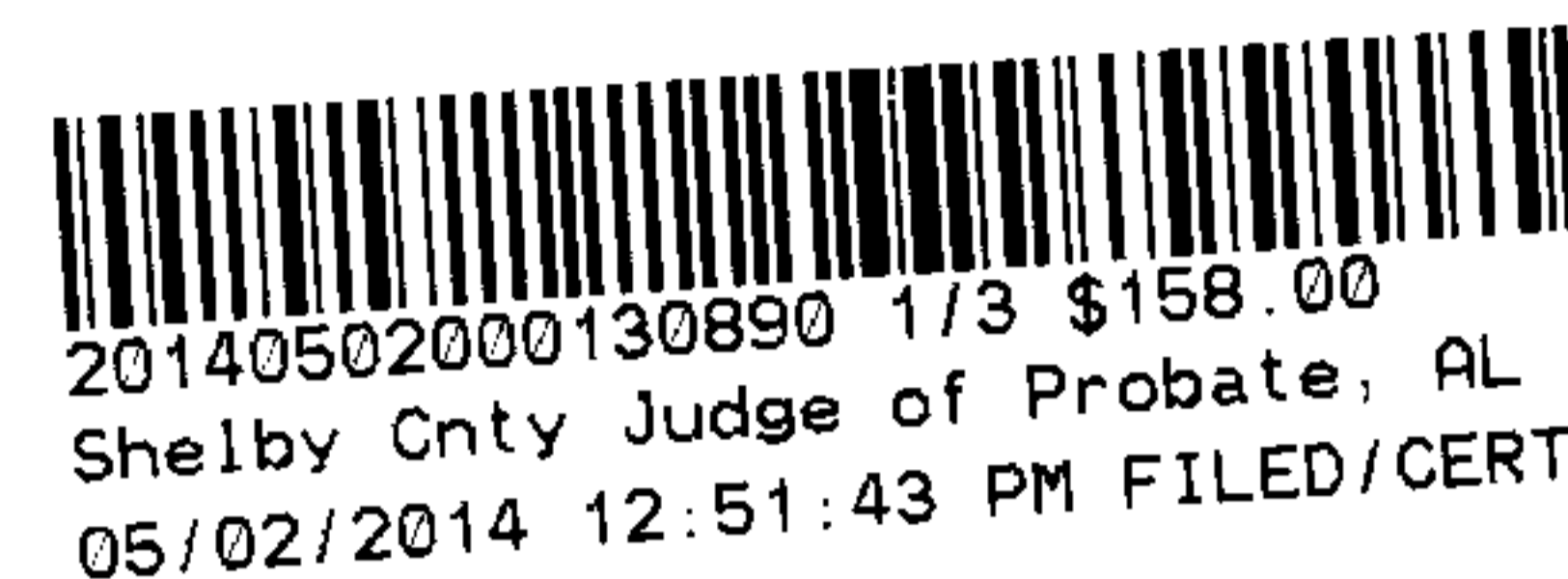


**CERTIFICATE of FORMATION of  
WAYNE SIMMONS LAW FIRM, LLC**

Pursuant to the Provisions of Section 10A-5-1.01, *et seq.* of the *Code of Alabama, 1975* (the “ACT”), the undersigned hereby adopts the following Certificate of Formation for a Limited Liability Company.

**ARTICLE I  
Name**



The name of the limited liability company is WAYNE SIMMONS LAW FIRM, LLC (the “Company”). Attached hereto is the Certificate of the Secretary of State of Alabama dated April 10, 2014, reserving the said name.

**ARTICLE II  
Duration**

The Company shall be perpetual in duration, unless it is dissolved and its affairs are wound up in accordance with the Act.

**ARTICLE III  
Purposes**

The purposes for which the Company is formed are:

- (a) To facilitate the practice of law;
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (c) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (d) To open deposit banking accounts and brokerage accounts, lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (e) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

ARTICLE IV  
Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 107 Sheffield Lane, Birmingham, AL 35242 and its registered agent at such address shall be Wayne Simmons.

