

# CERTIFICATE OF FORMATION

*For*

## **DSKAT Holdings, LLC**

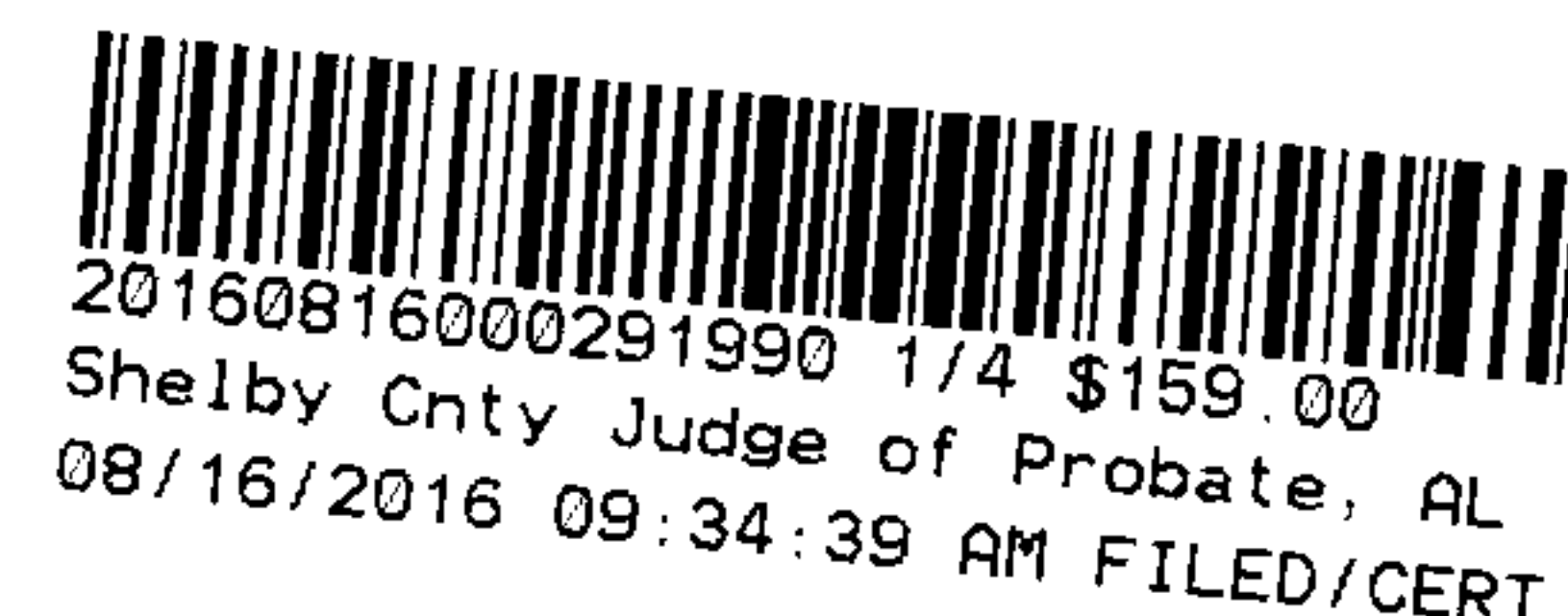
**I. Name.** The name of the Limited Liability Company shall be "DSKAT Holdings, LLC" (the "Company"), and all business of the Company shall be conducted in the name of "DSKAT Holdings, LLC." The Company shall hold all of its property in the name of the Company and not in the name of any Members.

**II. Purpose.** The Company may engage in **any lawful business permitted** by the Act or the laws of any jurisdiction in which the Company may do business including, but not limited to, building inspections. The Company shall have the authority to do all things necessary or convenient to accomplish its purpose and operate its business as described herein.

**III. Term.** The Company shall commence on the date the Certificate of Formation is filed with the Judge of Probate of Jefferson County, Alabama with copies filed for the Secretary of State in accordance with the Act and shall continue perpetually unless earlier terminated as provided in paragraph 8.01 of the Operating Agreement.

