

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION

PURPOSE: In order to form a limited liability company (LLC) under Section 10A-5A-2.01 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** for standard filing (based on date of receipt and volume) **or \$200.00 for expedited service** (processed within approximately 3 business days after date of receipt from the County Probate Office) 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 which is evidence of existence (if it is certified by Probate Office) according to 10A-1-4.04(c) 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. 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
02/19/2015 11:43:00 AM FILED/CERT

(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):

Flip Side Watersports of Alabama, 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)

Jeremy Talbot
8195 B John Findlay Dr
Pelham, Alabama 35242

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

3. The name of the Registered Agent: Jeremy Talbot

Street (**No PO Boxes**) address of Registered Office (must be located in Alabama):

8195 John Findlay Dr. Pelham, AL 35124

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

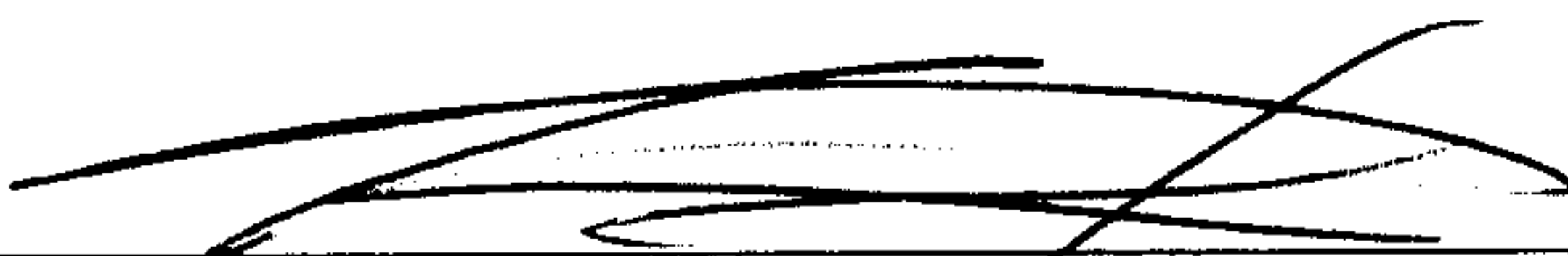
4. There is at least one member of the limited liability company.

5. The filing of the limited liability company is effective immediately on the date filed by the Judge of Probate or at the delayed filing date (later date) specified in this filing (no more than 90 days after date of signing of this document). 10A-1-4.12

The undersigned specify 02 / 01 / 2015 as the effective date (must be on or after the date filed in the office of the county Judge of Probate, but not more than 90 days after the date of signing of the document) and the time of filing to be :

Attached are any other matters the members determine to include herein and/or, if applicable, any statements required to meet 10A-5A-11.02(b)(3) requirements.

01 / 26 / 2015
Date (MM/DD/YYYY)



Signature as required by 10A-5A-2.04

JEREMY TALBOT
Typed Name of Above Signature

MEMBER/ORGANIZER
Typed Title (Organizer or Attorney-in-fact)

