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Shelby Cnty Judge of Probate, AL
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This Instrument Prepared By:
Terry McElheny, Esquire
Dominick Feld Hyde, P.C.
1130 22nd Street South, Suite 4000
Birmingham, Alabama 35205

STATE OF ALABAMA)
 :
SHELBY COUNTY)

**CERTIFICATE OF FORMATION
OF
BIG HORN OUTDOORS, 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 **Big Horn Outdoors, LLC** (the “limited liability company”):

**ARTICLE ONE
NAME**

The name of the limited liability company is **Big Horn Outdoors, 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: (i) the manufacture, purchase, distribution and selling of outdoor hunting products; and (ii) any other purpose allowed by law.

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office of the limited liability company is 502 Business Center Drive, Birmingham, Alabama, 35244, and the name of the initial registered agent of the limited liability company at such address is Roger E. Williams.

**ARTICLE FIVE
ORGANIZER**

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

<u>NAME</u>	<u>ADDRESS</u>
Roger E. Williams	502 Business Center Drive Birmingham, AL 35244

**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>
Roger E. Williams	502 Business Center Drive Birmingham, AL 35244

**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:

Roger E. Williams

ADDRESS:

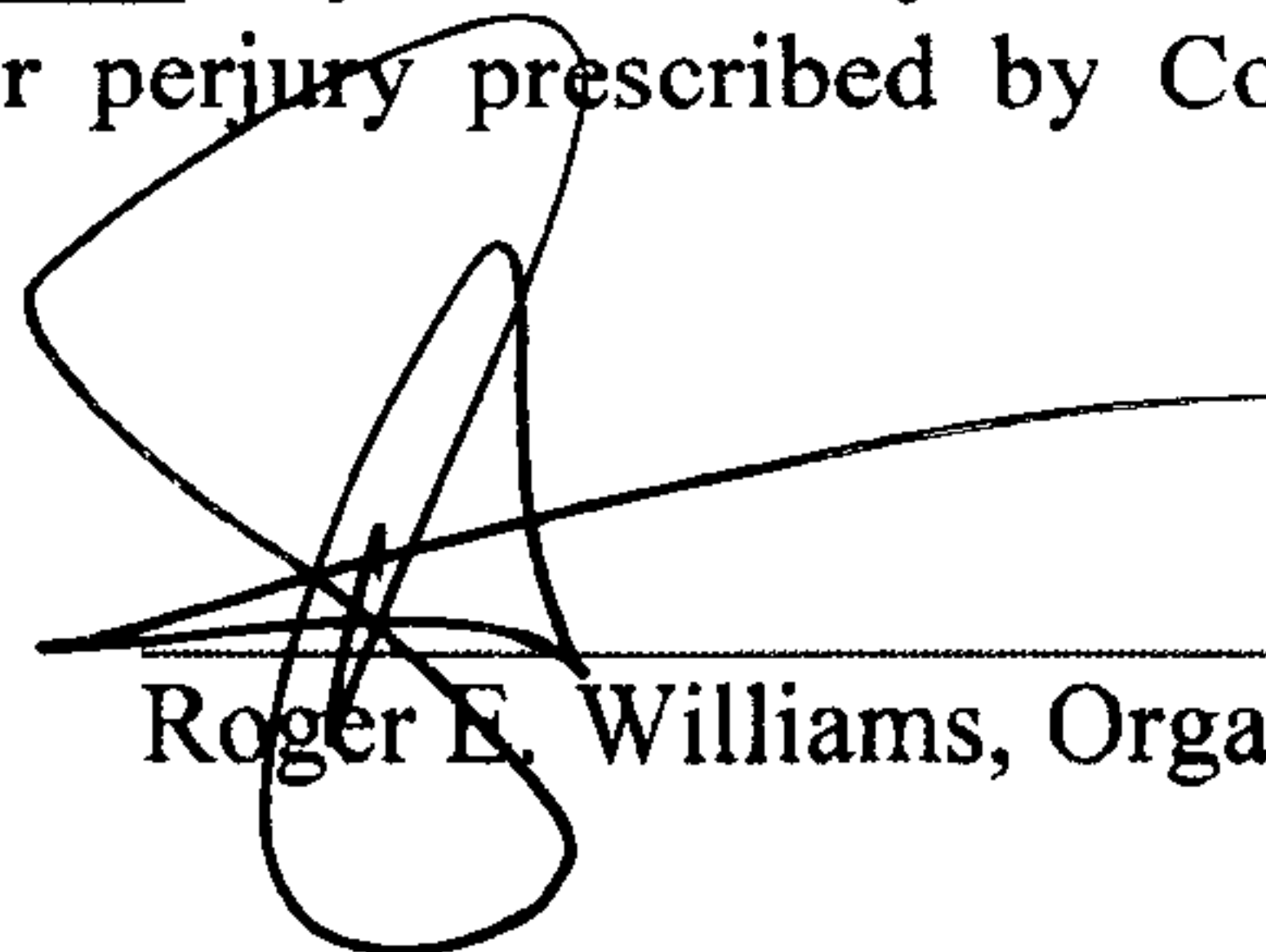
502 Business Center Drive
Birmingham, AL 35244

The initial member shall serve until his successors 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.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as the organizer, as of the 19th day of February, 2014, 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.



Roger E. Williams, Organizer



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:

Big Horn Outdoors, LLC

This name reservation is for the exclusive use of Terry McElheny, 1130 22nd
Street South Suite 4000, Birmingham, AL 35205 for a period of one year
beginning February 11, 2014 and expiring February 11, 2015



RES648669

**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.**

February 11, 2014

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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