

STATE OF ALABAMA)

COUNTY OF SHELBY)

CERTIFICATE OF FORMATION

OF

JC'S VINTAGE AUTOS, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10A, Chapter 5 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Law"), hereby file the following Certificate of Formation 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 stated in this Certificate of Formation are true and correct:

ARTICLE I

The name of the limited liability company is JC'S VINTAGE AUTOS, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual beginning on the date of filing of this Certificate of Formation with the Office of the Probate Judge for Shelby County, Alabama. Provided, however, that the Company shall be dissolved (a) as provided in the Operating Agreement, as amended from time to time, or (b) as may be required by the Alabama Limited Liability Company Law.

ARTICLE III

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

The transaction of any and all lawful business (except that the Company shall not be engaged in the business of banking) for which limited liability companies may be organized under the Alabama Limited Liability Company Law, including, but not limited to, any and all transactions and business activities which are necessary, appropriate or incidental to buy, sell, and own automobiles, as well as operate and manage automobile dealerships.

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 3007 Highland Lakes Rd., Birmingham, Alabama 35242. The initial registered agent for service of process at the foregoing address shall be Arthur G. Coley, Jr.

ARTICLE V

The names and mailing addresses of the initial members of the Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
National Capital Finance, LLC	3007 Highland Lakes Rd. Birmingham, Alabama 35242

ARTICLE VI

The initial members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon 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 Limited Liability Company if (i) there is at least one remaining member; or (ii) there is no remaining member, and the holders of all the financial rights in the Company agree in writing, within 90 days after the 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 (iii) 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 the operating agreement or Certificate of Formation.

ARTICLE VIII

The Company shall be managed by its manager(s), Arthur G. Coley, Jr., who is to serve as manager until their successor(s) are elected and begin serving. The mailing address of the manager is as follows: 3007 Highland Lakes Road, Birmingham, Alabama 35242.

ARTICLE IX

The following person shall serve as the organizer of the Company and shall execute and file this document with the Office of the Judge of Probate of Shelby County, Alabama:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Stephen P. Leara, Esq.	Wallace, Jordan, Ratliff & Brandt, LLC 800 Shades Creek Pkwy, Ste. 400 Birmingham, Alabama 35209

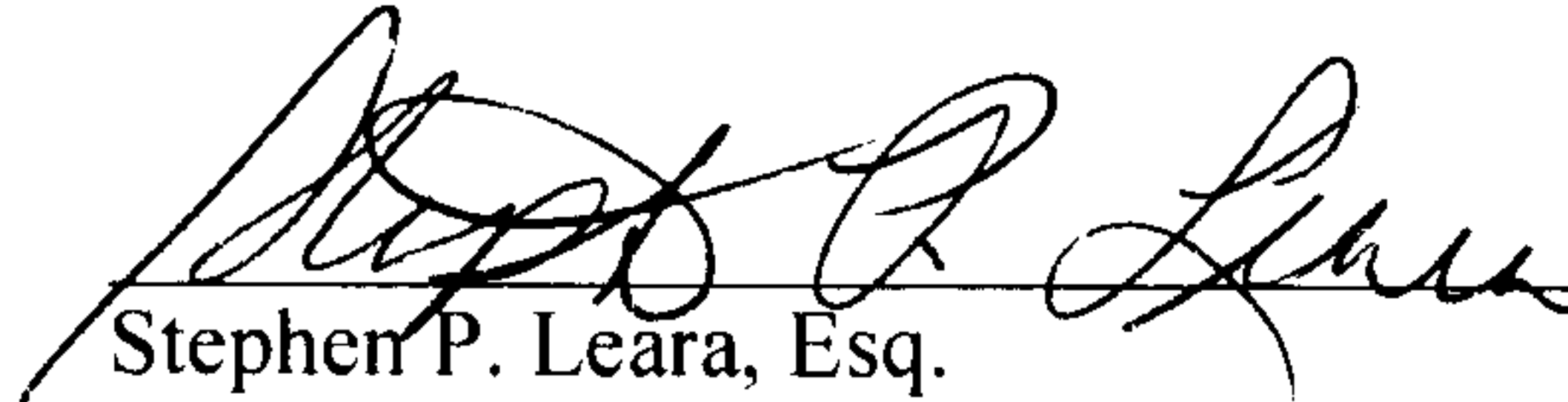
ARTICLE X

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 Law.

