

STATE OF ALABAMA
SHELBY COUNTY

§
§


20150401000102100 1/5 \$158.00
Shelby Cnty Judge of Probate, AL
04/01/2015 10:38:06 AM FILED/CERT

CERTIFICATE OF FORMATION OF
THE MCBRAYER AGENCY, LLC

**TO THE HONORABLE JAMES W. FUHRMEISTER, JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA:**

The undersigned, for the purpose of forming a limited liability company under the Alabama Limited Liability Company Law of 2014, Title 10A of the Code of Alabama (1975), as amended (the “Act”), hereby files and adopts its Certificate of Formation, composed of the following Articles of Organization:

ARTICLES OF ORGANIZATION

ARTICLE I - NAME

The name of the limited liability company shall be and is THE MCBRAYER AGENCY, LLC (the “Company”).

ARTICLE II - DURATION

The period of duration of the Company shall be from the date of filing of this Certificate of Formation with the office of the Probate Judge for Shelby County, Alabama, until dissolution of the Company pursuant to the law of the State of Alabama, these Articles of Organization or the Operating Agreement of the Company, as in effect from time to time (the “Operating Agreement”).

ARTICLE III - PURPOSES

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

- (1) to engage in the business of selling insurance; and
- (2) to carry on any lawful activity.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The location and mailing address of the initial registered office of the Company is 6105 Rushing Parc Lane, Hoover, Shelby County, Alabama, 35244 and the name of its initial registered agent at such address is David McBrayer.

ARTICLE V – ORGANIZER AND INITIAL MEMBER

The name of the organizer and initial member of the Company is:

NAME:

ADDRESS:

David McBrayer

Vestavia Hills, Alabama

ARTICLE VI - MEMBERSHIP INTERESTS

Subject to the requirements of the Alabama Limited Liability Company Law of 2014, which shall take precedence, membership interests shall be divided into such classes or series, and have such designations, preferences, limitations, and relative rights, as provided in the Operating Agreement.

ARTICLE VII - ADDITIONAL MEMBERS

Additional members may be admitted to the Company, but only upon the unanimous written consent of the then-existing members, as further provided in the Operating Agreement.

ARTICLE VIII - CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the

Company within ninety (90) days after the occurrence of the terminating event and there is at least one remaining member.

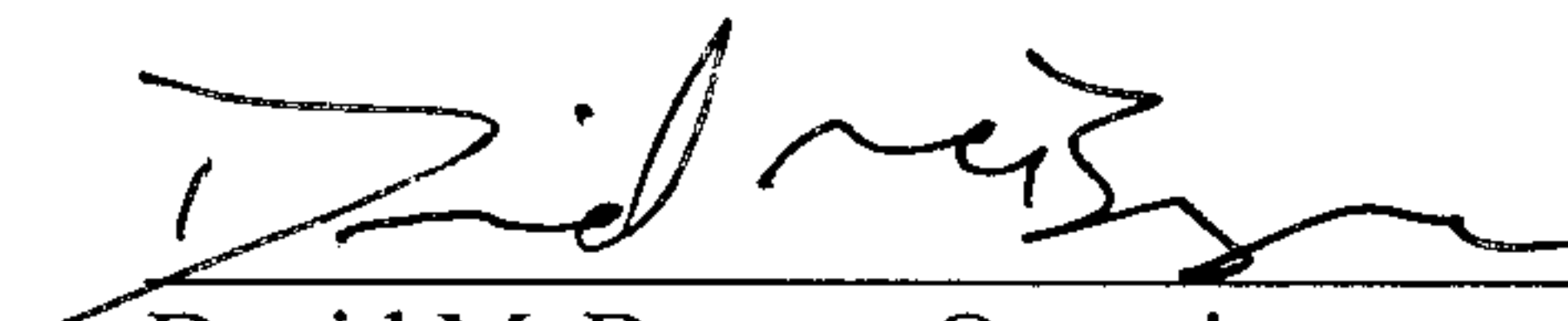
ARTICLE IX - LIABILITIES OF MEMBERS

The members of a the Company are not liable, solely by reason of being a member, for a debt, obligation, or liability of the limited liability company or a series thereof, whether arising in contract, tort, or otherwise or for the acts or omissions of any other member, agent, or employee of the limited liability company or a series thereof.

ARTICLE X - OPERATING AGREEMENT

As provided in the Alabama Limited Liability Company Law of 2014, the Operating Agreement shall be executed by each member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned, as the organizer and initial member of the Company, has executed this Certificate of Formation effective the 24th day of March, 2015.



David McBrayer, Organizer

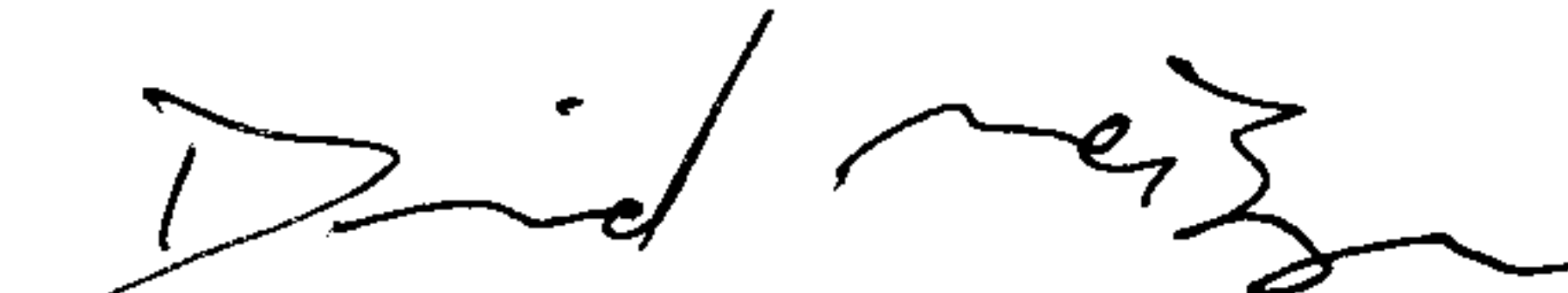
THIS INSTRUMENT PREPARED BY:
Raley L. Wiggins
RED OAK LEGAL, P.C.
445 Dexter Avenue, Suite 9000
Montgomery, AL 36104
(334) 239-3625

**CONSENT IN LIEU OF NOTICE OF
MEETING OF THE MEMBERS OF
THE MCBRAYER AGENCY, LLC**

The undersigned hereby waives notice of the time, place and purpose of the first meeting
of the Members of THE MCBRAYER AGENCY, LLC.

Dated March 24, 2015.


20150401000102100 4/5 \$158.00
Shelby Cnty Judge of Probate, AL
04/01/2015 10:38:06 AM FILED/CERT



David McBrayer, Member

John H. Merrill
Secretary of State

20150401000102100 5/5 \$158.00
Shelby Cnty Judge of Probate, AL
04/01/2015 10:38:06 AM FILED/CERT

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

STATE OF ALABAMA

I, John H. Merrill, 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:

The McBrayer Agency, LLC

This name reservation is for the exclusive use of David McBrayer, 1224 Graylynn Drive, Vestavia Hills, AL 35216 for a period of one year beginning March 19, 2015 and expiring March 19, 2016



RES684493

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.

March 19, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State