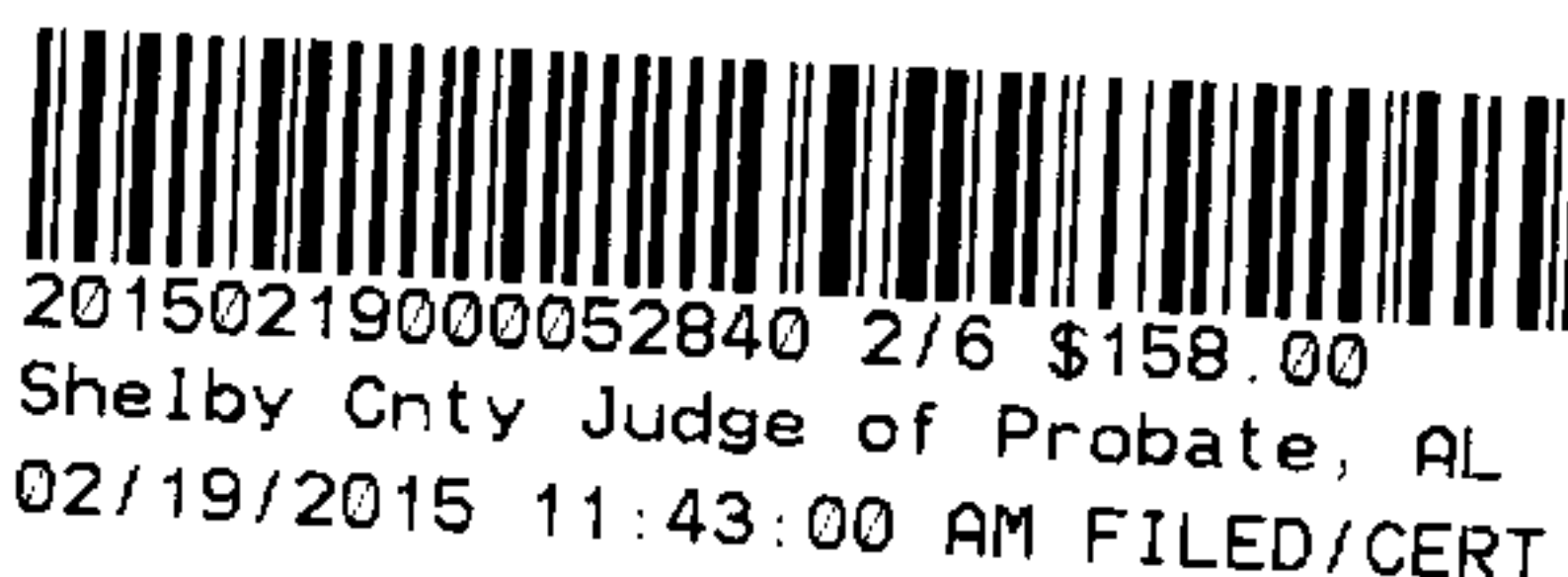
Additional Organizers may sign (add additional sheets if necessary).

 / /
Date (MM/DD/YYYY)

Signature as required by 10A-5A-2.04

Typed Name of Above Signature

Typed Title (Organizer or Attorney-in-fact)



**CERTIFICATE OF FORMATION OF
FLIP SIDE WATERSPORTS OF ALABAMA, 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 undersigned hereby adopts the following Certificate of Formation:

NAME

The name of the limited liability company is: **FLIP SIDE WATERSPORTS OF ALABAMA, LLC** (the "Company").

TYPE

The Company is a limited liability company.

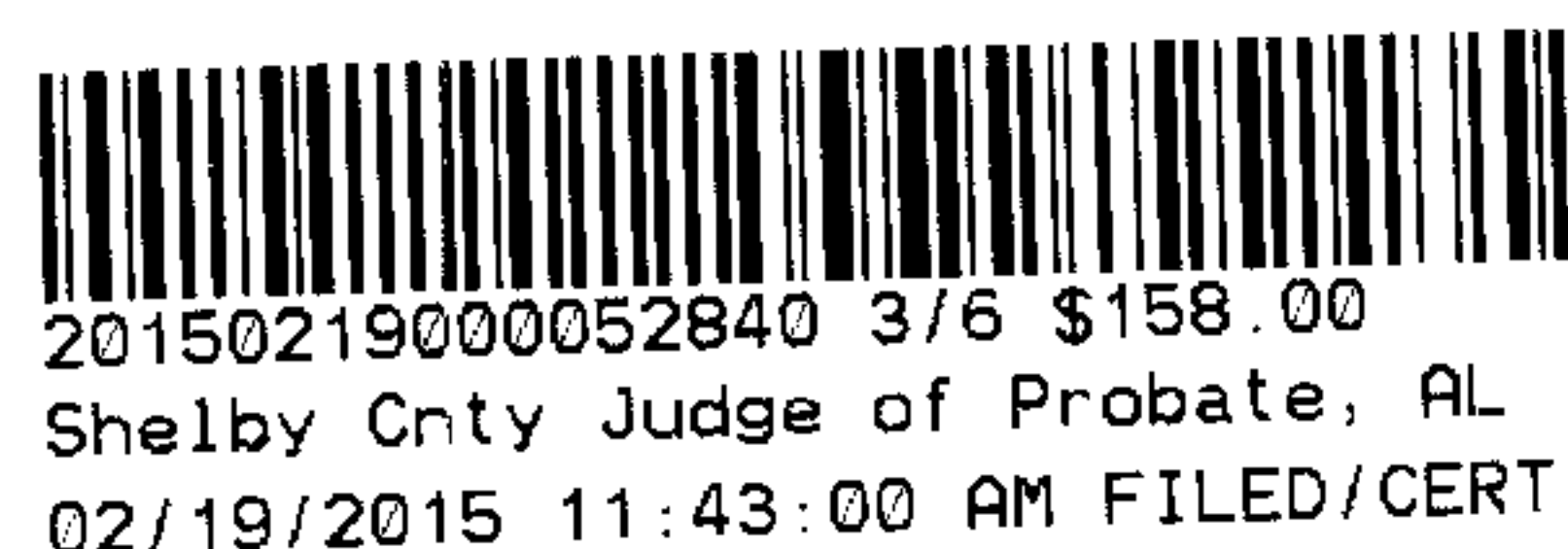
DURATION

The Company shall have a perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Business and Nonprofit Entity Code or the Limited Liability Company Agreement of the Company.