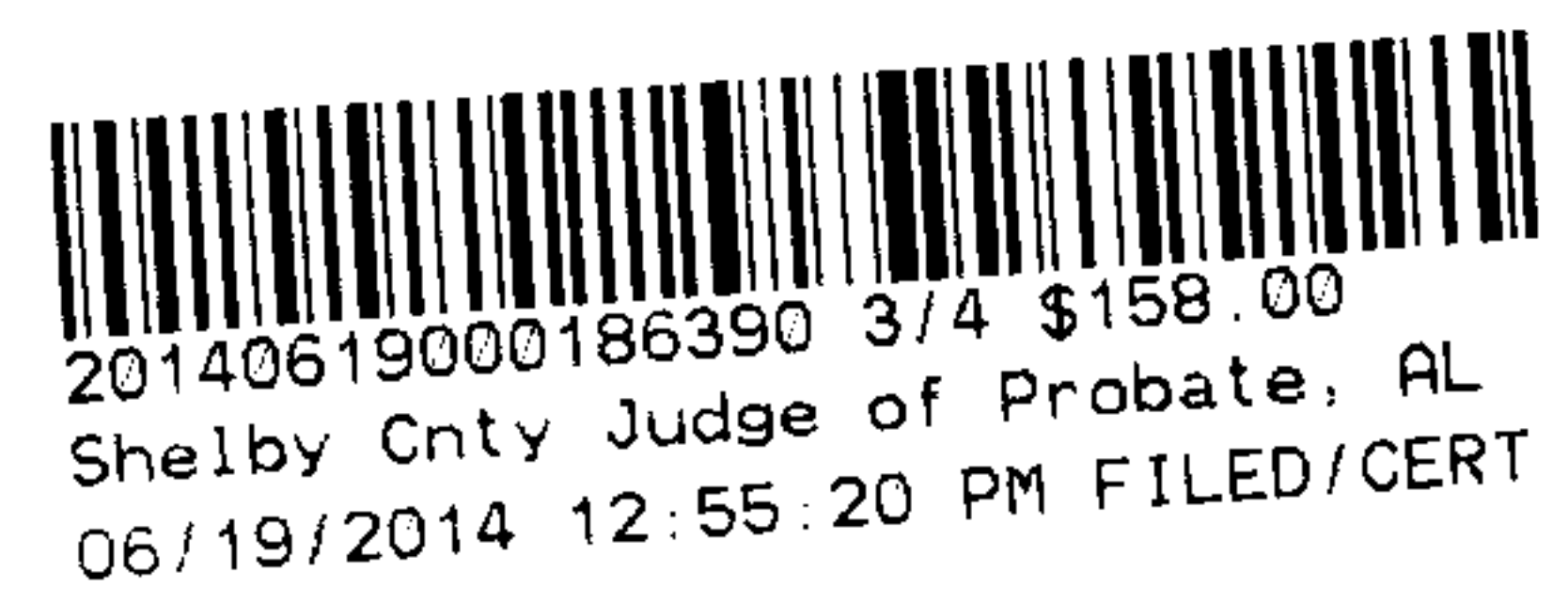
ARTICLE XI

All other provisions for the regulation of the internal affairs of the Company shall be set out in the Operating Agreement, as amended from time to time and shall be in compliance with the Alabama Limited Liability Company Law.

IN WITNESS WHEREOF, the undersigned Organizer has executed this Certificate of Formation this the 12th day of June, 2014.


Stephen P. Leara, Esq.
Organizer

This instrument prepared by:
Stephen P. Leara, Esquire
Wallace, Jordan, Ratliff & Brandt, L.L.C.
800 Shades Creek Parkway, Suite 400
Birmingham, Alabama 35209
205.870.0555



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:

JC's Vintage Autos, LLC

This name reservation is for the exclusive use of Arthur G. Coley, Jr., 3007
Highland Lakes Rd, Birmingham, AL 35242 for a period of one year beginning
May 08, 2014 and expiring May 08, 2015



RES657028

**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 08, 2014

Date

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

Jim Bennett

Secretary of State



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Shelby Cnty Judge of Probate, AL
06/19/2014 12:55:20 PM FILED/CERT