

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.


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Shelby Cnty Judge of Probate, AL
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(For County Probate Office Use Only)

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):

Black Watch Sports Performance, 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)

Randy Beckham
1112 Greymoor Road
Birmingham, AL 35242

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

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

1112 Greymoor Road, Birmingham, AL 35242

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

4. The name of the Registered Agent: Randy Keith Beckham

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

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

5. Purpose for which the limited liability company formed: Athletic training and sports performance

_____ ; 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): Randy Beckham

Street (**No PO Boxes**) address of Organizer(s): 1112 Greymoor Road, Birmingham, AL 35242

_____ 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 _____ 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: _____

Mailing address of Manager: _____



DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

Manager's Name: _____

Mailing address of Manager: _____

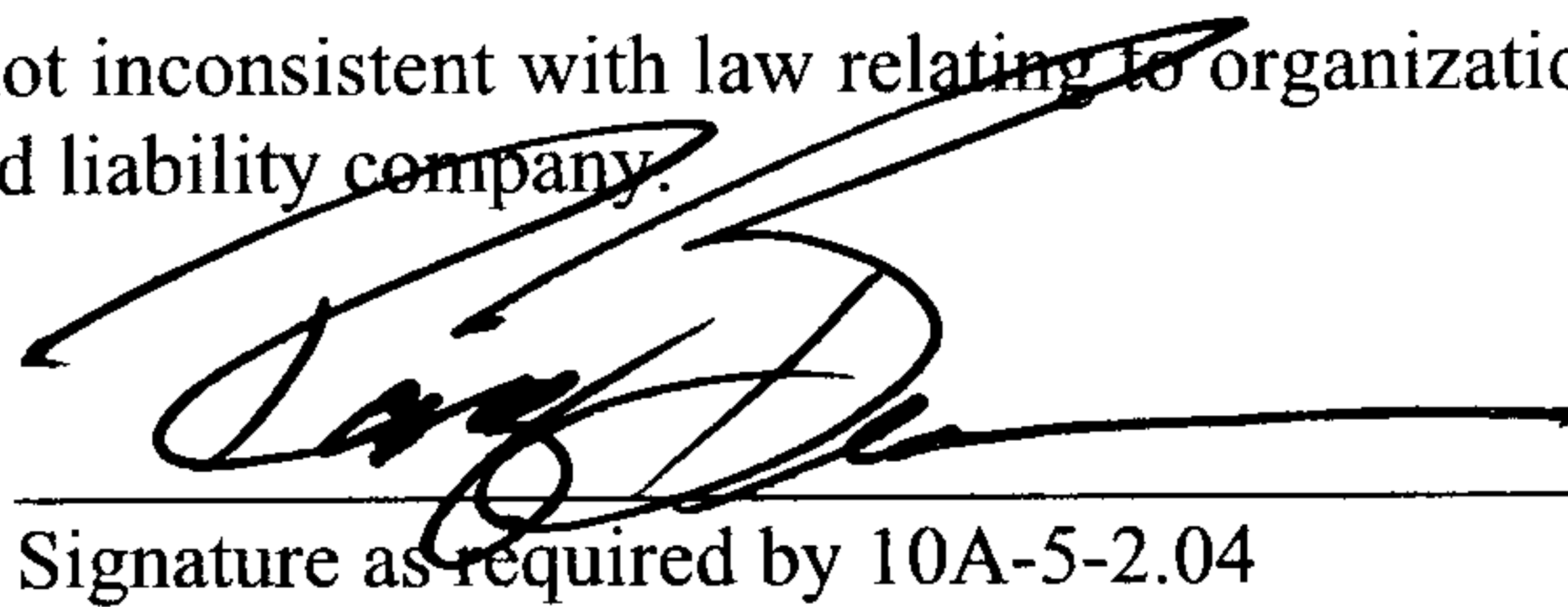
Attach listing if more Managers need to be added.

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 5 / 22 / 2014 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.

5 / 21 / 2014
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Randy Beckham
Typed Name of Above Signature