PURPOSES

The purposes for which the Company is formed are:

- (a) to own and operate recreational water sports activities; and
- (b) to own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, of every kind and character, to collect rents, and generally deal in commercial and residential real estate development and to have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects mentioned above; and,
- (c) 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; and
- (d) 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; and

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

REGISTERED OFFICE; REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be 8195B John Findley Drive, Pelham, Alabama, 35124, and its registered agent at such address shall be Jeremy Talbot. The mailing address of the initial registered office of the Company shall be 8195B John Findley Drive, Pelham, Alabama, 35124.

MEMBER/ORGANIZER

The Company shall have at least one member. The name and mailing address of the Organizer is:

**Jeremy Talbot
8195B John Findley Drive
Pelham, Alabama, 35124**

ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in accordance with the terms of the Limited Liability Company Agreement of the Company.

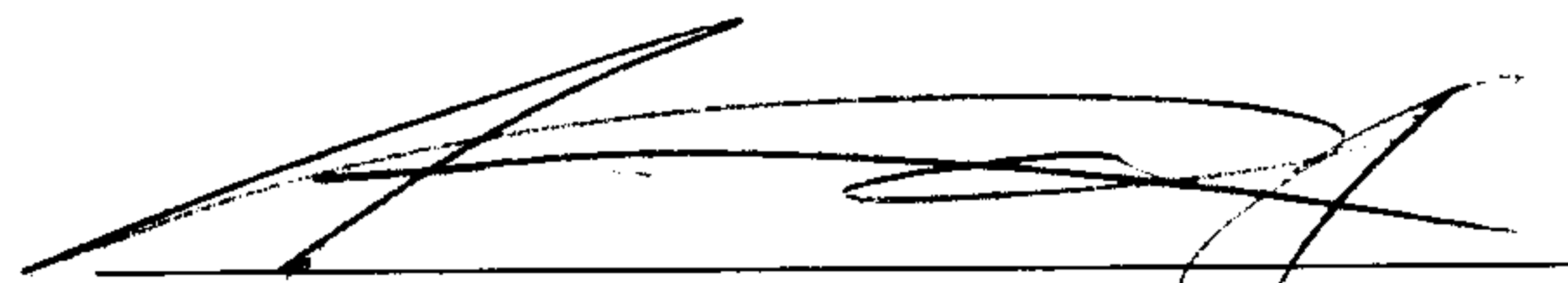
DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP

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



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IN WITNESS WHEREOF, this instrument has been executed as of the 21st day of January, 2015, by the undersigned, as its Member and Organizer, who affirms that the statements made herein are true under the penalties of perjury.