ARTICLE V  
Initial Member (and Organizer)

The name and address of the Initial Member and the Organizer is:

Wayne Simmons  
107 Sheffield Lane  
Birmingham, AL 35242

ARTICLE VI  
Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII  
Cessation of Membership

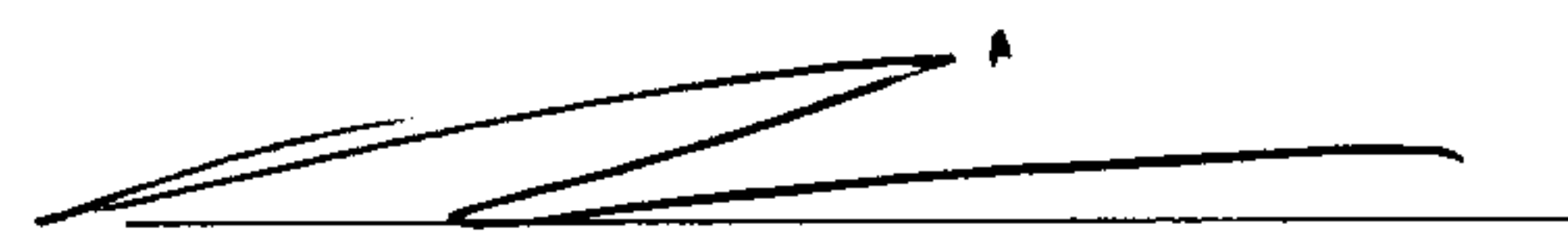
The cessation of membership of one or more members will not result in the dissolution of the Company.

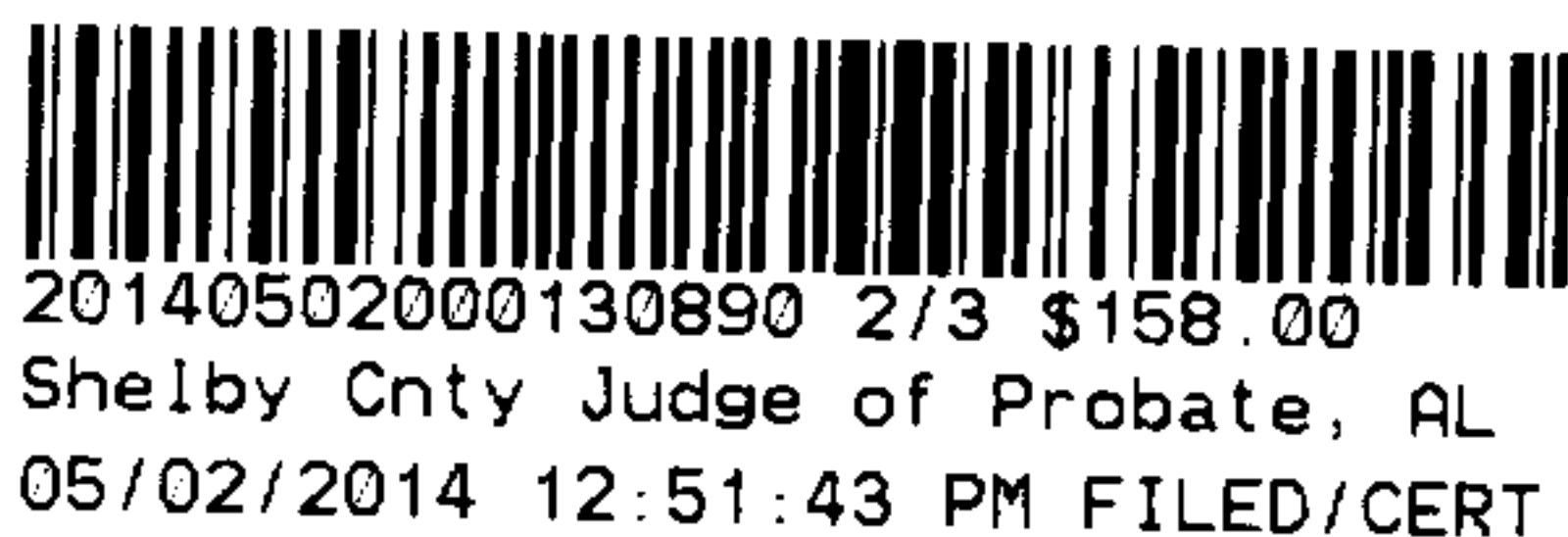
ARTICLE VIII  
*Initial Managing Member*

The name and address of the initial Managing Member is:

Wayne Simmons  
107 Sheffield Lane  
Birmingham, AL 35242

IN WITNESS WHEREOF, this *Certificate of Formation* has been subscribed as of the 30 day of April, 2014 by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

  
[CLIENT]



