

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):

LAAB-769 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)

Abel Martinez, III
3133 Brookhill Drive
Meadowbrook, 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):

3133 Brookhill Drive Meadowbrook, AL 35242

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

4. The name of the Registered Agent: Abel Martinez, III

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

3133 Brookhill Drive Meadowbrook, AL 35242

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

5. Purpose for which the limited liability company formed: to provide software development

and consulting services and such other business as the Members shall determine; 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): Abel Martinez, III

Street (**No PO Boxes**) address of Organizer(s): _____

3133 Brookhill Drive Meadowbrook, 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 1 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: Abel Martinez, III

Mailing address of Manager: 3133 Brookhill Drive Meadowbrook, AL 35242



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 ____ / ____ / ____ 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.

09 / 05 / 2014
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Abel Martinez, III
Typed Name of Above Signature

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

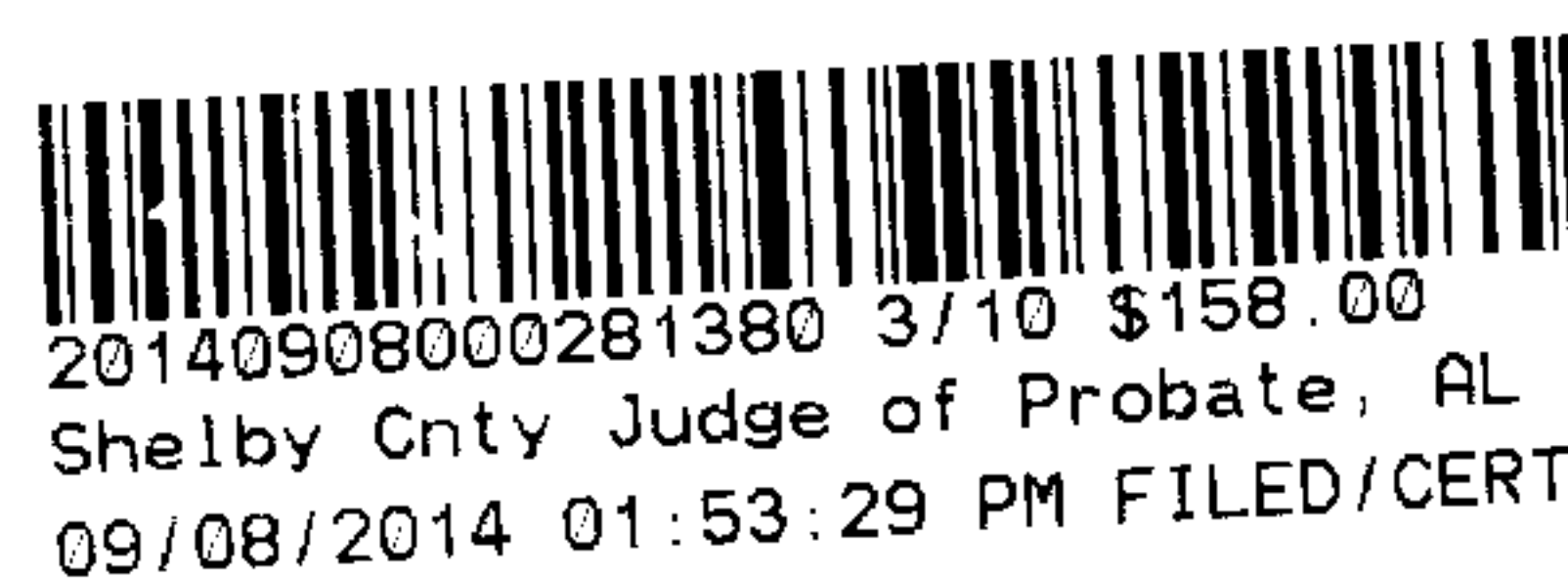
Additional members may sign (attach listing if necessary).

 / /
Date (MM/DD/YYYY)

