

**CERTIFICATE OF FORMATION  
OF  
A&E HOLDINGS, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby sign and adopt this Certificate of Formation, and, upon filing for record of this Certificate of Formation in the Shelby County Judge of Probate's office, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I  
NAME**

- 1.1 The name of the Company shall be A&E Holdings, LLC.

**ARTICLE II  
PERIOD OF DURATION**

- 2.1 The duration of the Company shall be perpetual.

**ARTICLE III  
OPERATING AGREEMENT**

The business of the Company and the relationship of its Members shall be subject to the terms and conditions of the Operating Agreement of the Company dated as of the date hereof and as amended or restated from time to time (the "Operating Agreement").

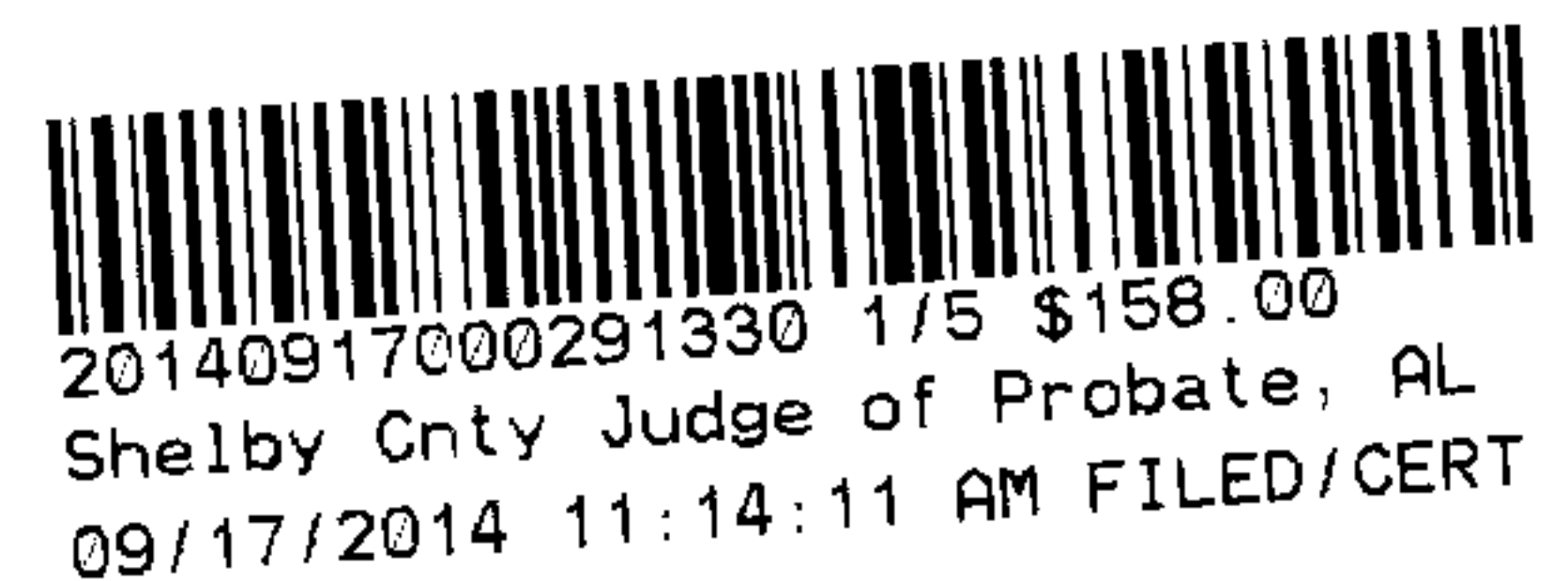
**ARTICLE IV  
PURPOSES, OBJECTS AND POWERS**

- 4.1 The purposes and objects and powers of the Company are:

(a) To engage in any lawful business, act or activity for which a company may be organized under the Act, it being the purpose and intent of this Article IV to invest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under the Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to companies by the laws of the State of Alabama.

- 4.2 All words, phrases and provisions appearing in this Article IV are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.



**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

5.1 The location and mailing address of the initial registered office of the Company shall be 1013 Baldwin Lane, Birmingham, Alabama 35242.

5.2 The initial registered agent at such address shall be Jennifer Talton Smith.

**ARTICLE VI**  
**INITIAL MEMBERS/ORGANIZER**

6.1 The name and mailing address of the initial Members of the Company are as follows:

| <u>NAME</u>           | <u>ADDRESS</u>                                 |
|-----------------------|------------------------------------------------|
| Jennifer Talton Smith | 1013 Baldwin Lane<br>Birmingham, Alabama 35242 |
| Brian Lavon Smith     | 1013 Baldwin Lane<br>Birmingham, Alabama 35242 |

6.2 The name and mailing address of the Organizer are as follows:

| <u>NAME</u>             | <u>ADDRESS</u>                                                    |
|-------------------------|-------------------------------------------------------------------|
| A. Wade Cornelius, Esq. | Two Perimeter Park South, Suite 550E<br>Birmingham, Alabama 35243 |

**ARTICLE VII**  
**PRINCIPAL OFFICE**

The location and mailing address of the principal office of the Company shall be 1013 Baldwin Lane, Birmingham, Alabama 35242.

**ARTICLE VIII**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional Members shall be admitted to the Company only in accordance with the provisions of the Operating Agreement.

**ARTICLE IX**  
**CONTINUATION OF BUSINESS**

In the event of the death, retirement, resignation, expulsion or dissolution of a Member, the remaining Member or Members shall automatically continue the business of the Company.

**ARTICLE X**  
**MANAGEMENT**

The Company shall be managed by Managers. The name and mailing address of the initial Managers are as follows:

| <u>NAME</u>           | <u>ADDRESS</u>                                 |
|-----------------------|------------------------------------------------|
| Jennifer Talton Smith | 1013 Baldwin Lane<br>Birmingham, Alabama 35242 |
| Brian Lavon Smith     | 1013 Baldwin Lane<br>Birmingham, Alabama 35242 |

**ARTICLE XI**  
**INDEMNIFICATION**

The Company may indemnify its Members, officers, agents and employees to the maximum extent permitted by law.

**ARTICLE XII**  
**AMENDMENT**

The Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Formation in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without obtaining the approval of the Manager(s) and/or the Member(s) (as the case may be) pursuant to the terms of the Operating Agreement in effect on the date of any such amendment.

[signature page follows]

  
20140917000291330 3/5 \$158.00  
Shelby Cnty Judge of Probate, AL  
09/17/2014 11:14:11 AM FILED/CERT

In Testimony Whereof, witness the hand and seal of the undersigned on this the 10<sup>th</sup> day of September, 2014.



A. Wade Cornelius, its Organizer

This instrument prepared by:  
A. Wade Cornelius, Esq.  
Mixon Firm, LLC  
Two Perimeter Park South, Suite 550E  
Birmingham, Alabama 35243  
(205) 259-6633



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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:

**A&E Holdings, LLC**

This name reservation is for the exclusive use of Mixon Firm, LLC, Two Perimeter Park South, Suite 430W, Birmingham, AL 35243 for a period of one year beginning June 04, 2014 and expiring June 04, 2015

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Shelby Cnty Judge of Probate, AL  
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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.**

June 04, 2014

Date

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

Jim Bennett

Secretary of State