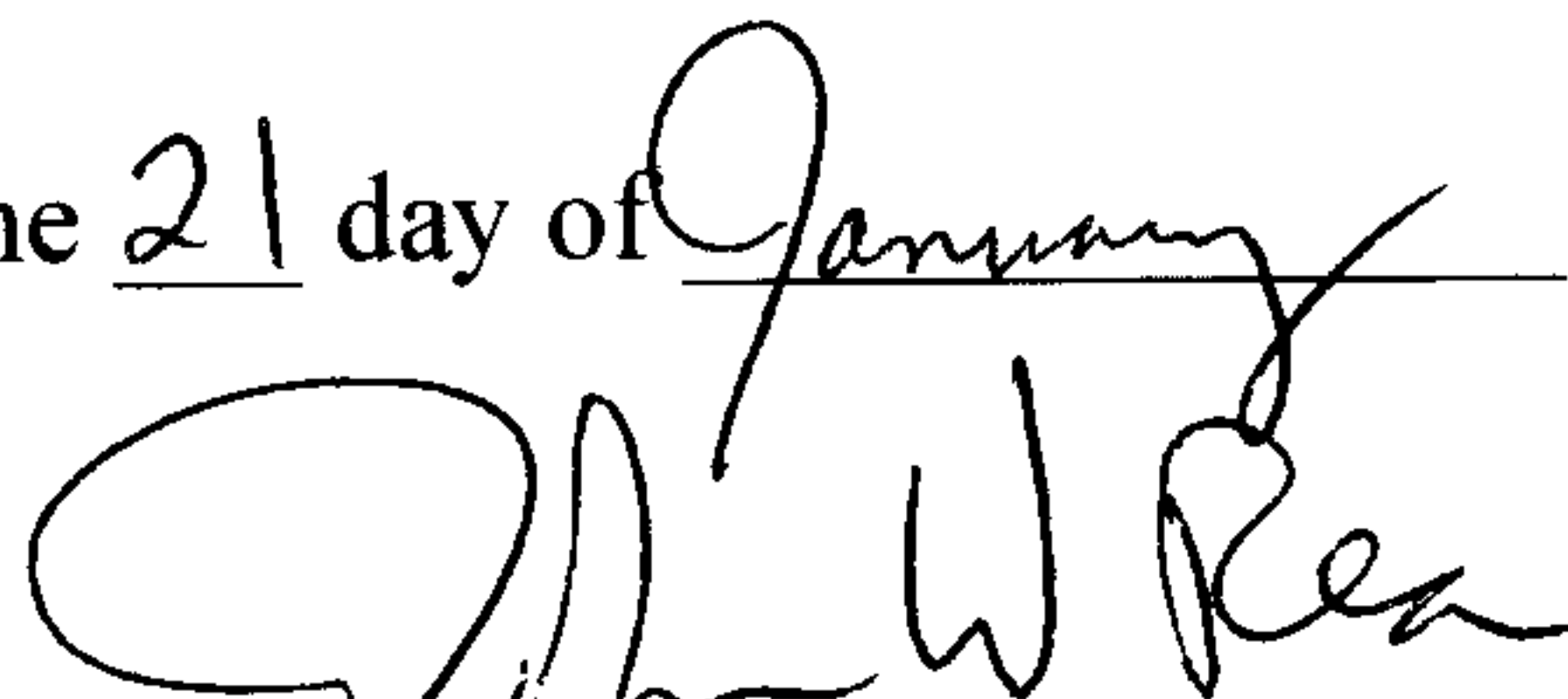

Jeremy Talbot, Its Member/Organizer

STATE OF ALABAMA

ST. CLAIR COUNTY


Before me, the undersigned, a Notary Public, in and for said County in said State, personally appeared Jeremy Talbot, whose name is signed to the foregoing Certificate of Formation of Flip Side Watersports of Alabama, LLC, and is known to me and acknowledged before me on this day that, being informed of the contents of the Certificate of Formation of Flip Side Watersports of Alabama, LLC, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 21 day of January, 2015.


Notary Public
My Commission Expires: 12-23-2018

PREPARED BY:

Trussell, Funderburg, Rea & Bell, P.C.
1905 First Avenue South
Pell City, Alabama 35125


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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:

