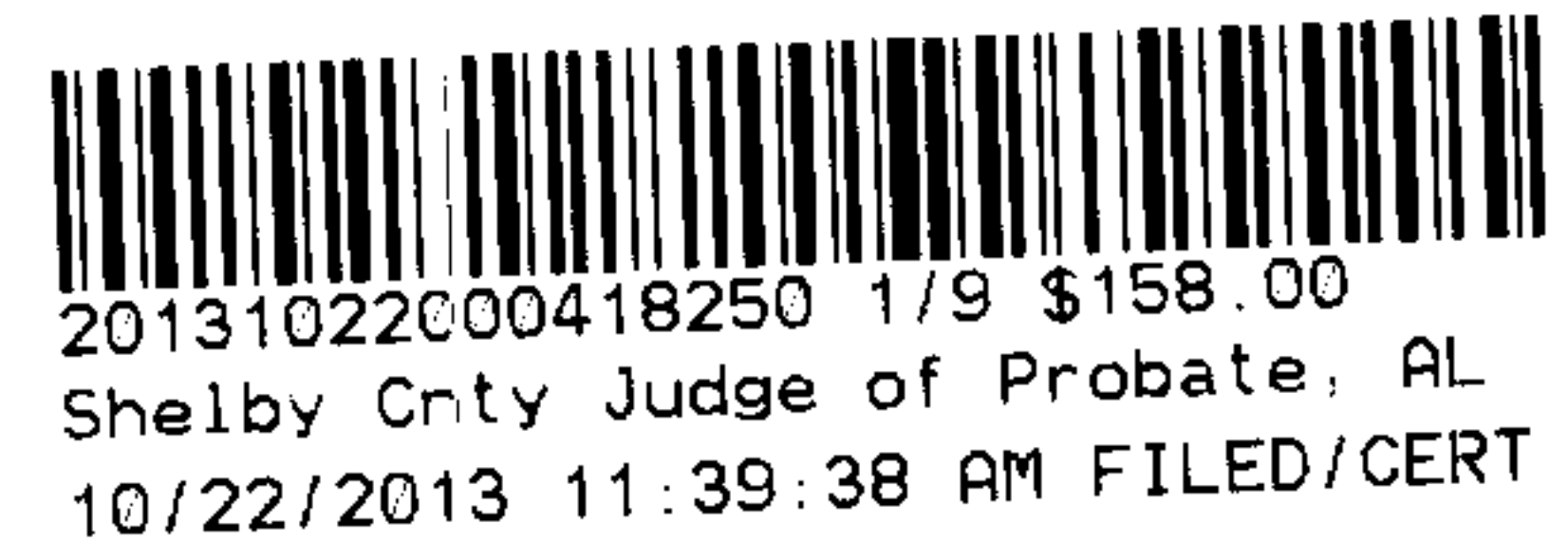


STATE OF ALABAMA

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.**



(For County Probate Office Use Only)

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.

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):

Leadership Underground, 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)

Tom McDougal
253 Cahaba Oaks Trail
Indian Springs Village, AL 35124

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

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

253 Cahaba Oaks Trail, Indian Springs Village, Alabama 35124

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

4. The name of the Registered Agent: Tom R. McDougal, Jr.

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

253 Cahaba Oaks Trail, Indian Springs Village, Alabama 35124

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

5. Purpose for which the limited liability company formed: Consulting, Leadership Development and Coaching

and any other lawful purpose under Alabama statute; 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): Tom R. McDougal, Jr.

Street (**No PO Boxes**) address of Organizer(s): 253 Cahaba Oaks Trail, Indian Springs Village, Alabama 35124

_____ 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 one 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: Tom R. McDougal, Jr.

Mailing address of Manager: 253 Cahaba Oaks Trail, Indian Springs Village, Alabama 35124

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

Manager's Name: _____

Mailing address of Manager: _____

Attach listing if more Managers need to be added.