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

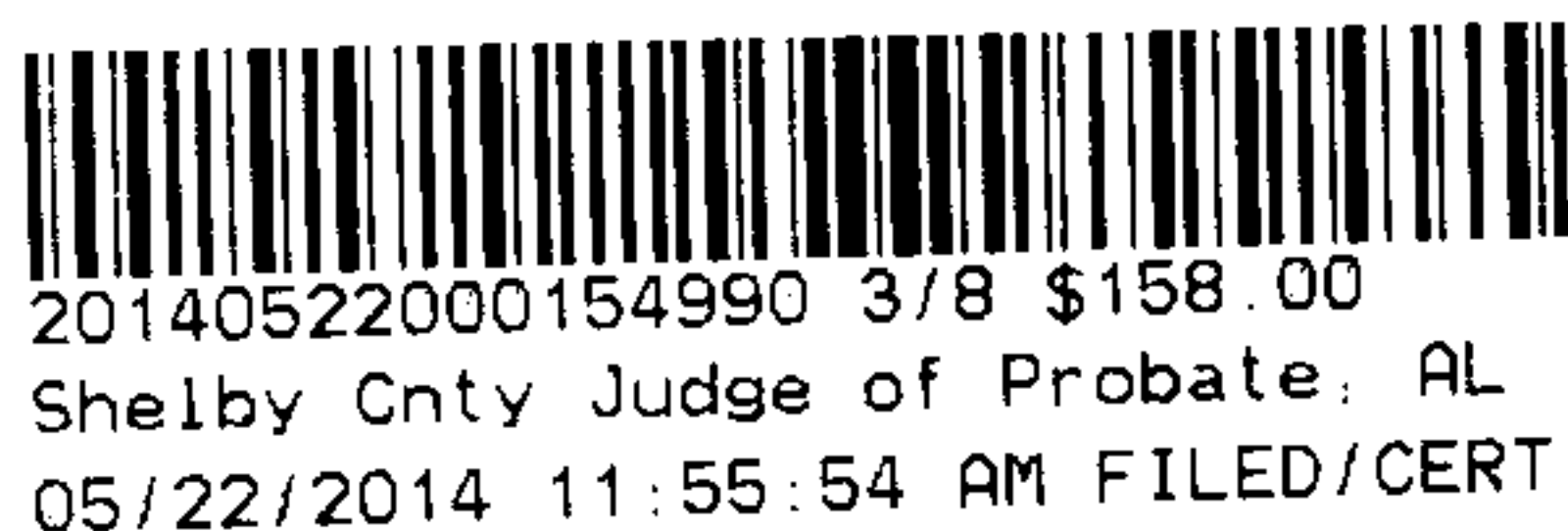
Additional members may sign (attach listing if necessary).

 / /
Date (MM/DD/YYYY)

Signature as required by 10A-5-2.04

Typed Name of Above Signature

Typed Title (Member)



STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION
OF
BLACK WATCH SPORTS PERFORMANCE I, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Alabama Code (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the Probate Judge of the County in which the initial registered agent of the limited liability company will be located and affirm that the facts in these Articles of Organization are true and correct:

ARTICLE I

Name

The name of the limited liability company is Black Watch Sports Performance, LLC (the "Company").

ARTICLE II

Duration

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Judge of Probate of Shelby County, Alabama until the Company shall be dissolved pursuant to (a) the laws of the State of Alabama or (b) the Operating Agreement of the Company, as in effect from time to time.

ARTICLE III

Purposes

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

- (a) To engage in the activity of sports performance training.
- (b) To perform any and all business for which a limited liability company may be organized under the Alabama Limited Liability Company Act.
- (c) To accomplish any lawful business whatsoever or which shall at any time appear conducive to or expedient for the protection or benefit of the Company and its property.



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- (d) To exercise all other powers necessary to or reasonably connected with the Company's business, which may be legally exercised by a professional limited liability company under the Alabama Limited Liability Company Act or under the laws of any jurisdiction in which the Company may conduct its business.
- (e) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

ARTICLE IV

Registered Office: Registered Agent

The location of the initial registered office of the Company shall be 1112 Greymoor Road, Birmingham, Alabama 35242. The mailing address of the initial registered office of the Company shall be 1112 Greymoor Road, Birmingham, Alabama 35242. The initial registered agent for service of process shall be Randy Beckham.

ARTICLE V

Managing Member, Initial Members and Organizer

The name and address of the managing member is:

Randy Beckham
1112 Greymoor Road
Birmingham, Alabama 35242

The name and address of the organizer is:

