20150629000217280 1/4 $158.00
Shelby Cnty Judge of Probate, AL
06/29/2015 11:17:39 AM FILED/CERT

This instrument prepared by:
Jack B. Levy, Esq.
Bradley Arant Boult Cummings LLP
1819 Fifth Avenue North
Birmingham, Alabama 35203-2119

CERTIFICATE OF FORMATION

OF

THE LUMEND BUILDING, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10A, Chapter 5A of the Code of Alabama (1975), as amended, hereby files the following Certificate of Formation with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in this Certificate of Formation are true and correct:

ARTICLE I

NAME

The name of this limited liability company (the "Limited Liability Company") shall be:

The Lumend Building, LLC

ARTICLE II

DURATION

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Certificate of Formation or Limited Liability Company Agreement.

ARTICLE III

PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To buy, acquire, own, develop, mortgage, encumber, hypothecate, lease, sell, maintain, improve, alter, remodel, expand, manage, operate, and otherwise deal with real estate and all related assets;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Limited Liability Company shall be 5221 Cahaba Valley Cove, Birmingham, Alabama 35242, and its registered agent at such address shall be Evans C. Bailey.

ARTICLE V

ORGANIZER

The name of the Company's organizer is Evans C. Bailey and the address of the Company's organizer is 5221 Cahaba Valley Cove, Birmingham, Alabama 35242.

ARTICLE VI

MEMBERS

As of the date of the filing of this Certificate of Formation, the Limited Liability Company shall have at least one member.

ARTICLE VII

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous consent of the Members.

ARTICLE VIII

LIMITED LIABILITY COMPANY AGREEMENT

The Limited Liability Company Agreement of the Limited Liability Company, if one is adopted, shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the regulation of the internal affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or this Certificate of Formation. The Limited Liability Company Agreement may include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interest, dissolution, accounting and records, the tax matters partner and indemnification. Those provisions together with any other provisions included in the Limited Liability Company Agreement are hereby incorporated by reference.

ARTICLE IX

DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Limited Liability Company.

ARTICLE X

MANAGEMENT

Management of the Company shall be vested in one or more managers. There shall be one (1) initial manager of the Company, and the name and address of the manager who is to serve as such initial manager is Evans C. Bailey, 5221 Cahaba Valley Cove, Birmingham, Alabama 35242.

IN WITNESS WHEREOF, the undersigned organizer, in accordance with the Alabama Limited Liability Company Law, has executed this Certificate of Formation on this the 19th day of June, 2015.

E. Bailey

Evans C. Bailey
Organizer

1/3818519.1

John H. Merrill
Secretary of State

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 Lumend Building, LLC

This name reservation is for the exclusive use of Bradley Arant Boult Cummings LLP, 1819 Fifth Avenue North, Birmingham, AL 35203 for a period of one year beginning June 02, 2015 and expiring June 02, 2016

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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 02, 2015

Date

J. H. Merrill

RES691492

John H. Merrill **Secretary of State**