

CERTIFICATE OF FORMATION
OF
JPM INVESTMENT PROPERTIES I, LLC

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law of 2014, ALA. CODE §§ 10A-5A-1.01 *et seq.* (2013 Repl., Supp. 2014), and any act amendatory thereof, supplementary thereto or substituted therefor (the “Law”), the undersigned does hereby sign and adopt this Certificate of Formation (the “Certificate”), and, upon the filing for record of this Certificate in the office of the Judge of Probate of the county in which the registered office is established under Article IV hereof, the existence of a limited liability company (the “Company”), under the name set forth in Article I hereof, shall commence.

ARTICLE I

NAME

The name of the Company shall be **JPM Investment Properties I, LLC**.

ARTICLE II

DURATION OF COMPANY

The period of duration of the Company shall be perpetual; provided, however, that the Company may be sooner dissolved (a) upon the written consent of all of the members of the Company; (b) as provided in the Limited Liability Company Agreement between the members of the Company and the Company; or (c) as otherwise provided in the Law.

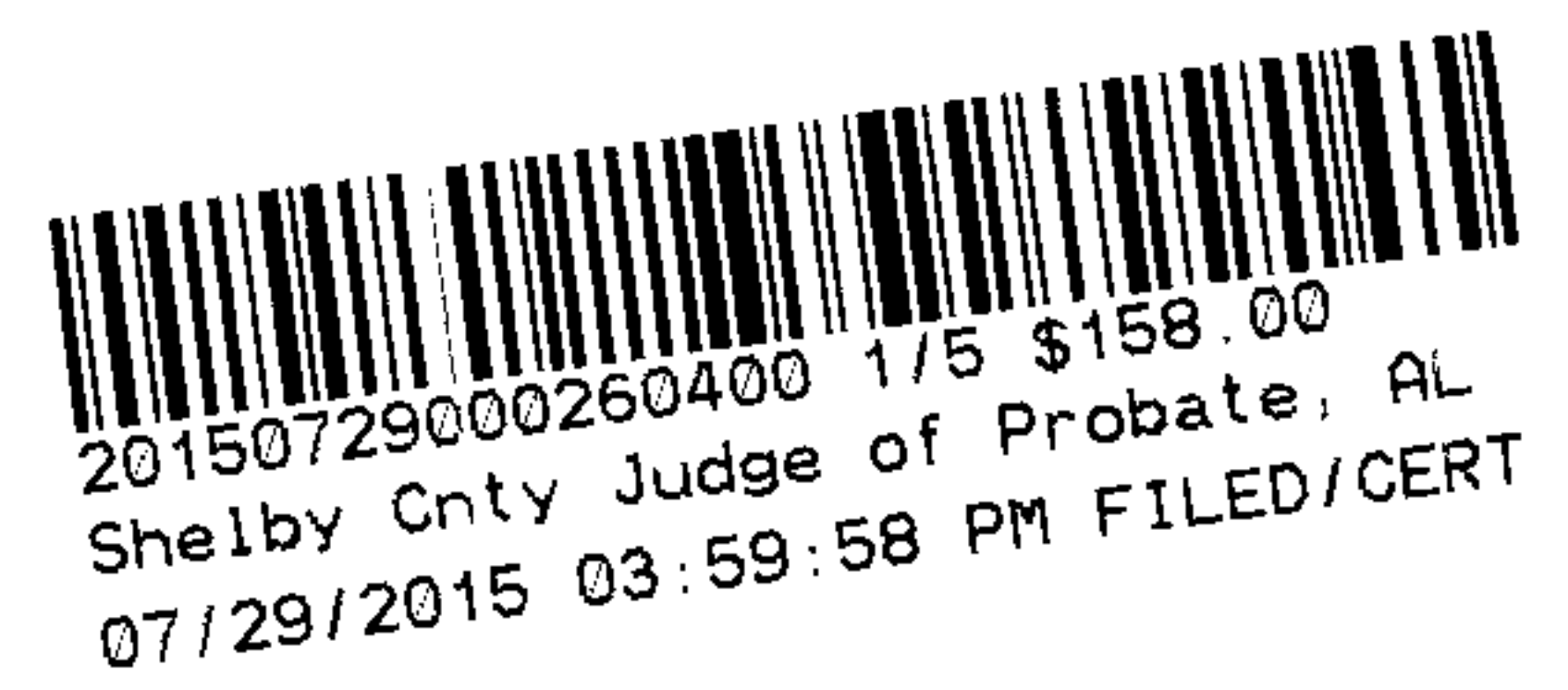
ARTICLE III

PURPOSES, OBJECTS, AND POWERS

The purposes, objects, and powers of the Company are:

(a) To engage in any lawful business, act or activity for which a limited liability company may be organized under the laws of the State of Alabama.

