

STATE OF ALABAMA)
COUNTY OF SHELBY)

CERTIFICATE OF FORMATION

OF

CHARLESTON GATE, L.L.C

ARTICLES OF ORGANIZATION

For the purpose of forming a limited liability company pursuant to Chapter 5 and Chapter 1 (to the extent the provisions thereof are applicable to limited liability companies) of the Alabama Business and Nonprofit Entities Code and any act amendatory thereof, supplementary thereto or substituted therefor hereinafter referred to as the “Entities Code,” the undersigned hereby sign and adopt these Articles of Organization as and for the Certificate of Formation pursuant to the Entities Code and, upon the filing for record of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, 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

The name of the limited liability company is **Charleston Gate, L.L.C.** (the “Company”).

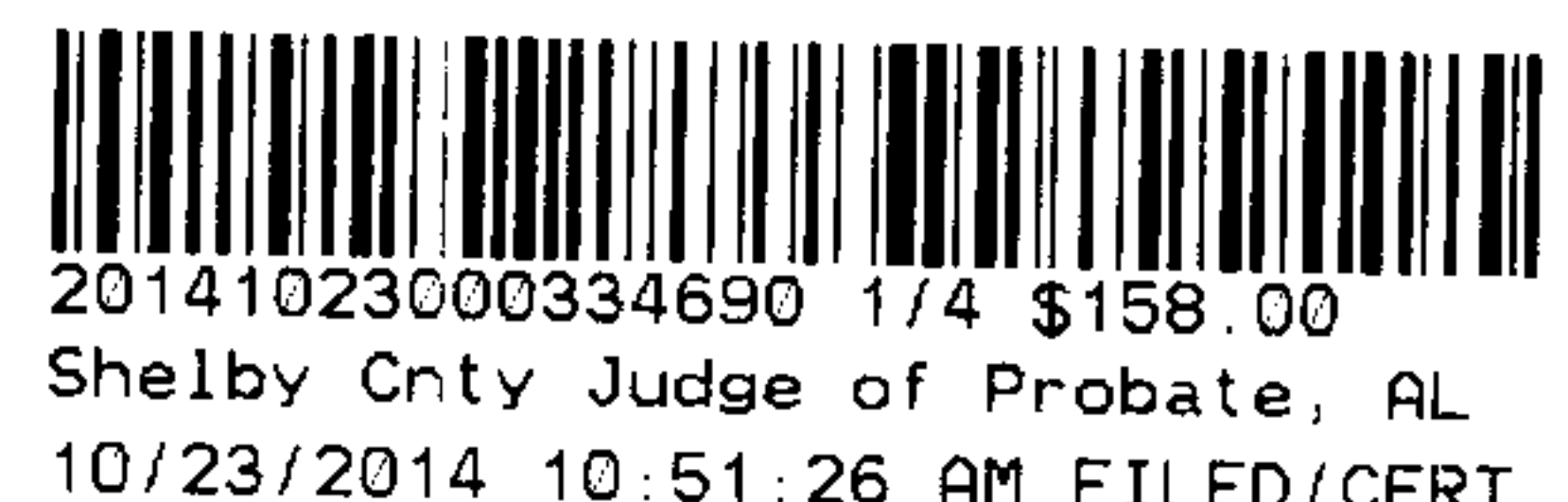
ARTICLE II

The period of duration of the Company shall be perpetual and shall continue until Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company.

ARTICLE III

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

- (a) To own, manage and develop real property.
- (b) To engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
- (c) To acquire, own, maintain, develop, improve, sell, lease or otherwise dispose of real estate.



(d) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company.

(e) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and

(f) To do any other acts or things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the Company, subject to the terms and conditions of this Operating Agreement.

ARTICLE IV

The location and mailing address of the initial registered office of the company shall be **5366 Meadowbrook Road, Birmingham, AL 35242**. The initial registered agent at the foregoing address shall be **Ernest C. Lee, Sr.**

ARTICLE V

The name and mailing address of the initial member of the company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
The Candace S. Lee Living Trust dated March 28, 2014	5366 Meadowbrook Road Birmingham, AL 35242

