pamela J. Townsend**.

ARTICLE V

The names and mailing addresses of the initial member of the company is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Pamela J. Townsend	428 Foothills Parkway Chelsea, Alabama 35043

ARTICLE VI

The member/s of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all the members of the Company.

ARTICLE VII

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Company shall not cause the dissolution of the Company if:

(i) there is at least one remaining member and the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the member's cessation of membership, or

(ii) there is no remaining member but either:

- a) The holder of financial rights in a single member Company agrees in writing within 90 days after cessation of membership of the last member to continue the legal existence and business of the Company and to appoint one or more new members, or
- b) The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.

ARTICLE VIII

The Company shall be managed by its members. (If managed by a manager, state it in this Article and provide the name and mailing address of the manager or managers who shall serve until their successors are elected or begin serving.)

ARTICLE IX

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Organization this 11th day of October, 2013.


Pamela J. Townsend, Member

This instrument was prepared by:
A. Eric Johnston, Esquire
1200 Corporate Drive, Suite 107
Birmingham, Alabama 35242
205-408-8893
eric@aericjohnston.com

Jim Bennett
Secretary of State

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

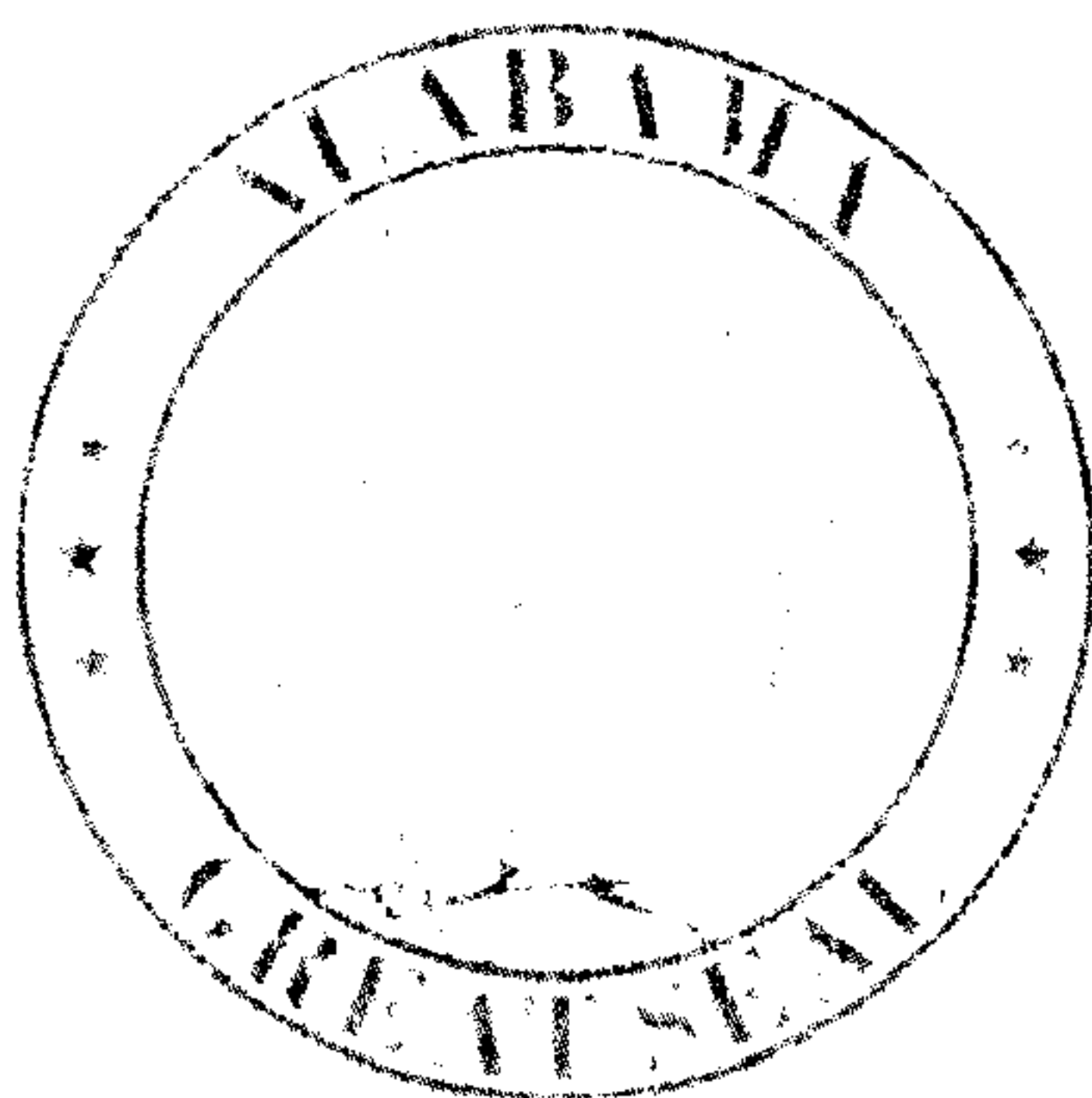
STATE OF ALABAMA

**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:

Professional Education Group LLC

This name reservation is for the exclusive use of A. Eric Johnston, 1200 Corporate
Drive, Suite 107, Birmingham, AL 35242 for a period of one year beginning
October 08, 2013 and expiring October 08, 2014



RES638775

**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.**

October 08, 2013

Date

A handwritten signature in black ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

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