Flip Side Watersports of Alabama, LLC

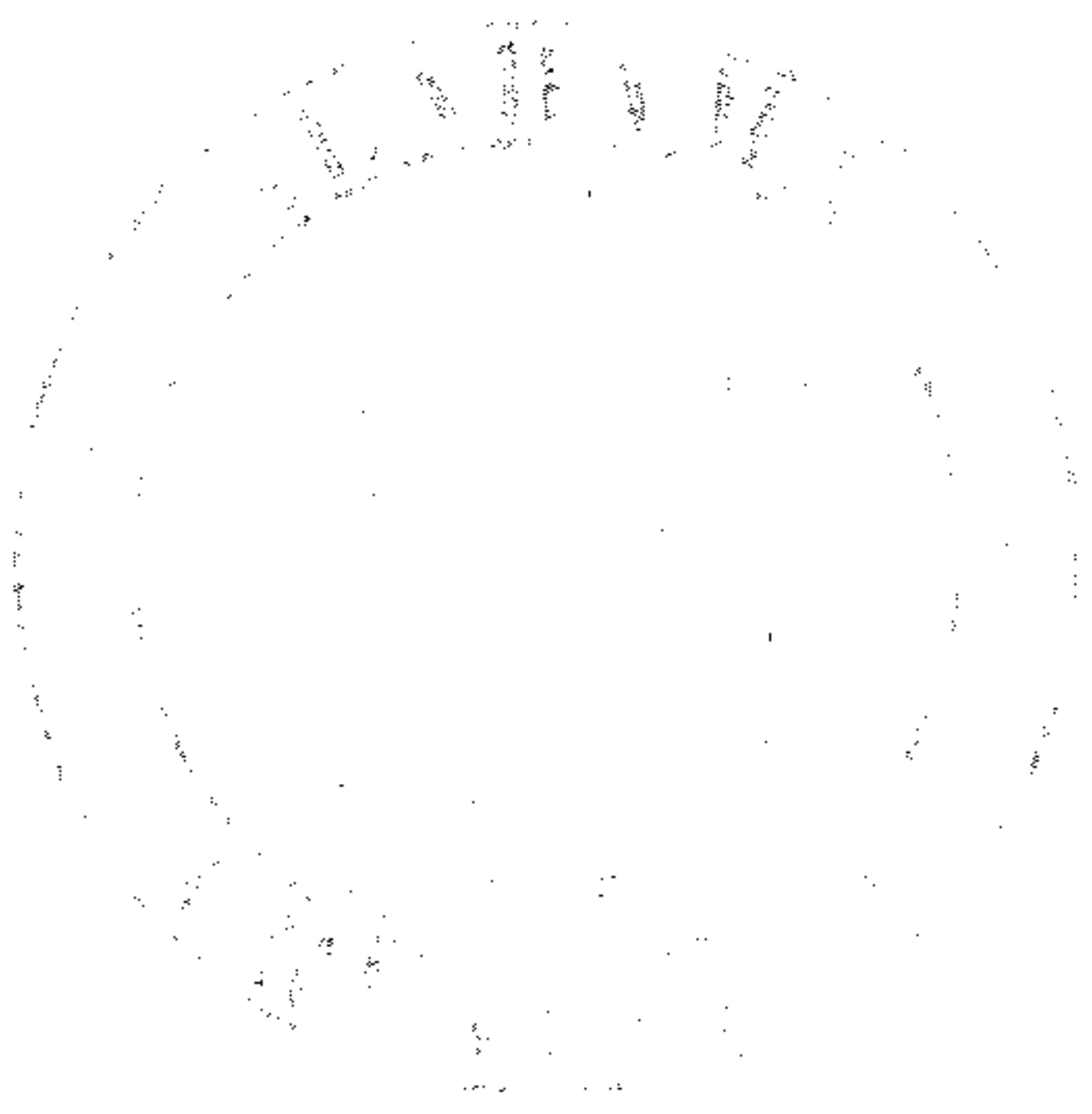
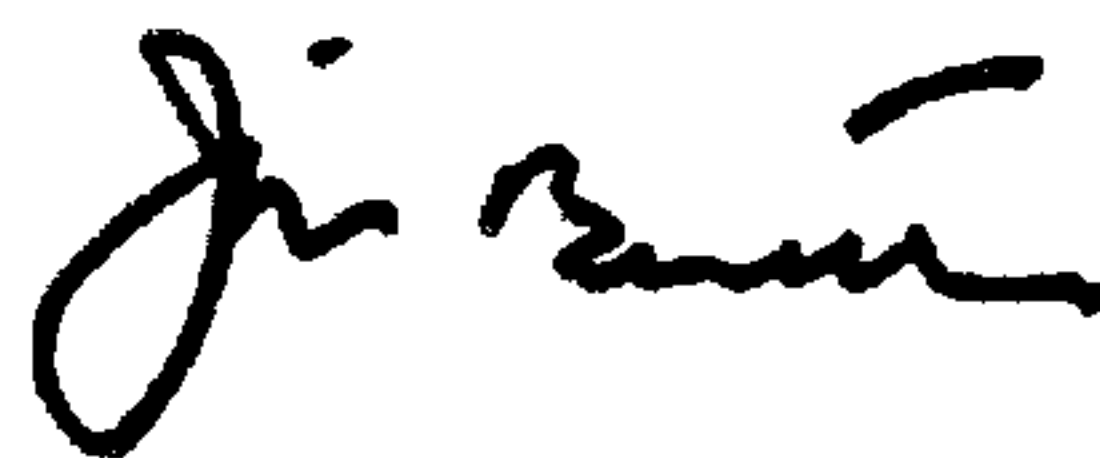
This name reservation is for the exclusive use of Jeremy Talbot, 8195 John Findley Drive, Pelham, AL 35124 for a period of one year beginning October 01, 2014 and expiring October 01, 2015

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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.

October 01, 2014

Date



RES669526

Jim Bennett

Secretary of State