Signature as required by 10A-5-2.04

Typed Name of Above Signature

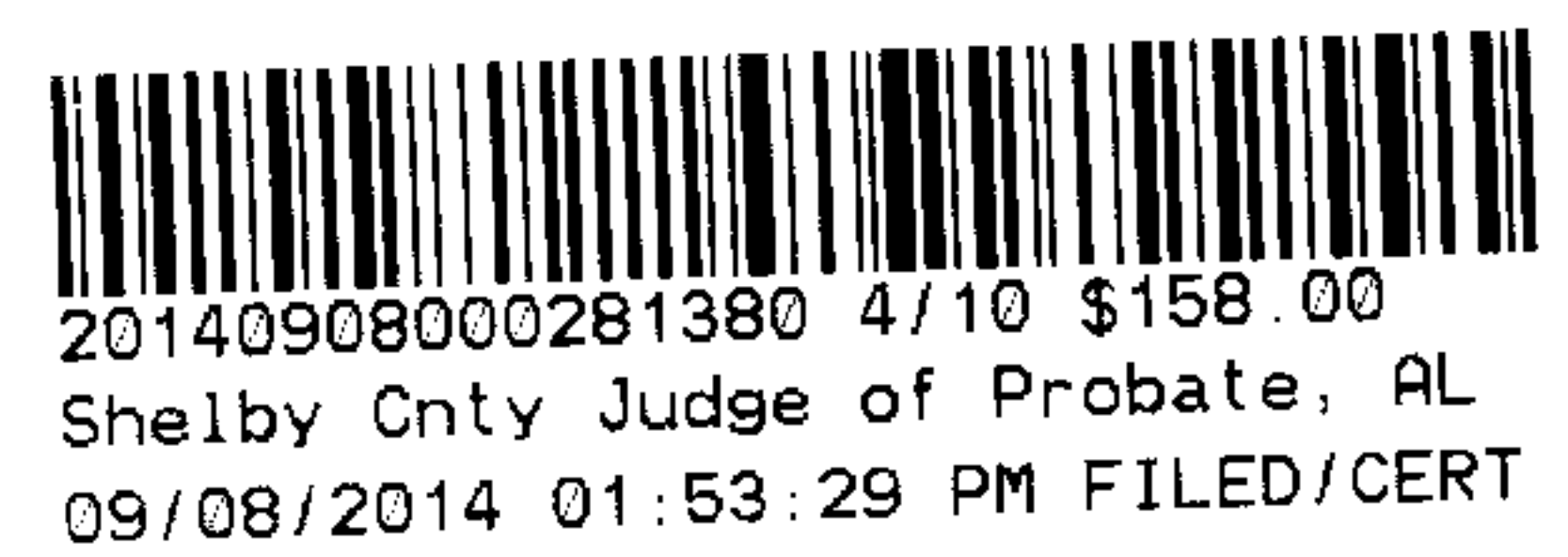
Typed Title (Member)



**ARTICLES OF ORGANIZATION
OF**

LAAB-769, LLC

Under the Alabama Limited Liability Company Law



**ARTICLES OF ORGANIZATION
OF
LAAB-769, LLC**

THESE ARTICLES OF ORGANIZATION of *LAAB-769, LLC* are made and entered into on this the 5th day of September, 2014, by Abel Martinez, III (the "Member").

RECITALS

The member desires to enter into the business and has considered the various forms of entities to use for that purpose and has decided that a limited liability company to be formed under the Alabama Limited Liability Company Law is the preferred entity.

THEREFORE, the undersigned do hereby adopt the following Articles of Organization:

ARTICLE I

NAME OF THE LIMITED LIABILITY COMPANY

The name of the limited liability company is *LAAB-769, LLC* (the "Company").

ARTICLE II

PERIOD OF DURATION

The Company shall exist in perpetuity unless dissolved pursuant to the Alabama Limited Liability Company Law (the "Law") or these Articles of Organization.

ARTICLE III

PURPOSE: POWERS

The purpose for which this Company is formed is to provide software development and consulting services and such other business as the Members shall determine. In furtherance of the purposes of the Company, the Company shall have the power and authority to take all actions necessary, useful or appropriate in the Member's discretion to accomplish its purpose, including, but not limited to, the conduct of business and exercise of all powers authorized by § 10A-5-1.03 of the Law, as amended.

ARTICLE IV

INITIAL REGISTERED OFFICE: INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Company is 3133 Brookhill Drive Meadowbrook, AL 35242. The name of the initial registered agent at such address is Abel Martinez, III.

ARTICLE V

INITIAL MEMBERS: PERCENTAGE OWNERSHIP

The name and mailing address of the initial Member of the Company and his respective percentage ownership interests in the Company are as follows:

<u>Name</u>	<u>Address</u>	<u>Interest</u>
Abel Martinez, III	3133 Brookhill Drive Meadowbrook, AL 35242	100%

ARTICLE VI

ADDITIONAL MEMBERS

The Member by majority written consent shall have the right to admit additional Members.