**IV. Organizer.** The Organizer of this LLC is:

**Robert S. Elliott, Esq.  
The Elliott Firm, LLC  
15 Richard Arrington, Jr. Blvd.  
The Steiner Building, Suite 320  
Birmingham, AL 35203**



**V. Registered Agent and Office.**

The registered agent of the Company is:

**Darrell M. Clark**

The registered office of the Company shall be located at:

**105 Courtyard Drive**  
**Chelsea, AL 35403**

**VI. Members.**

The Members of the Company are:

Darrell M. Clark  
Shana L. Clark

**VII. Members Not Liable for Contributions under §10A-5A-4.04.** Members are hereby absolved of any duty to contribute to the Company or to pay cash, convey property, or render services to the full extent allowed by law. This release of any obligation to contribute has been agreed upon unanimously as required by §10-A-5A-4.04(b).

**VIII. Members Shall Manage the Company.** The Company shall be Member managed. The management of the Company may be vested in a Manager or Managers as the Members deem appropriate. A Manager need not be a Member or an individual. In the event that a Manager is removed, the Members shall resume management until such time as they elect to designate another manager should they choose to do so at their discretion.

**IX. Admitting Additional Members.** New Members may be admitted in accordance with Operating Agreement.

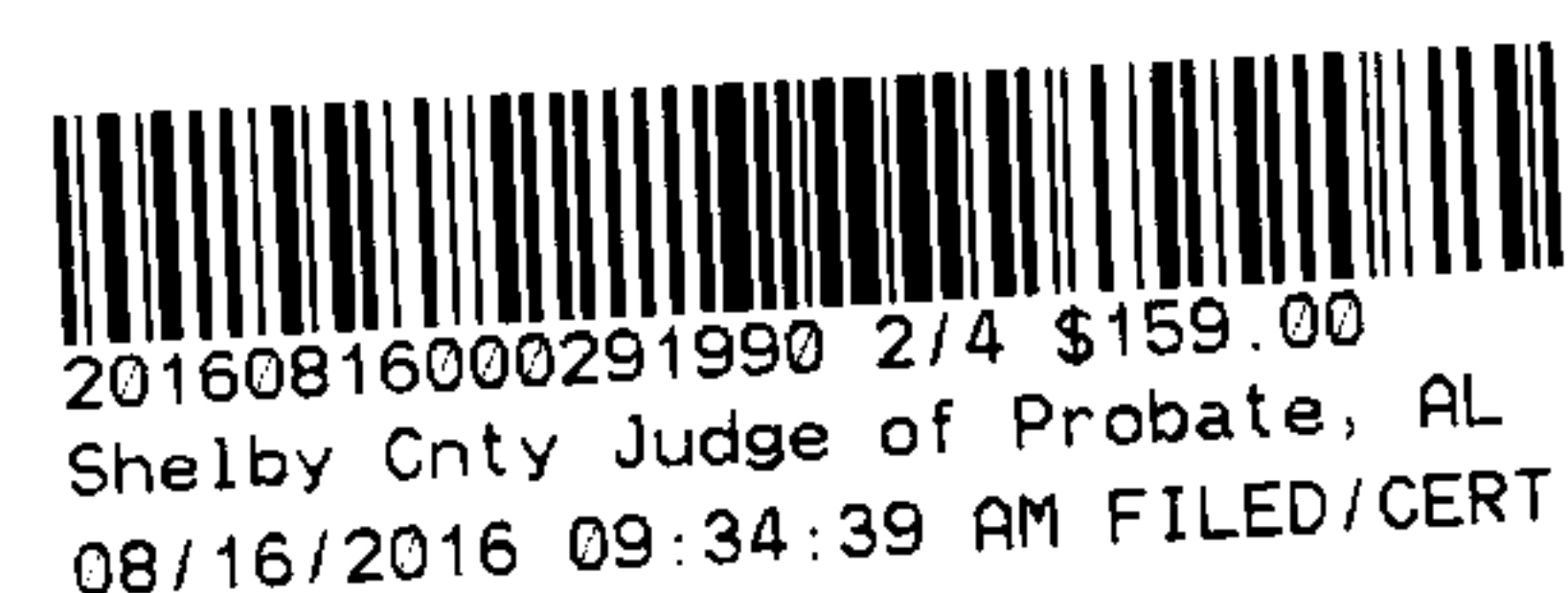
(a) Each Member shall have the right to transfer all or any portion of the Member's Membership Interest to (i) an Affiliate or (ii) any other Members (either a "Permitted Assignee"). For purposes of this Subarticle 7.04(a), "Affiliate" means, with respect to any Member, (i) any Person directly or indirectly controlling, controlled by or under common control with such Members, (ii) any Person owning or controlling more than fifty percent (50%) of the outstanding voting interests of such Person, (iii) any officer, director, or general partner of such Person, or (iv) any Person who is an officer, director, general partner, trustee, or holder of fifty percent (50%) or more of the voting interests of any Person described in clauses (i) through (iii) of this sentence. For purposes of this definition, the term "controls," "is controlled by," or "is under common control with" shall mean the possession, whether direct or indirect, of the power to direct or cause the direction of the management and policies of a person or entity, whether through the ownership of voting securities, by contract, or otherwise. "Person" means any individual, general or limited partnership, limited liability partnership, Limited Liability Company, corporation, trust, estate, association, custodian, nominee, or other entity.

