

# CERTIFICATE OF FORMATION

OF

**HIGHPOINTE MGT, LLC**



20160614000204890 1/5 \$158.00  
Shelby Cnty Judge of Probate, AL  
06/14/2016 09:39:04 AM FILED/CERT

Pursuant to the Provisions of *Section 10A-5A-1.01 to 10A-5A-12.05, Code of Alabama (1975)*, the undersigned being a natural person of at least 18 years of age and acting as the Organizer of the limited liability company hereby being formed hereby adopts the following Certificate of Formation for the limited liability company.

## ARTICLE I

*Name*

The name of the limited liability company is Highpointe Mgt, LLC (the “company”).

## ARTICLE II

*Duration*

The company shall have a perpetual duration from the date of formation, unless it is (a) terminated by the occurrence of an event set forth in the Operating Agreement and/or (b) dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act.

## ARTICLE III

*Purposes*

The purposes for which the company is formed are:

- (a) To act as a management company;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;



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- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) 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;
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (h) To engage in any other lawful act or activity for which a limited liability company may be organized pursuant to and in accordance with *Alabama Code Sections 10A-5A-1.01 to 10A-5A-1.10*.

#### **ARTICLE IV** *Registered Office; Registered Agent*

The location and street address of the initial registered office of the company shall be 120 Bishop Circle, Pelham, Alabama 35124 and its registered agent to whom process may be sent in Alabama at such address shall be Connor Farmer.

#### **ARTICLE V** *Principal Office*

The principal office of the limited liability company is 120 Bishop Circle, Pelham, Alabama 35124.

#### **ARTICLE VI** *Initial Member*

The names and addresses of the initial Member is:

Connor Farmer  
2251 Emmet Cove  
Birmingham Alabama 35242

**ARTICLE VII**  
*Management of the Company*

The limited liability company shall be member managed.



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**ARTICLE VIII**  
*Admission of Additional Members*

The existing Member shall have the right to admit additional Members to the limited liability company, by affirmative vote or consent of Member(s) holding two-thirds of the Member's Percentage Interests, in accordance with the terms and conditions of the Operating Agreement of the limited liability company.

**ARTICLE IX**  
*Cessation of Membership*  
*Continuance of Business*

The remaining Member(s) of the limited liability company, by the unanimous vote or consent of the Members ( other than the Managing Member who caused the Withdrawal Event) may continue the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the limited liability company.

**ARTICLE X**  
*Name and Address of Organizer*

The name and business address of the Organizer of the limited liability company is F. Wayne Keith, 120 Bishop Circle, Pelham, Alabama 35124.

