
CERTIFICATE OF FORMATION

OF

WALTER J. DUNCAN, L.L.C.

STATE OF ALABAMA)
SHELBY COUNTY)

The undersigned, being all the members of **WALTER J. DUNCAN, L.L.C.**, a limited liability company formed pursuant to Section 10A-5-1.01 et. seq. of the Alabama Code, adopt the following Certificate of Formation for such company:

FIRST: The name of the company is **WALTER J. DUNCAN, L.L.C.**

SECOND: The term of the company shall commence on the date of the filing of these Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue perpetually; provided, however, that the company shall be dissolved(a) upon the written consent of the holders of the portion of the ownership interest of the company specified in the Operating Agreement, as amended from time to time, (b) as provided in the Operating Agreement, as amended from time to time, or (c) as may be required by the Alabama Limited Liability Company Law, as amended from time to time.

THIRD: The purpose or purposes for which the Company is organized are (i) to engage and carry on a consultant and advisory business in all matters relating to businesses; to furnish business advice for investment, marketing, management and operational plans and procedures and formulate policies, programs, strategies and conduct research and investigate businesses and enterprises of every kind and description; to write, edit, publish, market, sell and distribute books, articles and publications of all kinds in furtherance thereof; to enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this company; and (ii) to transact such other business as may be permitted for lawful purposes under the laws of the State of Alabama.

FOURTH: The name and address of the organizer and initial member of the Company is as follows:

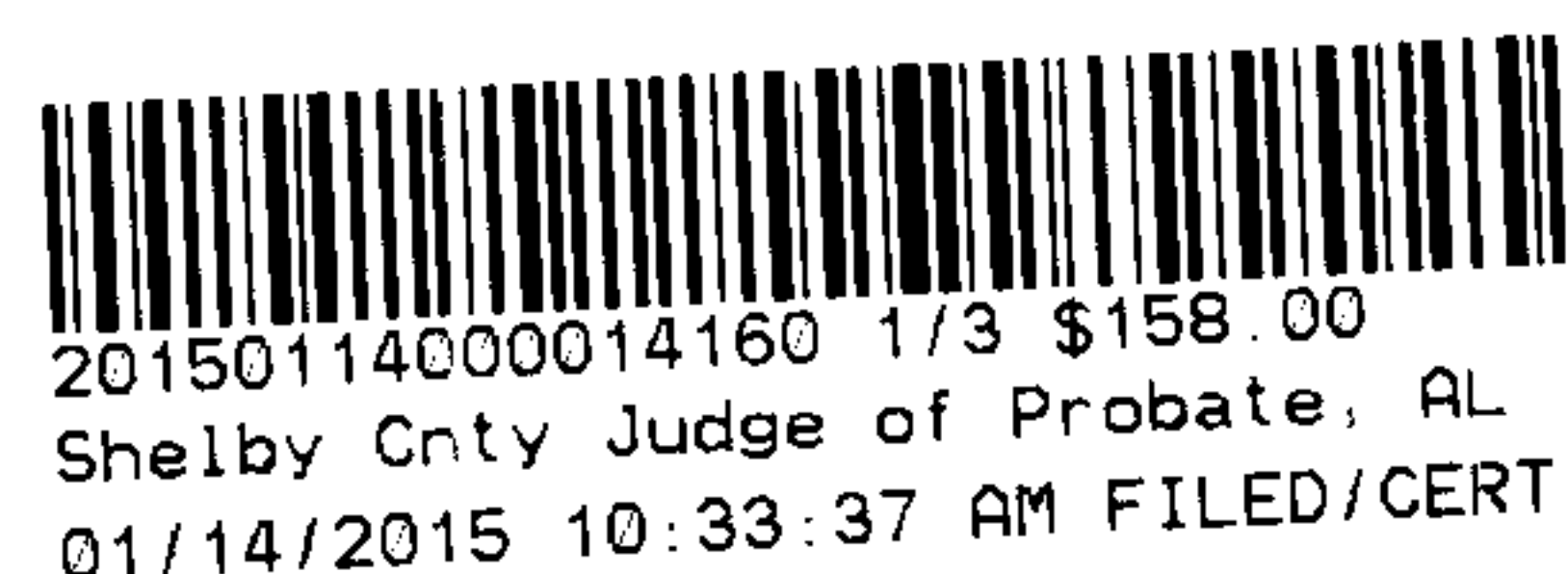
NAME

ADDRESS

W. Jack Duncan

2190 Baneberry Drive
Birmingham, AL 35244

FIFTH: The address of the initial registered office of the company is 2190 Baneberry Drive, Birmingham, AL 35244, and the name of its initial registered agent at such



address is W. Jack Duncan.


SIXTH: The Company shall be managed by its Managing Member, W. Jack Duncan, 2190 Baneberry Drive, Birmingham, AL 35244.

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

EIGHTH: The cessation of membership of a member shall not cause a dissolution of the Company; provided however, that if there is no remaining member, the Company shall dissolve unless the holders of all of the financial rights agree in writing within ninety 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.

IN WITNESS WHEREOF, the undersigned hereby declares and certifies that the facts stated herein are true and correct, and for the purpose of forming a limited liability company pursuant to the laws of the State of Alabama he hereunto has signed this Certificate of Formation as of the 2~~ND~~ day of January, 2015.


ORGANIZER:



W. Jack Duncan
Managing Member

THIS INSTRUMENT PREPARED BY:

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Shelby Cnty Judge of Probate, AL
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