ARTICLE VII

CONTINUATION OF THE BUSINESS

Upon the occurrence of an event of disassociation as defined in the Law, the Company shall be dissolved, unless both the following apply:

- (i) There is at least one (1) remaining Member; and
- (ii) The legal existence of the business of the Company is continued by the written consent of all of the remaining Members within one hundred and twenty (120) days after the occurrence of any event that causes dissolution.

ARTICLE VIII

GOVERNANCE

Any Member may upon ten (10) days advance notice given to the other Member(s) call a meeting of the Members. Such notice shall state the date, time, place and purpose of the meeting. Those Members holding a majority of interests shall constitute a quorum for the conduct of business. Members not present in person at such meeting may grant a written proxy to any other person entitling such person to vote such Member's interest at the meeting. Any Member may waive notice of the meeting. Action of the Members may be adopted by written consent without meeting. Unless otherwise provided in these Articles of Organization, the vote of Members owning more than 51 percent (%) of the interests of the Company shall be controlling.

ARTICLE IX

MANAGEMENT

Management of the Company shall be vested in the Members.

ARTICLE X

DISTRIBUTIONS

Upon vote of the Members, the Company shall make distributions out of its available cash funds or other assets to the Members in accordance with their respective percentage interests, or as otherwise unanimously agreed, as shown in Article V in accordance with § 10A-5-5.04 of the Law.

ARTICLE XI

DISASSOCIATION: ASSIGNMENT

A Member shall have the right to disassociate voluntarily from the Company upon ninety (90) days written notice to the other Member(s). No Member shall have the right to assign all or any portion of his or her interest in the Company without the written consent of the other Members. If the other Members consent to the assignment of another Member's interest in the Company, then such other Member shall be free to assign his or her interest as set forth in the written consent. An assignee of a Member's interest only

entitles such person to the financial rights of the assignor Member to the extent assigned. As assignee of an interest in the Company may become a Member only if the other Members unanimously consent in writing. A Member who assigns all his or her interest in the Company does not cease to be a Member until the assignee of such interest is substituted as a Member by unanimous written consent of the other Members. A person ceases to be a Member of the Company upon the occurrence of the events specified in § 10A-5-6.06.

ARTICLE XII

LIQUIDATION

Upon dissolution of the Company, its affairs shall be wound up and its assets distributed in accordance with the Law, as amended.

ARTICLE XIII

OPERATING AGREEMENT

Members of the Company may enter into an operating agreement to regulate or establish the affairs of the Company, the conduct of its business, and the relations of its Members. Such operating agreement may contain any provisions regarding the affairs of the Company, the conduct of its business and the relation of its Members that are not inconsistent with laws of the State of Alabama or these Articles of Organization.

ARTICLE XIV

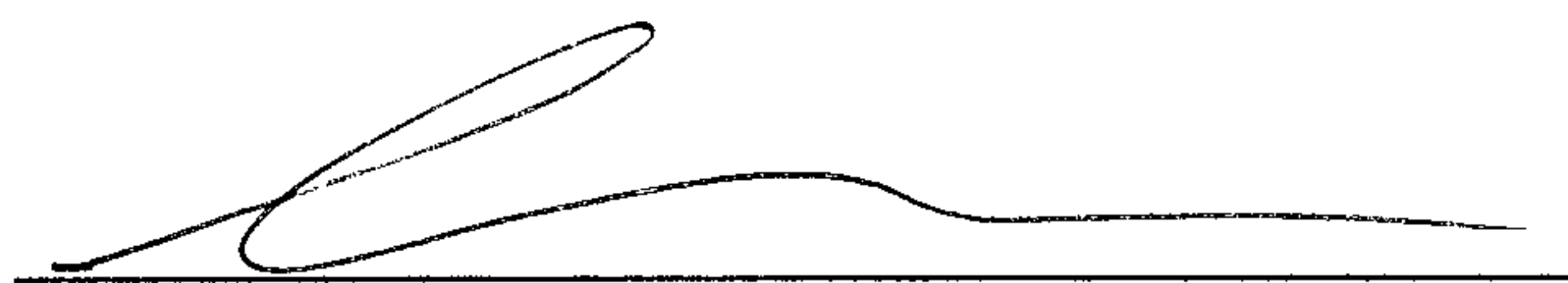
MISCELLANEOUS

(1) The Company shall keep at its registered office the records required by § 10A-5-2.06 of the Law and such records shall be subject to inspection and copying at the reasonable request of a Member.

(2) The laws of the State of Alabama shall govern the business of the Company and the relation of its Members.

(3) Except as may be modified by an operating agreement, the Articles of Organization set forth herein constitute the entire understanding and agreement among the Members with respect to the subject matter hereof, and there are no other agreements.