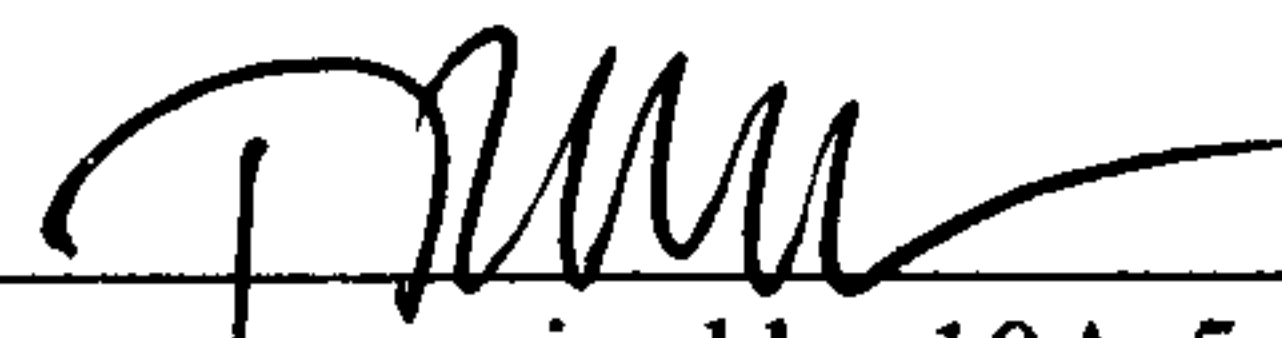
9. The right, if given, of the member or members to admit additional members, and the terms and conditions of the admission are attached.
10. The circumstances, if any, under which the cessation of membership of one or more members will result in dissolution of the limited liability company are attached.
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 11 / 01 / 2013 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 / 20 / 2013
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Tom R. McDougal, Jr.
Typed Name of Above Signature

Member, CEO and Founder
Typed Title (Member, Organizer or Attorney-in-fact)

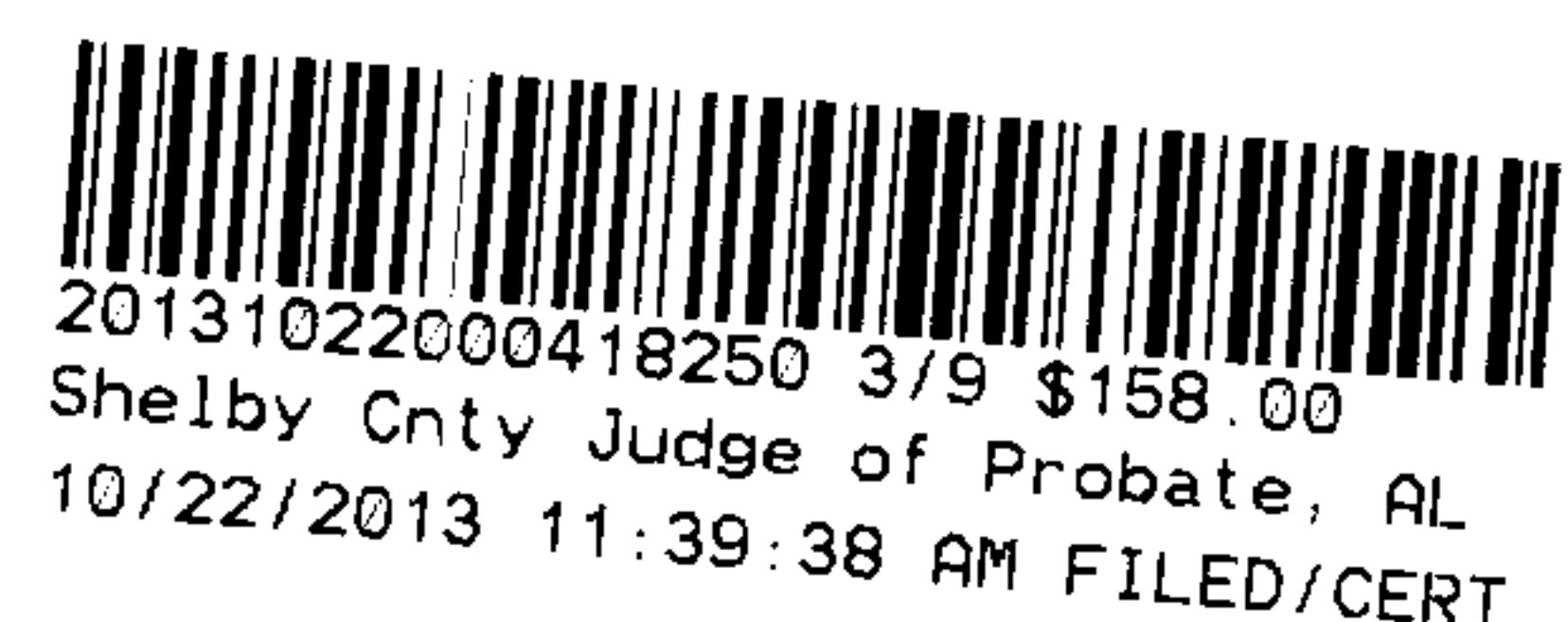
Additional members may sign (attach listing if necessary).