(b) Without limiting the scope and generality of the foregoing, to engage (1) in the business of owning, investing in, purchasing, leasing, renting, subdividing and selling real property, (2) in the business of owning, investing in, purchasing and selling personal property of all kinds and types whatsoever and (3) in any other business directly or indirectly related to the foregoing.



(c) To have and to exercise any and all of the powers specifically granted in the Law, none of which shall be deemed to be inconsistent with the nature, character or the object of the Company and none of which are denied to it by this Certificate.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

4.1 The address of the registered office of the Company shall be 100 Tony Holmes Drive, Pelham, Alabama 35124.

4.2 The name of the initial registered agent of the Company at such address shall be Jeffery O. Miller.

ARTICLE V

INITIAL MEMBERSHIP OF THE COMPANY

5.1 The name and address of the initial Member(s) of the Company are as follows:

<u>Member</u>	<u>Address</u>
Pamela G. Miller	100 Tony Holmes Drive Pelham, AL 35124
Jeffrey O. Miller	100 Tony Holmes Drive Pelham, AL 35124

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

6.1 The Member(s) of the Company shall have the right to admit additional members to the Company upon the terms and conditions set forth in the Limited Liability Company Agreement entered into by the Member(s) of the Company and the Company.

ARTICLE VII

ELECTION TO CONTINUE IN BUSINESS WHEN THERE IS NO REMAINING MEMBER

7.1 The Company shall be dissolved and its affairs shall be wound up when there is no remaining member unless either:

(a) The holders of all the financial rights in the Company agree in writing, within ninety (90) 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; 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 Limited Liability Company Agreement.

ARTICLE VIII

MANAGEMENT OF THE COMPANY

8.1 The Company shall be managed by its members on the terms and conditions provided in the Limited Liability Company Agreement.

ARTICLE IX

SERIES

9.1 Pursuant to ALA. CODE § 10A-5A-11.02(b)(3), the Company may, but is not required to, establish or provide for the establishment of one or more designated series of assets that:

(a) has separate rights, powers, or duties with respect to specified property or obligations of the Company or profits and losses associated with specified property or obligations; or

(b) has a separate purpose or investment objective.

9.2 A series established by the Company may carry on any activity, whether or not for profit. The debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to a series shall be enforceable against the assets of that series only, and shall not be enforceable against the assets of the Company generally or any other series thereof; and none of the debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to the Company generally or any other series thereof shall be enforceable against the assets of a series.

ARTICLE X

AMENDMENT OF CERTIFICATE OF FORMATION

10.1 Any amendment to this Certificate shall be approved by a vote of all of the Members of the Company entitled to vote thereon.


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ARTICLE XI

ORGANIZER OF THE COMPANY

11.1 The name and address of the organizer of the Company are as follows:

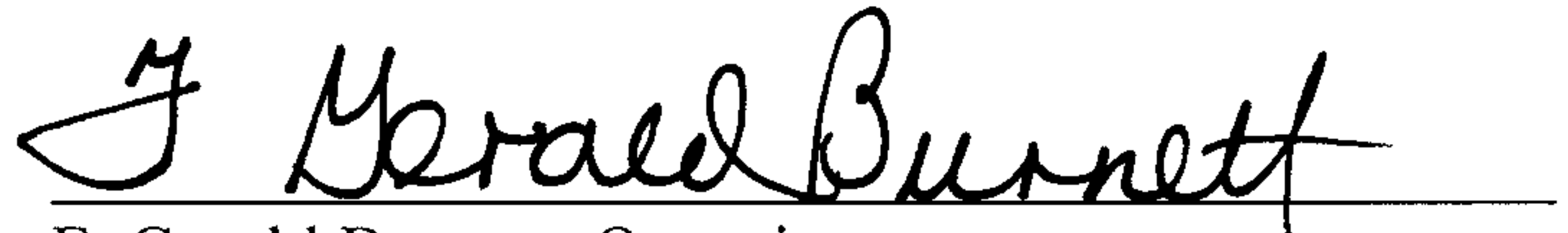
Organizer

Address

F. Gerald Burnett

2001 Park Place North, Suite 700
Birmingham, AL 35203-4804

IN TESTIMONY WHEREOF, the undersigned has affixed his hand and seal as the organizer of the Company on this, the **29th** day of July, 2015.


F. Gerald Burnett, Organizer

This instrument prepared by:
F. Gerald Burnett
Cabaniss, Johnston, Gardner,
Dumas & O'Neal LLP
2001 Park Place N., Suite 700
Birmingham, Alabama 35203
(205) 716-5200


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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:

JPM Investment Properties I, LLC

This name reservation is for the exclusive use of Jack West, 2001 Park Place North
Suite 700, Birmingham, AL 35203 for a period of one year beginning July 27,
2015 and expiring July 27, 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.**

July 27, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State