IN WITNESS WHEREOF, the undersigned members executed these Articles of Organization
this 5th day of September, 2014.

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a horizontal line.

Abel Martinez, III

Jim Bennett
Secretary of State

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

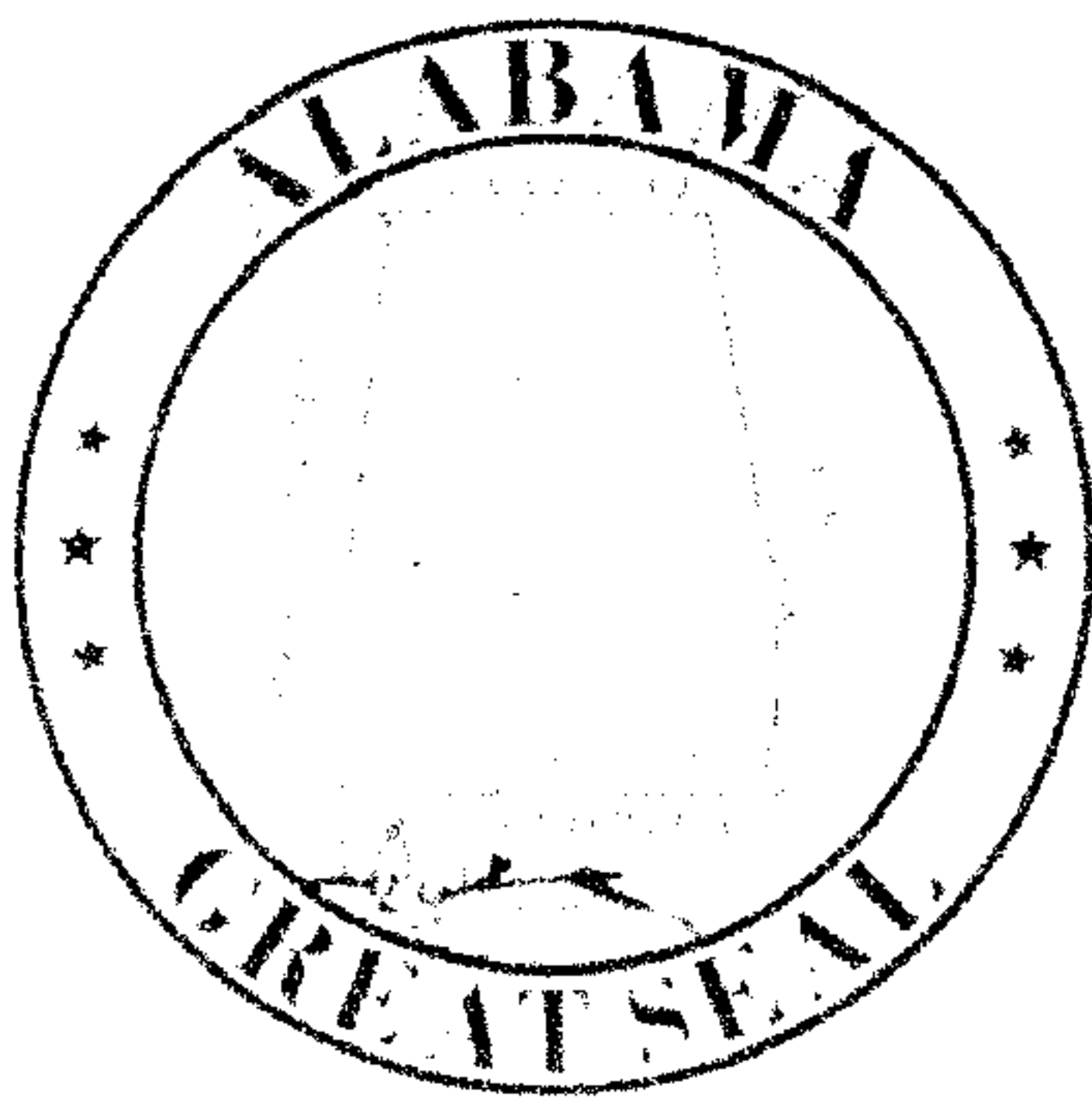
STATE OF ALABAMA

**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:

LAAB-769 LLC

This name reservation is for the exclusive use of Abel Martinez, III, 3133
Brookhill Drive, Meadowbrook, AL 35242 for a period of one year beginning
September 05, 2014 and expiring September 05, 2015



RES667320

**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.**

September 05, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State



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Shelby Cnty Judge of Probate, AL
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