/ /
Date (MM/DD/YYYY)

Signature as required by 10A-5-2.04

Typed Name of Above Signature

Typed Title (Member)



Jim Bennett
Secretary of State

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


STATE OF ALABAMA

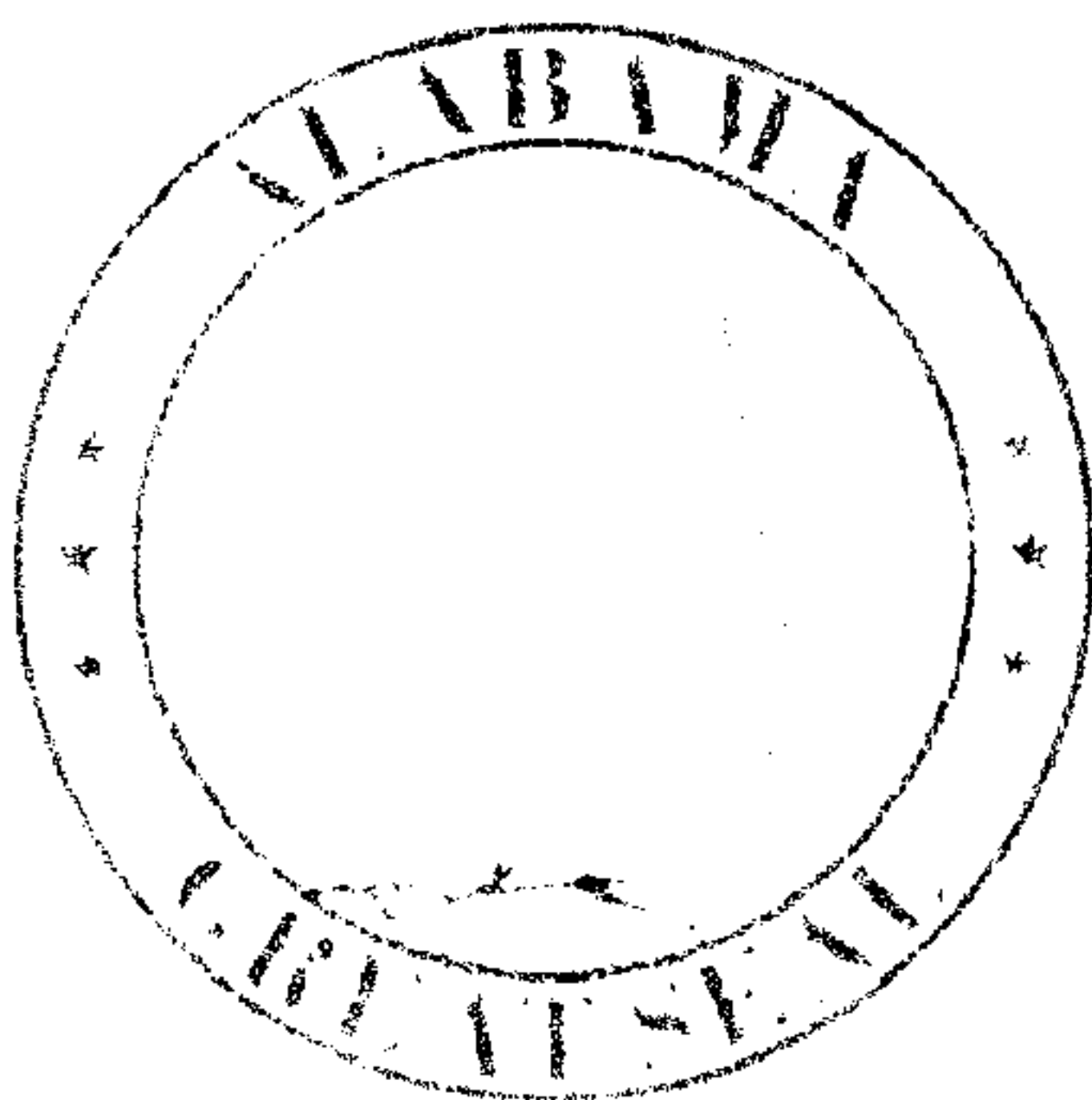
**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