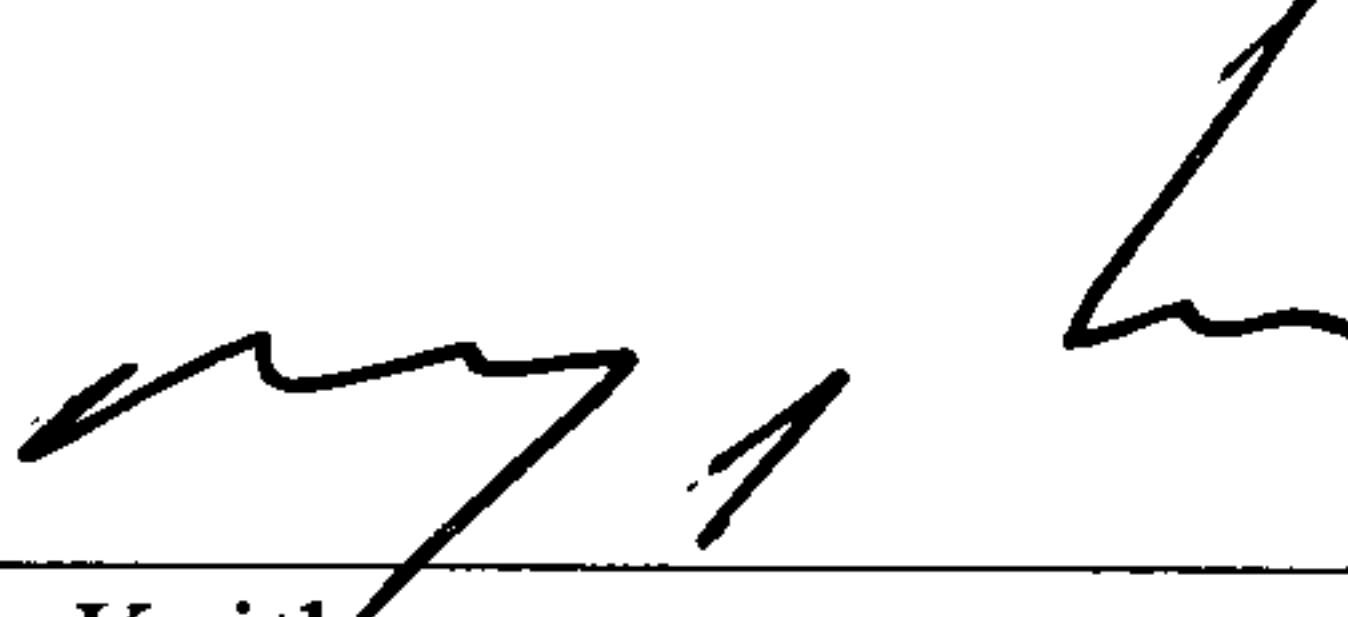
**ARTICLE XI**  
*Miscellaneous*

At the date of the filing of this Certificate of Formation, Highpointe Mgt, LLC will has one Member.

Highpointe Mgt, LLC does not have the power to expel a Member.

No Member of Highpointe Mgt, LLC is liable for payment of any debt, obligation or other liability of the limited liability company.

IN WITNESS WHEREOF, this Certificate has been subscribed as of the 13th day of June, 2016 by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.



F. Wayne Keith  
Organizer

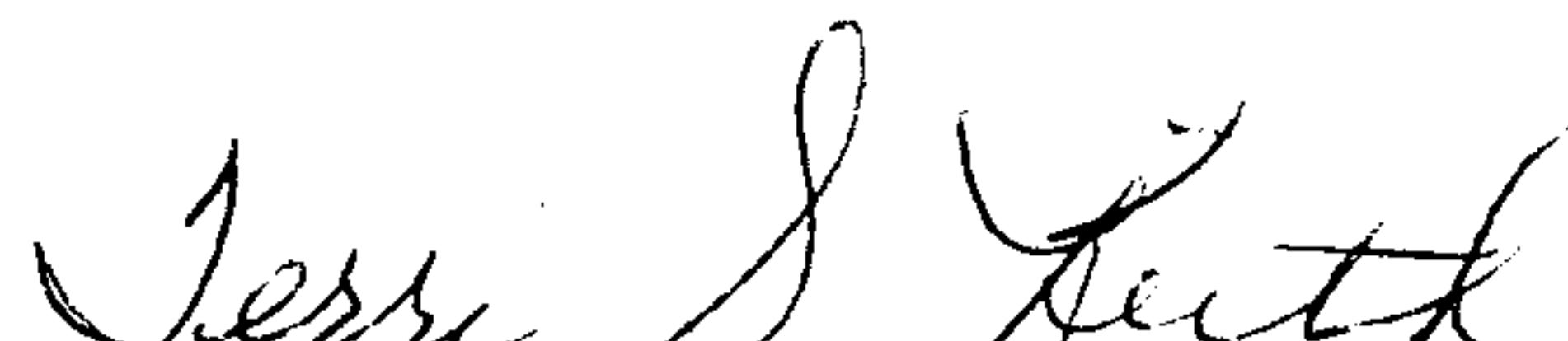


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STATE OF ALABAMA  
SHELBY COUNTY

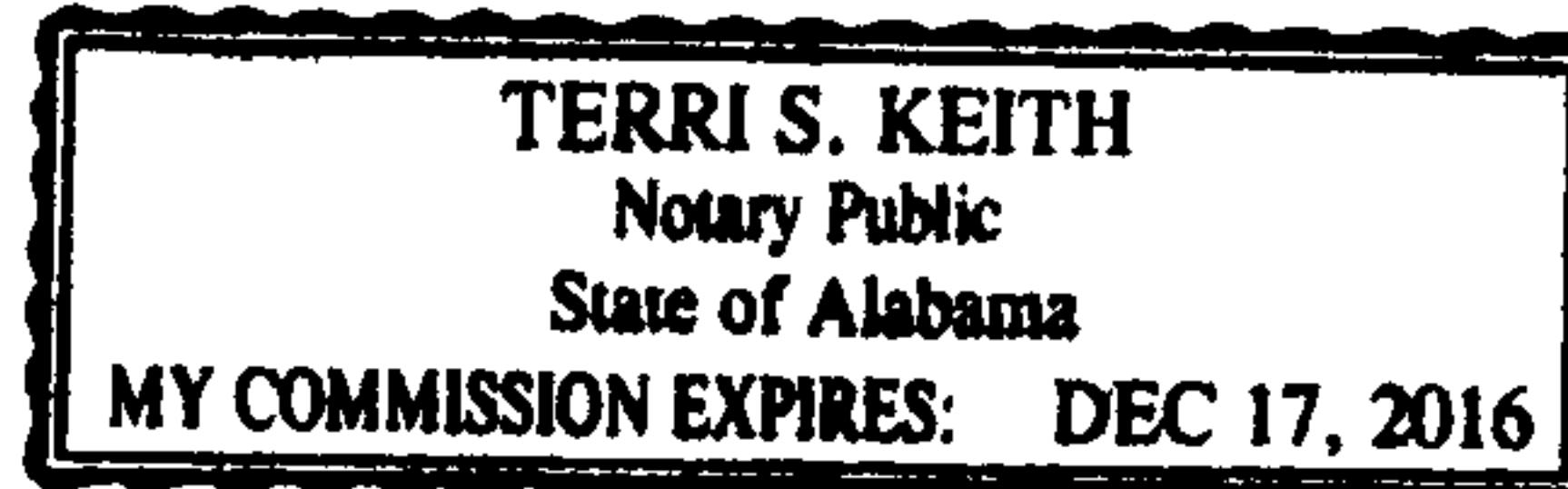
I, the undersigned, a Notary Public in and for said County, in said State hereby certify that F. Wayne Keith, whose name is signed to the foregoing Certificate of Formation and who is known to me, acknowledged before me, that, being informed of the contents of said Certificate of Formation, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 13th day of June, 2016.