Randy Beckham
1112 Greymoor Road
Birmingham, Alabama 35242

ARTICLE VI

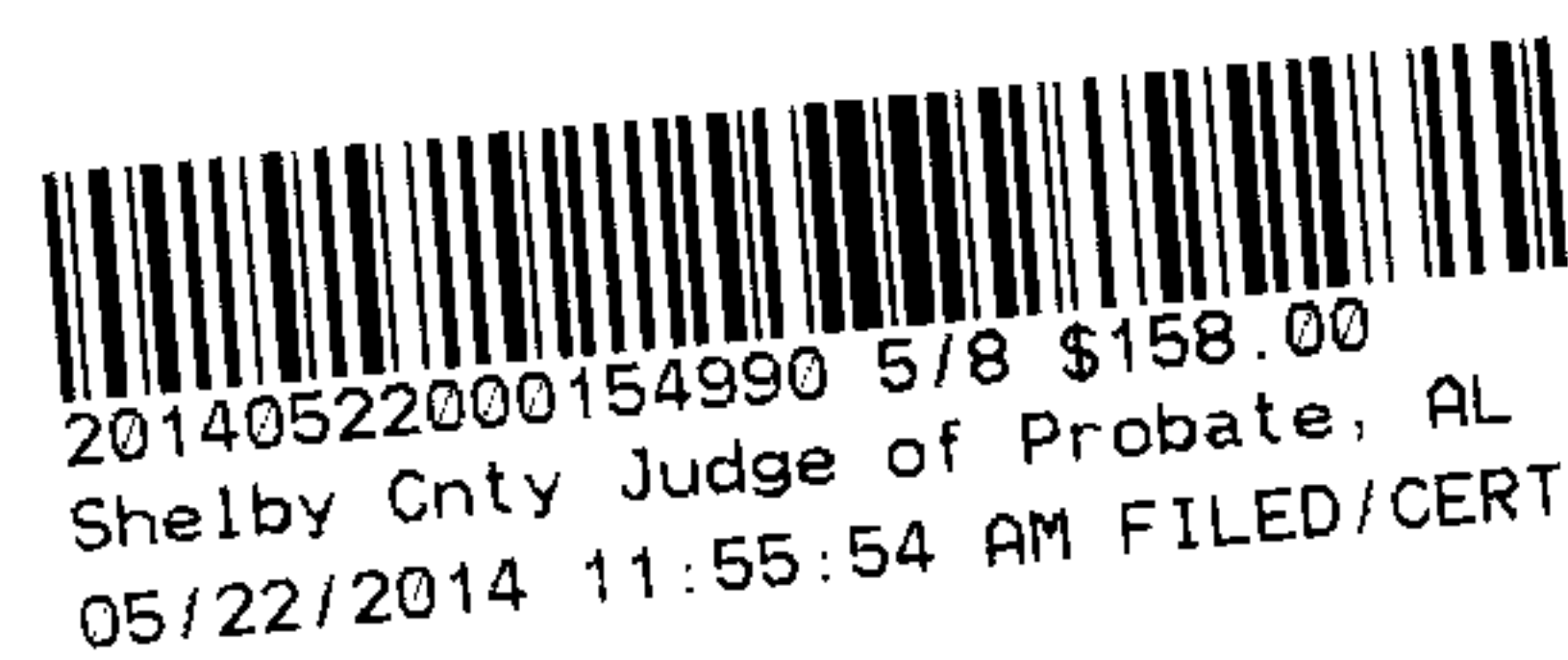
Admission of Additional Members

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

ARTICLE VII

Cessation of Membership

The Company shall dissolve upon the cessation of membership of the last remaining Member in accordance with the Operating Agreement of the Company.



ARTICLE VIII

Management

The Company shall be managed by its Managing Member.

ARTICLE IX

Powers of the Members

The Managing Member shall have the power and authority, on behalf of the Company:

- (a) To acquire property from any person and to hold and own property in the name of the Company;
- (b) To invest any Company funds temporarily (by way of example but not limitation) in time deposits, short-term governmental obligations, commercial paper or other investments;
- (c) To dispose of the Company's property in the ordinary course of the Company's business;
- (d) To borrow money for the Company from banks, other lending institutions, any Member or any affiliate of the Member on such terms as such Members deem appropriate and in connections therewith, to hypothecate, encumber, and grant security interests in the Company's property to secure repayment of the borrowed sums; provided however, that no debt in excess of \$5,000 shall be contracted or liability incurred by or behalf of the Company except as expressly authorized by the consent of a Member or Members holding a majority of the Membership Units of the Company;
- (e) To execute on behalf of the Company all instruments and documents, including without limitation, checks, drafts, notes and other negotiable instruments, mortgages or deeds of mortgage, or disposition of the Company's property, assignments, bills of sale, leases, partnership agreements, operating agreements of other limited liability companies, and any other instruments or documents necessary to the business of the Company; provided however, that any such instrument or document to be executed on behalf of the Company to secure an amount in excess of \$5,000.00 shall require the prior written consent of a Member or Members holding a majority of the Membership Units of the Company;
- (f) To purchase liability and other insurance to protect the Company's property and business;
- (g) To employ accountants, legal counsel, managing agents or other experts to

perform services for the Company and to compensate them from Company funds;