ARTICLE VI

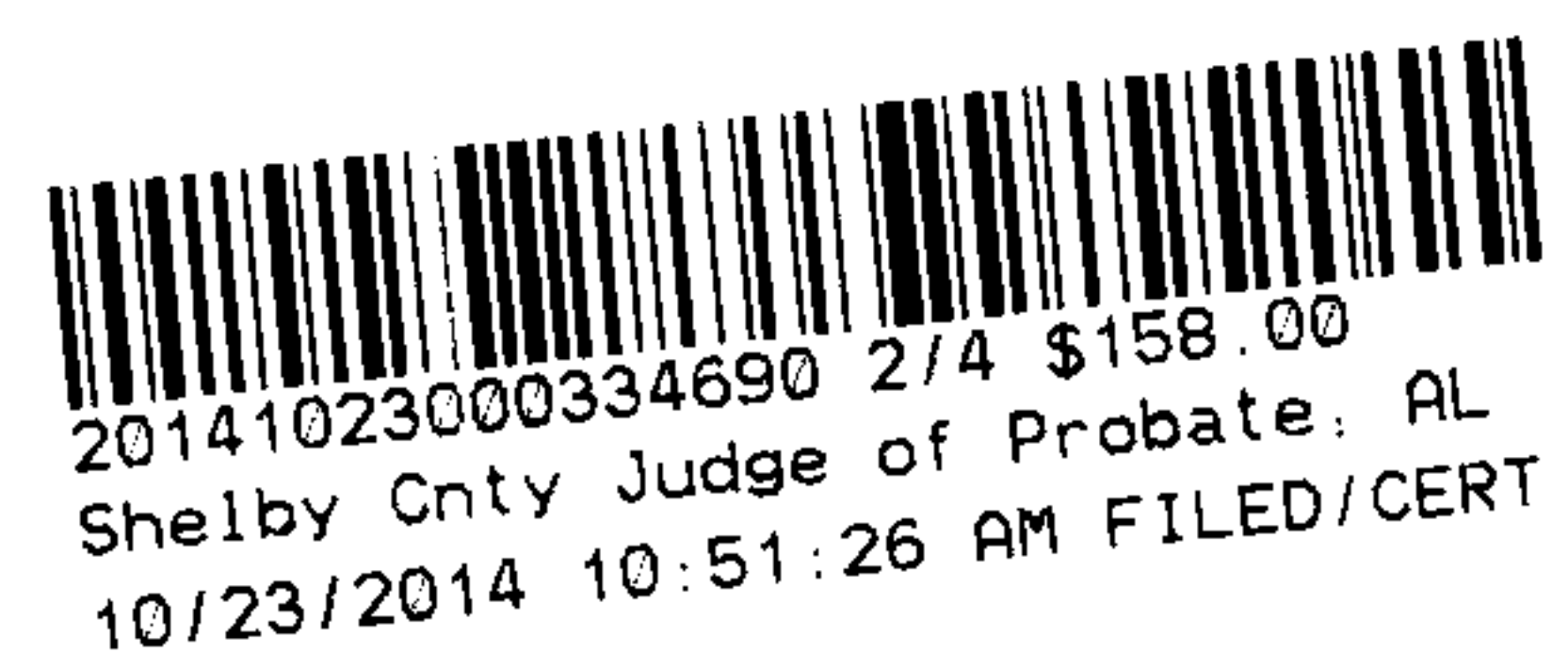
The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all the members of the Company.

ARTICLE VII

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 Company shall not cause the dissolution of the Company if:

(i) there is at least one remaining member and the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the member's cessation of membership, or

(ii) there is no remaining member but either:



- a) The holder of financial rights in a single member Company agrees in writing within 90 days after 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
- b) The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.

ARTICLE VIII

The Company shall be managed by its members.

ARTICLE IX

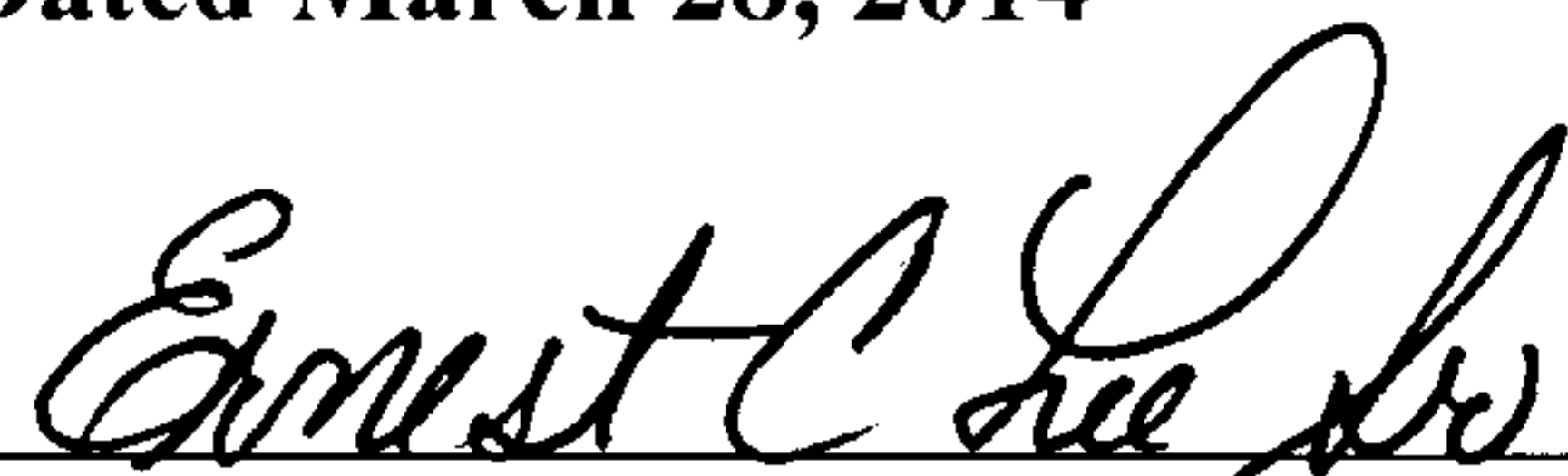
The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Organization this 21st day of October, 2014.

