

CERTIFICATE OF FORMATION

OF

HEATHERWOOD ASSET MANAGEMENT, INC.

Pursuant to the Alabama Business Corporation Law as set forth in Chapter 1 and Chapter 2 of the Alabama Business and Nonprofit Entity Code, the undersigned, acting as organizer of a corporation, hereby adopts the following Certificate of Formation:

FIRST: The name of the corporation is **Heatherwood Asset Management, Inc.** (the "Corporation").

SECOND: The entity being formed is a domestic business corporation.

THIRD: The period of the Corporation's duration is perpetual.

FOURTH: The purposes for which the Corporation is organized are as follows:

(a) 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


(b) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business and Nonprofit Entity Code.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue shall be One Million (1,000,000) shares of common stock of par value of \$1.00 per share.

SIXTH: The street address of the initial registered office of the Corporation is 110 Coshatt Trail, Hoover, Alabama 35244 and the name of its initial registered agent at such address is Mary Anna Raburn.

SEVENTH: The name and address of the organizer is:

Edward R. Christian, Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203



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EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

G. Bart Rice
5184 Caldwell Mill Road, Ste. 204-283
Hoover, Alabama 35244

Terry Sides
5184 Caldwell Mill Road, Ste. 204-283
Hoover, Alabama 35244

Lloyd Winger
5184 Caldwell Mill Road, Ste. 204-283
Hoover, Alabama 35244

Michael Wesler
5184 Caldwell Mill Road, Ste. 204-283
Hoover, Alabama 35244

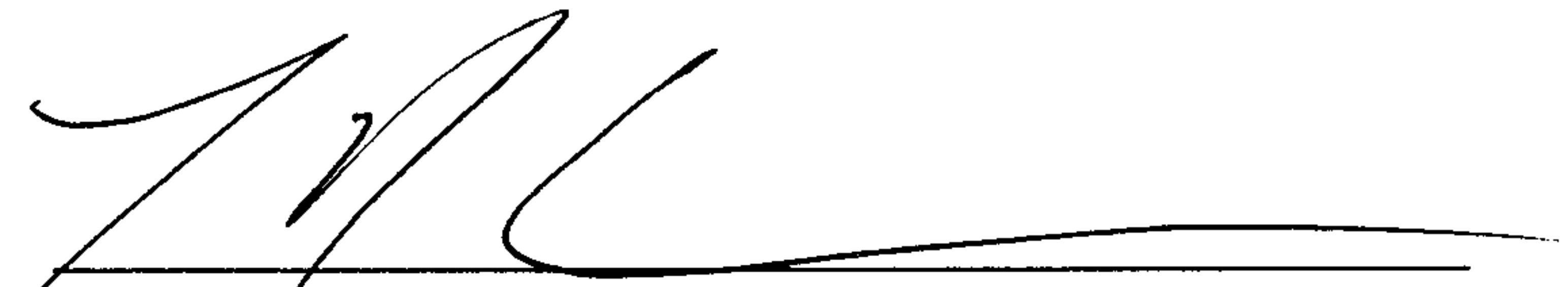
Mary Anna Raburn
5184 Caldwell Mill Road, Ste. 204-283
Hoover, Alabama 35244

NINTH: No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.


TENTH: The Bylaws of the Corporation, an agreement among shareholders of the Corporation or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate or certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction.

ELEVENTH: A director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the Corporation or shareholders; (C) a violation of Section 10A-2-8.33 of the Alabama Business Corporation Law; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the Corporation or its shareholders.

DATED: August 11, 2015.


Edward R. Christian, Esq., Organizer

This document prepared by:
Edward R. Christian, Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203


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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:

Heatherwood Asset Management, Inc.

This name reservation is for the exclusive use of Burr & Forman LLP c/o Ellen
Prescott, 420 No. 20th St., Ste. 3400, Birmingham, AL 35203 for a period of one
year beginning May 12, 2015 and expiring May 12, 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.**

May 12, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State