Jim Bennett  
Secretary of State

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


# STATE OF ALABAMA

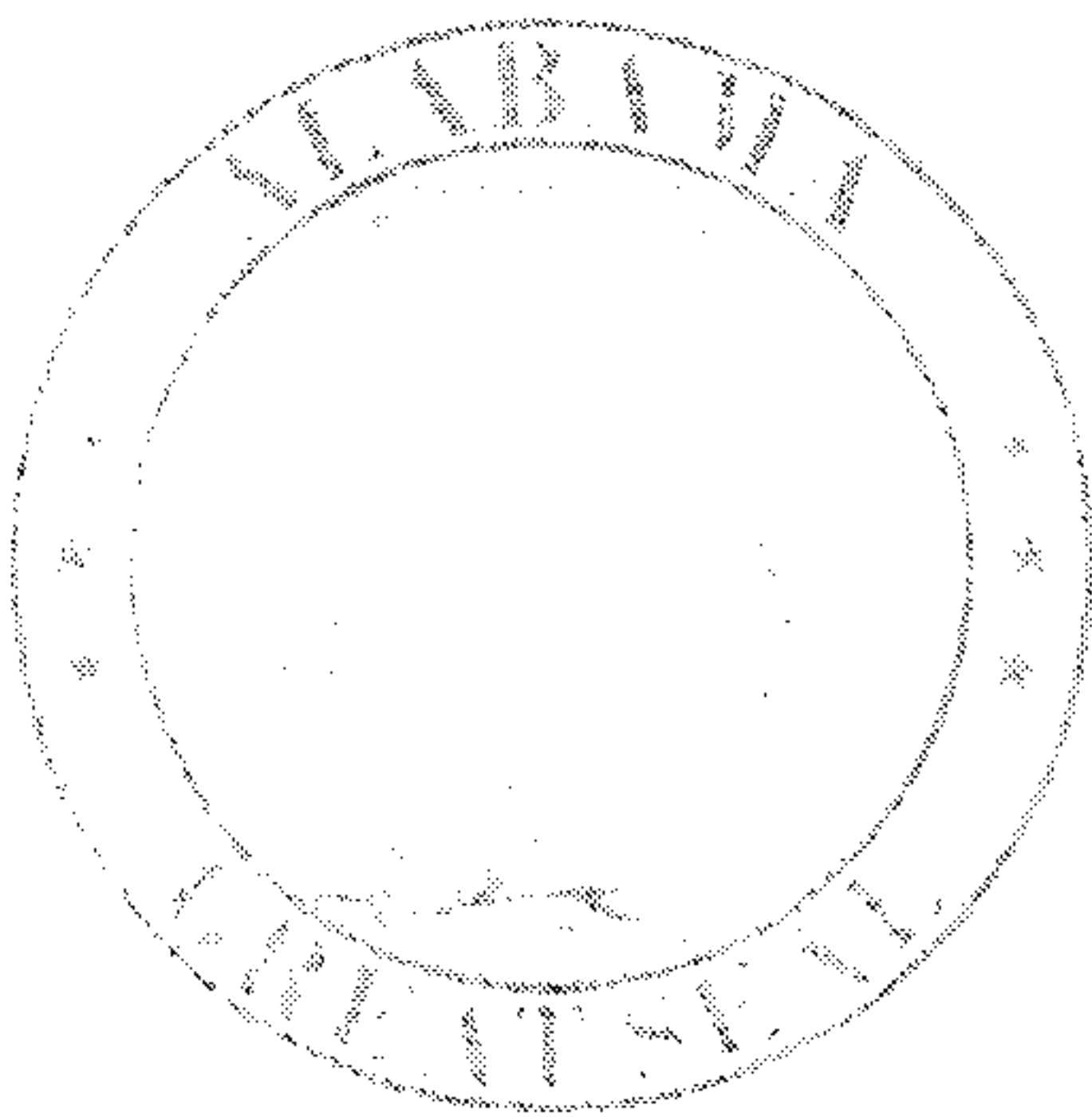
**I, Jim Bennett, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that**

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:

**Wayne Simmons Law Firm, LLC**

This name reservation is for the exclusive use of Wayne Simmons, 107 Sheffield Lane, Birmingham, AL 35242 for a period of one year beginning April 10, 2014 and expiring April 10, 2015

  
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Shelby Cnty Judge of Probate, AL  
05/02/2014 12:51:43 PM FILED/CERT



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**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.**

April 10, 2014

Date

Handwritten signature of Jim Bennett in black ink.

**Jim Bennett**

**Secretary of State**