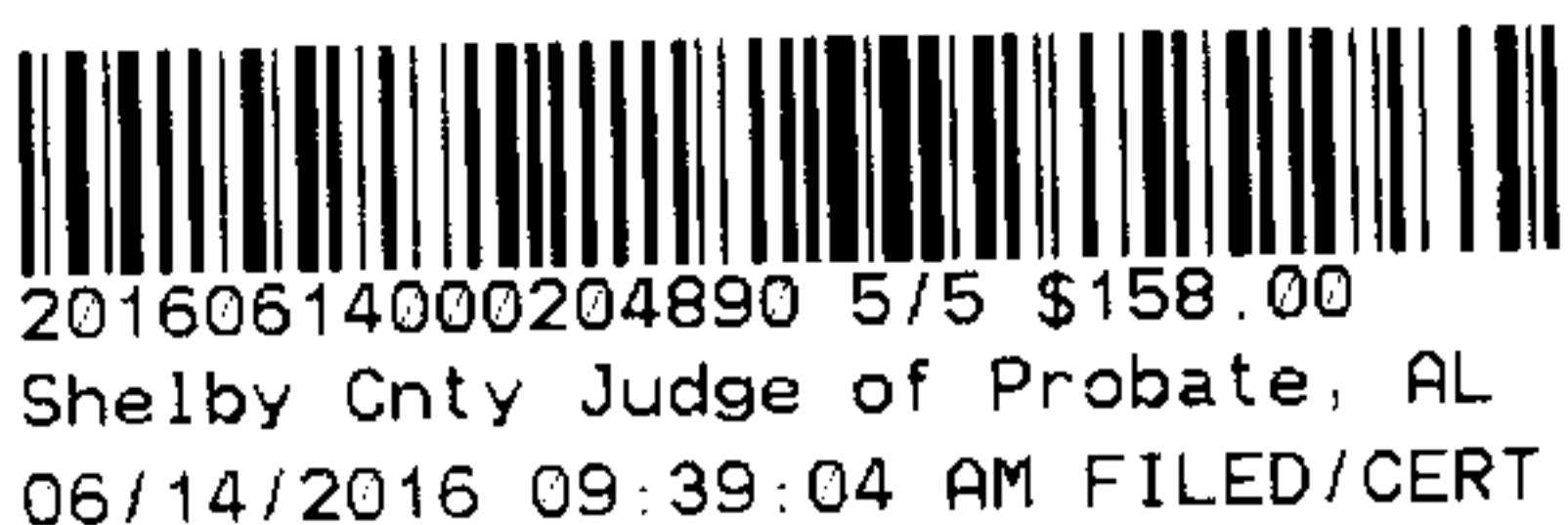


Terri S. Keith  
Notary Public

THIS INSTRUMENT PREPARED BY:  
F. Wayne Keith, Attorney  
Law Offices of F. Wayne Keith, PC  
120 Bishop Circle  
Pelham, Alabama 35124



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:

**Highpointe Mgt, LLC**

This name reservation is for the exclusive use of Connor Farmer, 120 Bishop Circle, Pelham, AL 35124 for a period of one year beginning June 13, 2016 and expiring June 13, 2017



RES726742

**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 13, 2016

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**Date**

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**John H. Merrill**

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**Secretary of State**