(b) Any assignment under Subarticle 7.04(a) of the Operating Agreement shall, nevertheless, not entitle the Permitted Assignee to become a Member of the Company or to be entitled to exercise or receive any of the rights, powers, or benefits of a Member, other than the right to receive distributions or allocations of the Profits and Losses to which the assigning Member would be entitled, unless the following conditions are satisfied:

(i) for any transfer made during the lifetime of the assigning Member, such Member shall designate in a written instrument delivered to the other Members his or her intention that the Permitted Assignee become a Member;

(ii) the Permitted Assignee shall execute an instrument reasonably satisfactory to the Members accepting and agreeing to the terms and conditions of this Agreement, including a counterpart signature page to this Agreement;

(iii) the Permitted Assignee shall pay to the Company a fee sufficient to pay all reasonable expenses of the Company in connection with such assignee's admission as a Member; and

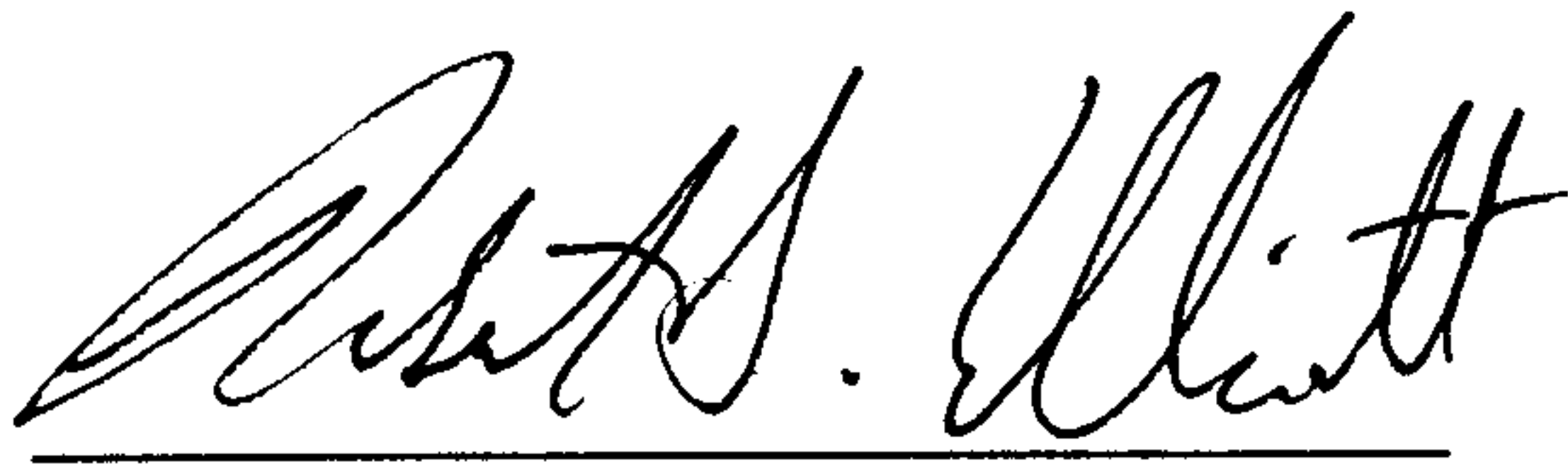




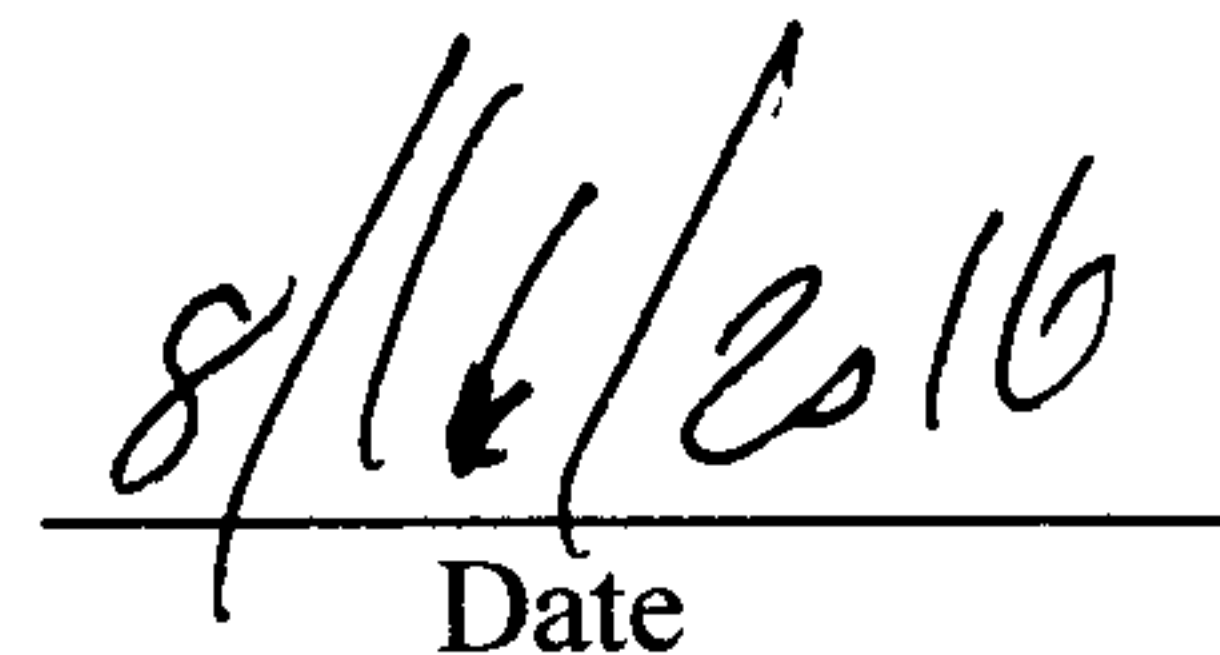
(iv) in the case of an assignment to another Member, all Members consent to the Permitted Assignee becoming a Members with respect to the assigned Membership Interest.

**X. Dissolution upon the Cessation of Membership.** The Company shall dissolve upon the cessation of membership of both Darrell M. Clark and Shana L. Clark upon the cessation of the last of them.


IN WITNESS WHEREOF, the Organizer has executed this Certificate of Formation in accordance with §10A – 1 – 3.04 of the Code of Alabama of 1975 as of the date specified above.



Robert S. Elliott, Esq., Organizer



Date



20160816000291990 3/4 \$159.00  
Shelby Cnty Judge of Probate, AL  
08/16/2016 09:34:39 AM FILED/CERT

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:

**DSKAT Holdings, LLC**

This name reservation is for the exclusive use of The Elliott Firm, LLC, P.O. Box 43273, Birmingham, AL 35243 for a period of one year beginning July 29, 2016 and expiring July 29, 2017

20160816000291990 4/4 \$159.00  
Shelby Cnty Judge of Probate, AL  
08/16/2016 09:34:39 AM FILED/CERT



RES731062

**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 29, 2016

Date

*J. H. Merrill*

John H. Merrill

Secretary of State