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:

Leadership Underground, LLC

This name reservation is for the exclusive use of Tom McDougal, 253 Cahaba
Oaks Trail, Indian Springs, AL 35124 for a period of one year beginning October
20, 2013 and expiring October 20, 2014


20131022000418250 4/9 \$158.00
Shelby Cnty Judge of Probate, AL
10/22/2013 11:39:38 AM FILED/CERT

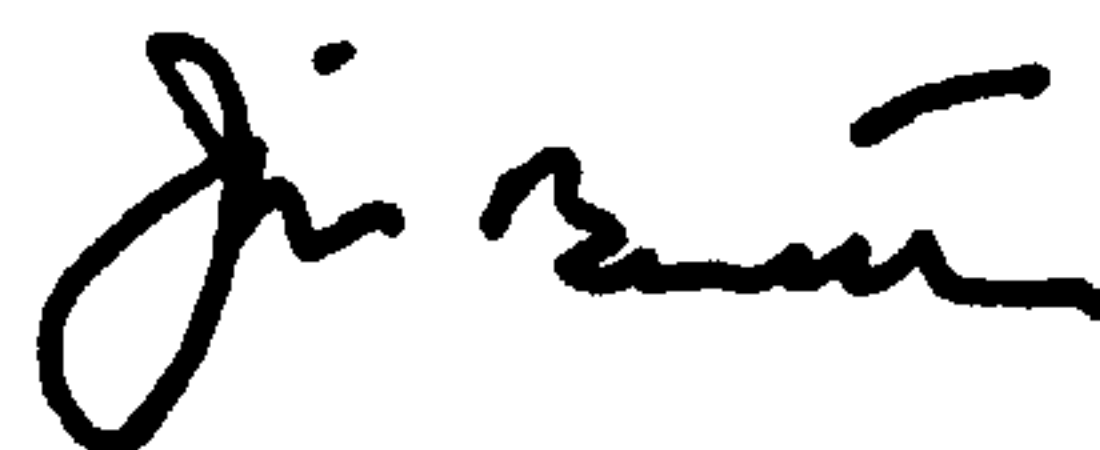


RES639737

**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 20, 2013

Date

A handwritten signature in black ink, appearing to read 'Jim Bennett'.

Jim Bennett

Secretary of State

Articles of Organization of LEADERSHIP UNDERGROUND, LLC

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Alabama Limited Liability Company Act (Alabama Code §10-12-1 et seq.):

ARTICLE I

Name

The name of the limited liability company referred to in these Articles as “Company,” is **LEADERSHIP UNDERGROUND, LLC**.