MEMBER

The Candace S. Lee Living Trust

Dated March 28, 2014


By: Ernest C. Lee, Sr., Trustee


By: Candace S. Lee, Trustee

This instrument was prepared by:
A. Eric Johnston, Esquire
1200 Corporate Drive, Suite 107
Birmingham, Alabama 35242
205-408-8893
eric@aericjohnston.com


20141023000334690 3/4 \$158.00
Shelby Cnty Judge of Probate, AL
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Jim Bennett
Secretary of State

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

STATE OF ALABAMA

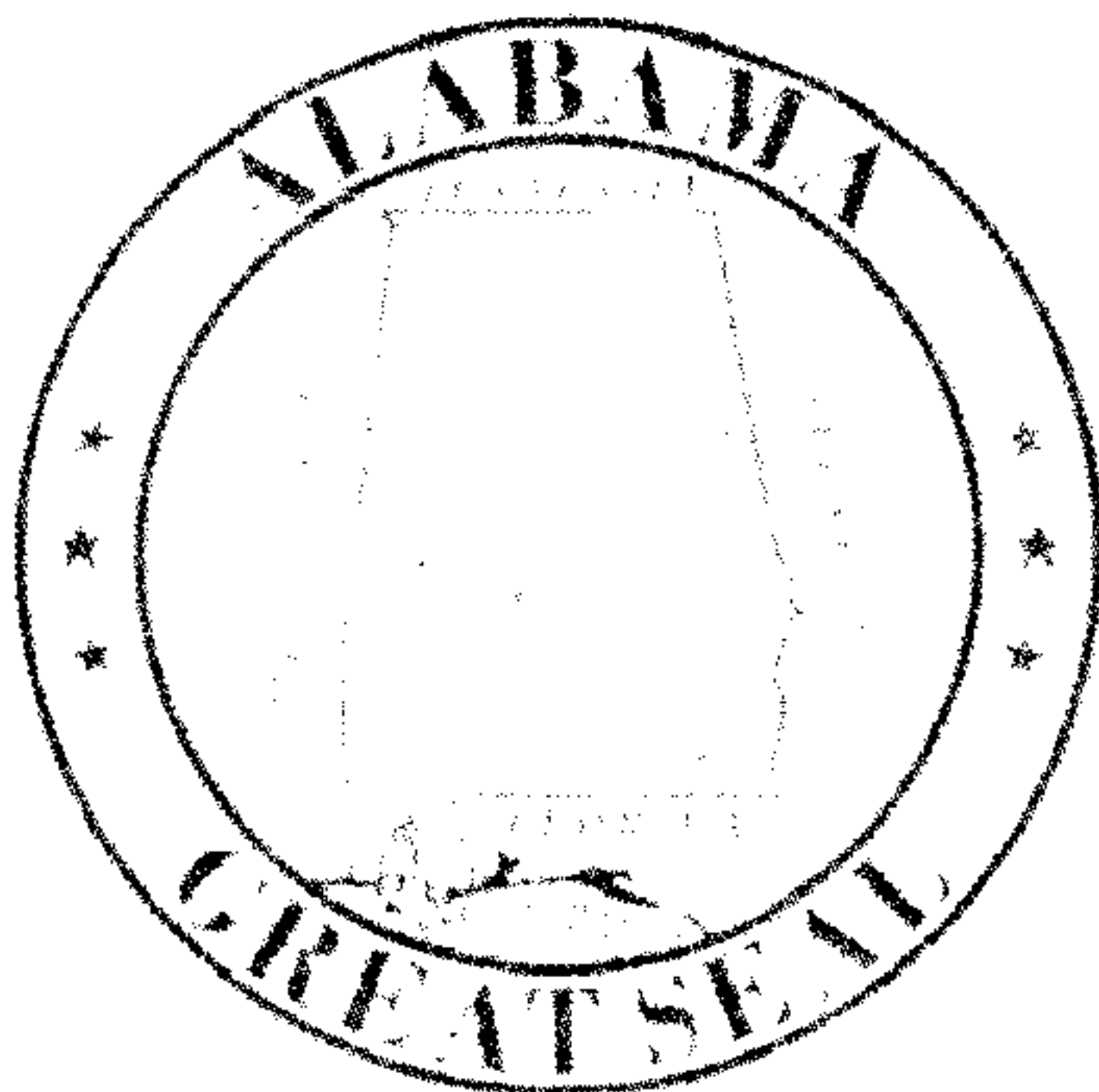
**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

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:

Charleston Gate, LLC

This name reservation is for the exclusive use of A. Eric Johnston, 1200 Corporate
Drive, Ste. 107, Birmingham, AL 35242 for a period of one year beginning
September 23, 2014 and expiring September 23, 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 23, 2014

Date

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

Jim Bennett

Secretary of State