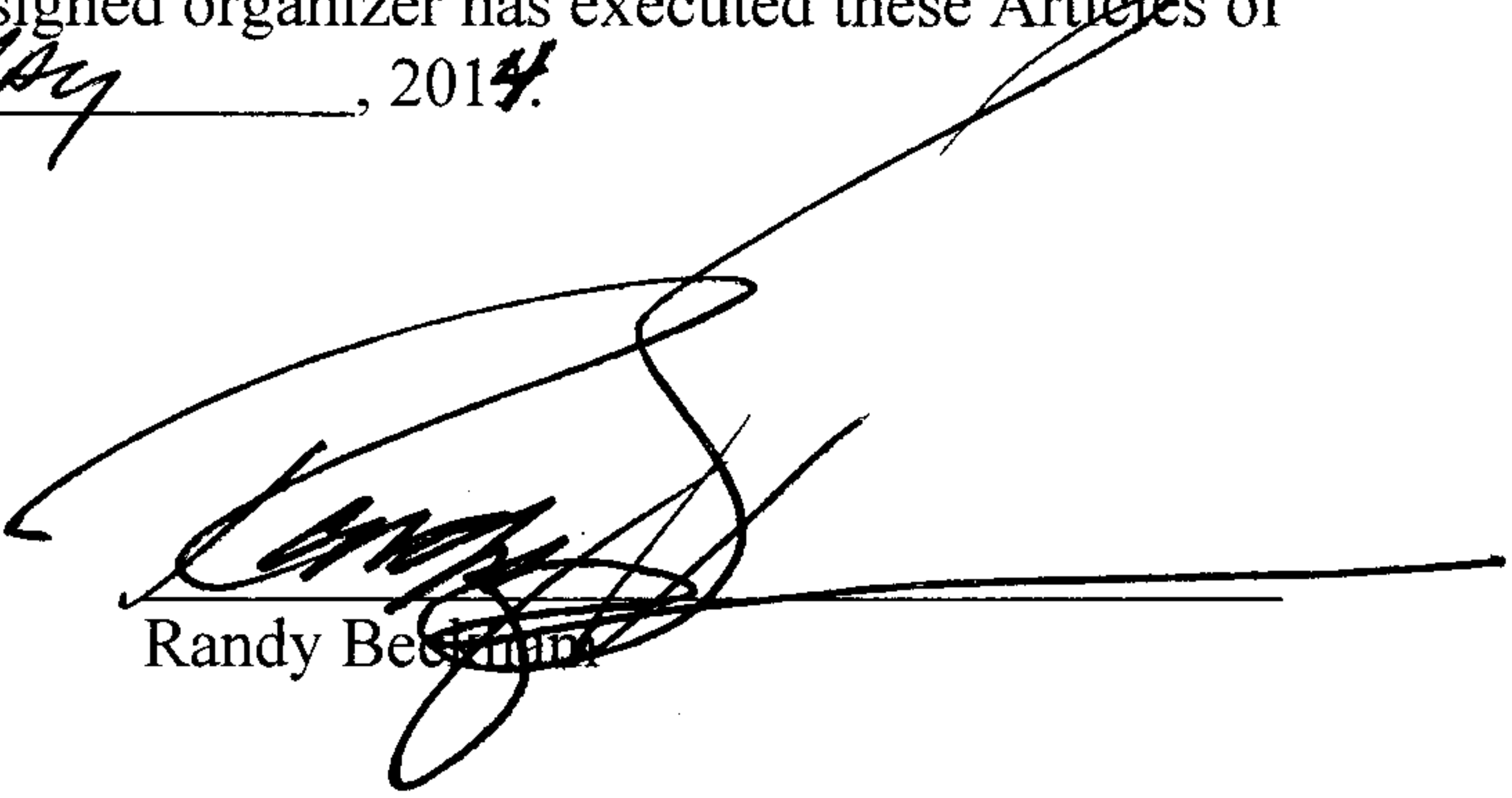
- (h) To enter into any and all other agreements on behalf of the Company with any other person for any purpose; and
- (i) To do and perform any and all other acts as may be necessary or appropriate to the conduct of the Company's business.

ARTICLE X

Liability

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

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this the 25th day of MAY, 2014.


Randy Beasly

This Instrument Was Prepared By:
Barron Lakeman
Lakeman, Peagler, Hollett & Alsobrook, LLC
1904 Indian Lake Drive, Suite 100
Birmingham, Alabama 35244
Telephone: (205) 871-9990


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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:

Black Watch Sports Performance, LLC

This name reservation is for the exclusive use of Randy Beckham, 1112 Greymoor
Road, Birmingham, AL 35242 for a period of one year beginning May 19, 2014
and expiring May 19, 2015



RES657920

**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.**

May 19, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State

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