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Shelby Cnty Judge of Probate, AL
09/10/2015 11:37:43 AM FILED/CERT

CERTIFICATE OF FORMATION
of

Brown Stone Holdings, LLC

an Alabama limited liability company

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law of 2014, Code of Alabama § 10A-5A-1.01 *et seq.* and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby sign and adopt this Certificate of Formation, and, upon the filing for record of this Certificate of Formation in the office of the Judge of Probate of the County in Alabama which is the county of the initial registered office established herein, the existence of a domestic limited liability company (hereinafter referred to as the "Company"), under the name set forth in Section 1.01 of Article I hereof, shall commence.

Article I. Company Information

1.01 Name. The Name of the Company is Brown Stone Holdings, LLC

1.02 Duration. The duration of the Company shall be perpetual, unless otherwise limited or sooner terminated by amendment hereto as provided in this Certificate or in the Operating Agreement between the undersigned members and any duly adopted amendments to or restatements of said Certificate or Operating Agreement.

1.03 Purpose. The purposes, objects and powers of the Company are: (a) to acquire, hold and sell or otherwise dispose of investment properties, whether real or personal, including but not limited mineral or royalty interests, (b) to engage in any lawful business, investment, act or activity for which an Alabama Limited Liability Company may be organized under the Act and (c) to have and to exercise any and all of the powers specifically granted in the Act, 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 of Formation.

1.04 Initial Registered Office and Registered Agent. The street address of the initial registered office of the Company is 1109 First Street South, Alabaster, AL 35007 and its registered agent at such address shall be W. Eric Pitts.

1.05 Initial Members. The Company has at least one member.

1.06 Organizer. The name and mailing address of the Organizer is:

Organizer

W. Eric Pitts

Address

1109 First Street South
Alabaster, AL 35007

1.07 Additional Members. Additional members may be admitted to membership in the Company, but only in the event that every then existing member of the Company has first consented in writing, after reasonable notice, to the admission of such proposed additional member as becoming and being such members of the Company.

1.08 Dissolution by Cessation of Membership. The cessation of any member or members to be a member of the Company shall not operate to dissolve the Company so long as, following the cessation of such member or members to be a member, there still remains at least one member of the Company.

1.09 Management. The business and affairs of the Company shall be managed by the following named managers, who shall serve until the first annual meeting of members, or until their respective successors are duly elected and qualified:

Manager

Cecilia King Hamm

Address

149 Sugarberry Drive
Maylene, AL 35114

Article II. Internal Affairs

The following provisions for the regulation of the business and for the conduct of the affairs of the Company by its managers and members are hereby adopted:

2.01 Operating Agreement. The Operating Agreement of the Company (if any) shall be adopted by the Members. The power to alter, amend, or repeal the provisions of the Operating Agreement or to amend said operating Agreement shall be vested solely in the Members, which power may be exercised in the manner and to the extent provided in this Certificate and, where not inconsistent herewith, in the Operating Agreement, provided, however, that, except by unanimous consent of all Members of the Company, the Members may not alter, amend or repeal any provision in the Operating Agreement establishing the number of members, the time or place of membership meetings, or what constitutes a quorum at such membership meetings, or which was adopted by the Members and specifically provides that it cannot be altered, amended or repealed by the Members. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the members not inconsistent with the Act or this Certificate of Formation.

2.02 Management. The business and affairs of the Company shall be managed by the Manager(s) and Member(s) as set forth in the Act, this Certificate, and in the Operating Agreement.



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Notwithstanding the foregoing, the act of the Manager for the purpose of apparently carrying on the usual and customary business or affairs of the Company shall bind the Company with respect to every third party and no third party dealing with the Company shall have any obligation to inquire into the power or authority of the Manager acting on behalf of the Company; the foregoing shall empower the Manager to do all things necessary or convenient to carry out the business and affairs of the Company, including, without limitation: (a) the institution, prosecution and defense of any Proceeding in the Company's name; (b) the purchase, receipt, lease or other acquisition, ownership, holding, improvement, use and other dealing with, Property, wherever located; (c) the sale, conveyance, mortgage, pledge, lease, exchange, and other disposition of Property (other than a sale of substantially all of the assets; an affidavit from the Manager that the sale in question is of less than substantially all of the Company's assets shall be conclusive with respect to all third parties); (d) the entering into contracts and guaranties; incurring of liabilities; borrowing of money, issuance of notes, bonds, and other obligations; and the securing of any of its obligations by mortgage or pledge of any of its Property or income; (e) the lending of money, investment and reinvestment of the Company's funds, and receipt and holding of Property as security for repayment, including, without limitation, the loaning money to, and otherwise helping Members, officers, employees, and agents; (f) the conduct of the Company's business, the establishment of Company offices, and the exercise of the powers of the Company within or without the State; (g) the appointment of employees and agents of the Company, the defining of their duties, the establishment of their compensation; (h) the payment of pensions and establishment of pension plans, pension trusts, profit sharing plans, and benefit and incentive plans for all or any of the current or former Members, employees, and agents of the Company; (i) the making of donations to the public welfare or for religious, charitable, scientific, literary or educational purposes; (j) the payment or donation, or any other act that furthers the business and affairs of the Company; (k) the payment of compensation, or additional compensation to any or all Members, and employees on account of services previously rendered to the Company, whether or not an agreement to pay such compensation was made before such services were rendered; (l) the purchase of insurance on the life of any of its Members, or employees for the benefit of the Company; (m) the participation in partnership agreements, joint ventures, or other associations of any kind with any person or persons; (n) the indemnification of Members or any other Person.

In Testimony Whereof, this Certificate of Formation has been executed by the undersigned, acting solely as its Organizer under authority of law and not as a member of the Company or in any other capacity, as of September 10, 2015.

W. Eric Pitts
Organizer

This Instrument Prepared By:

W. Eric Pitts
W. Eric Pitts, LLC
1109 First Street South
Alabaster, AL 35007

John H. Merrill
Secretary of State

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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:

Brown Stone Holdings, LLC

This name reservation is for the exclusive use of W. Eric Pitts, 1109 First Street
South, Alabaster, AL 35007 for a period of one year beginning September 10,
2015 and expiring September 10, 2016



RES700826

**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.**

September 10, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State