

**CERTIFICATE OF FORMATION
OF
NEW BEGINNINGS ACADEMY, LLC**

Pursuant to the Alabama Limited Liability Company Law as set forth in Chapter 1 and Chapter 5 of the Alabama Business and Nonprofit Entity Code (the “Code”), the undersigned organizer hereby adopts the following Certificate of Formation:

ARTICLE I
Name

The name of the limited liability company is New Beginnings Academy, LLC (the “Company”).

ARTICLE II
Duration

The Company shall have a duration from the date of organization until it is dissolved and its affairs wound up in accordance with the provisions of the Company’s Operating Agreement or, if there is no Operating Agreement or no provision in the Operating Agreement governing the duration of the Company, then in accordance with the Code.

ARTICLE III
Purposes

The purposes for which the Company is formed are:

- (a) To operate an educational center for students with learning differences;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, management and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or

transaction;

- (e) 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;
- (f) 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, corporations, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (g) To 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
- (h) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Code.

ARTICLE IV ***Registered Office; Registered Agent***

The location and street address of the initial registered office of the Company shall be 3152 Sunny Meadows Lane, Birmingham, Alabama 35242, and its registered agent at such address shall be Ann Maura Hinton.

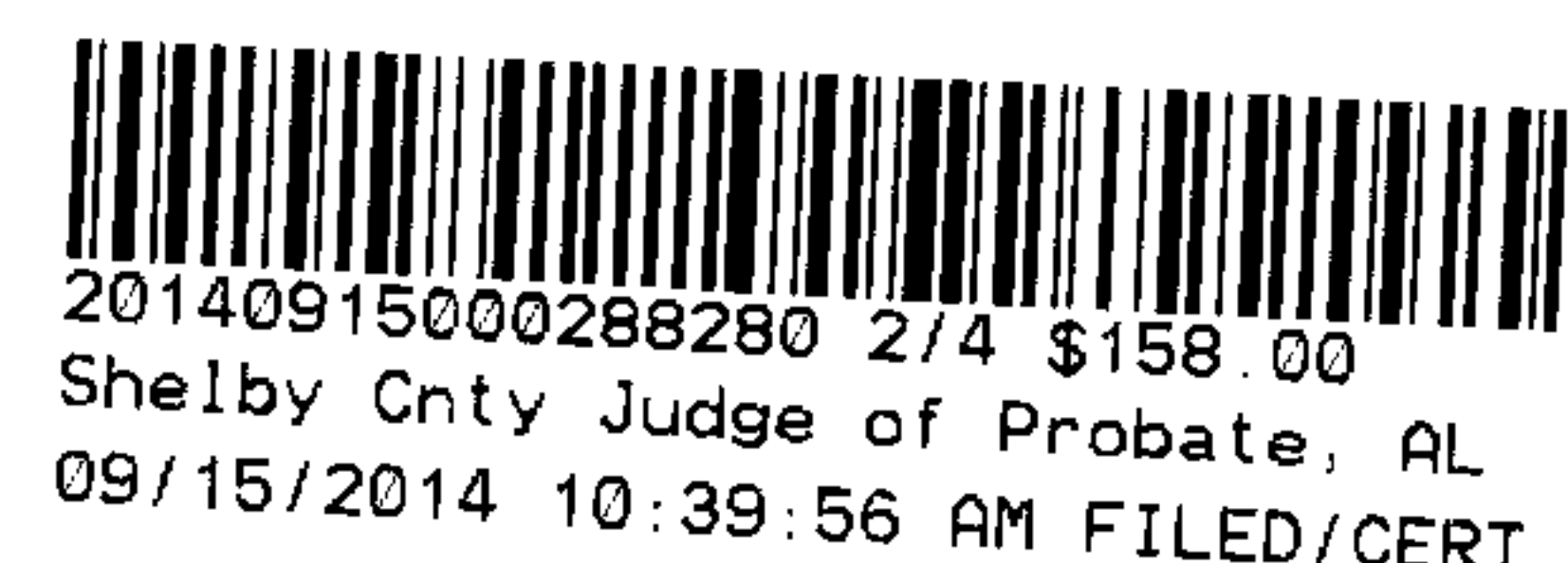
ARTICLE V ***Organizer***

The name and mailing address of the Organizer is:

<u>NAME</u>	<u>ADDRESS</u>
Ann Maura Hinton	3152 Sunny Meadows Lane Birmingham, Alabama 35242

ARTICLE VI ***Admission of Additional Members***

The Company may permit the admission of additional member(s) pursuant to the terms and conditions of their admission as set forth in the Company's Operating Agreement or, if there is no



Operating Agreement or no provision in the Operating Agreement governing the admission of additional member(s), then in accordance with the Code.

ARTICLE VII
Dissolution by Reason of Cessation of Membership

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

IN WITNESS WHEREOF, this Certificate of Formation has been executed as of the 15 day of September 2014, by the undersigned, as its Organizer, who affirms that the statements made herein are true under the penalties of perjury.


Ann Maura Hinton

Ann Maura Hinton
Organizer

Prepared By:

Dana R. Gache', MPH, JD
The Gache' Law Firm, PC
4943 Coshatt Drive
Birmingham, Alabama 35244

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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:

New Beginnings Academy, LLC

This name reservation is for the exclusive use of Ann Maura Hinton, 3152 Sunny
Meadows Lane, Birmingham, AL 35242 for a period of one year beginning
September 11, 2014 and expiring September 11, 2015



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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.**

September 11, 2014

Date

Jim Bennett

Secretary of State