ARTICLE II

Duration

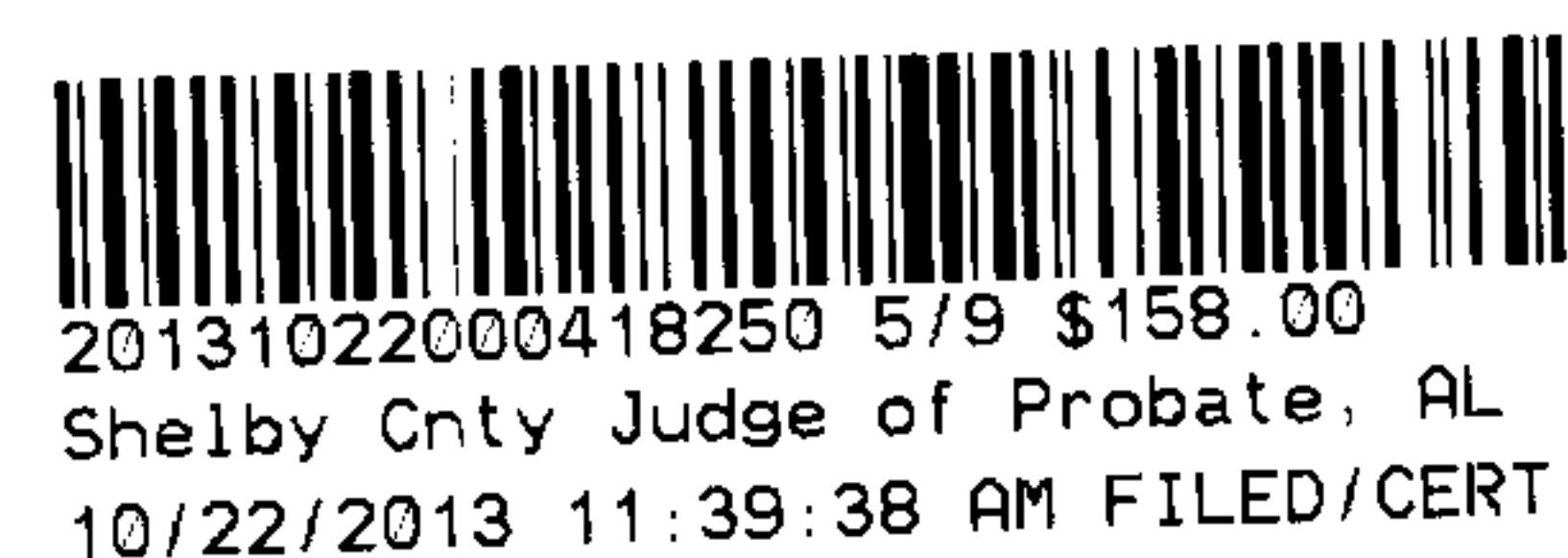
The Company shall dissolve upon the occurrence of the following events, unless the legal existence of the Company is continued by the written consent of all the remaining members within ninety (90) days after the event of dissociation or as otherwise stated herein or in the Operating Agreement:

- (a) Expiration of the period ending thirty (30) years from the date these Articles are filed with the Office of the Judge of Probate for Shelby County, Alabama;
- (b) By the unanimous written consent of all the members of the Company that the Company be dissolved;
- (c) By the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or any other event which would terminate the continued membership of a member, unless the business and legal existence of the Company is continued by the consent of all remaining members or in any manner authorized under the Company’s Operating Agreement; or
- (d) Upon the occurrence of any other event of dissolution set forth in the Operating Agreement.

ARTICLE III

Purpose

The purposes for which the Company has been organized is to: (1) To provide consulting, analysis and support to clients, (2) to provide leadership development and coaching training; and (3) to engage and transact any or all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act.



ARTICLE IV

Principal Address

The address of Company's principal place of business in Alabama is 253 Cahaba Oaks Trail, Indian Springs Village, Alabama, 35124.

ARTICLE V

Registered Agent and Office

The name of Company's initial registered agent in Alabama is Tom R. McDougal, Jr. The address of the Company's registered office in Alabama is 253 Cahaba Oaks Trail, Indian Springs Village, Alabama, 35124.

ARTICLE VI

Initial Members

The names and addresses of the initial members are:

- (1) **Tom R. McDougal, Jr.**
253 Cahaba Oaks Trail
Indian Springs Village, Alabama 35124

who holds a 90% ownership/membership interest in the Company.

- (2) **Wendy N. McDougal**
253 Cahaba Oaks Trail
Indian Springs Village, Alabama 35124

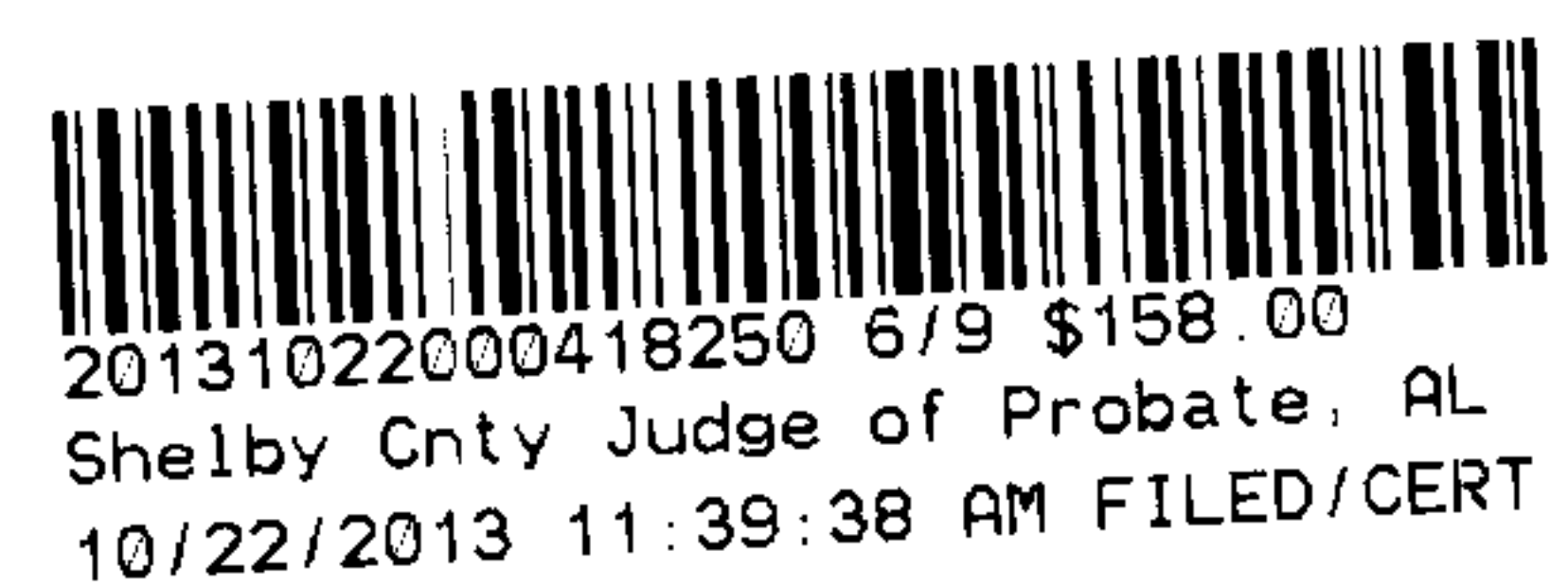
who holds a 10% ownership/membership interest in the Company.

ARTICLE VII

Capital Contributions

The total amount of cash contributions is \$1000.00.
Contributions to the Company by each member are as follows:

Tom R. McDougal, Jr. has made a cash contribution of \$900.00 and
Wendy N. McDougal has made a cash contribution of \$100.00.



ARTICLE VIII

Management

The Company is to be managed by managers. The initial managers will serve until the first annual meeting of the members or until their successors are elected and qualify. Managers shall be elected and subject to removal as provided in the Operating Agreement. The initial manager is identified as follows: Tom R. McDougal, Jr. 253 Cahaba Oaks Trail, Indian Springs Village, Alabama, 35124.

ARTICLE IX

Admission of New Members

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous written consent of existing members, and the existing members shall determine the amount and nature of contributions by, and the proportionate ownership interest of, new members at the time the new members are admitted.

ARTICLE X

Initial Member Replacement Due to Death

In the event of death of an Initial Member, the remaining Initial Member shall thereafter hold the combined ownership in the Company of the Initial Members at the time of the death of the Initial Member. Such provision shall supersede any and all other provisions and terms of this Agreement.

ARTICLE XI

Additional Provisions

(a) The power to adopt, alter, amend, or repeal the regulations of the Company and/or the Operating Agreement is vested entirely in the members listed in Article VI.

(b) The proportionate ownership interest of each member in the Company, management rights and the basis for sharing and/or allocating the profits and losses, income, deductions and credits, and items of income, deductions and credits of the Company shall be allocated among the members in the manner provided in the Operating Agreement.

Tom R. McDougal, Jr. [L.S.]
Tom R. McDougal, Jr.

Wendy N. McDougal [L.S.]
Wendy N. McDougal

Before me, the undersigned authority, a notary public in and for said county and state, personally appeared Tom R. McDougal, Jr. and Wendy N. McDougal, who are known to me to be the person who executed the foregoing Articles of Organization and acknowledged before me that he made and subscribed the same for the purposes therein mentioned and set forth.

Nicole Polster
Notary Public

My Commission Expires: 11-07-10

