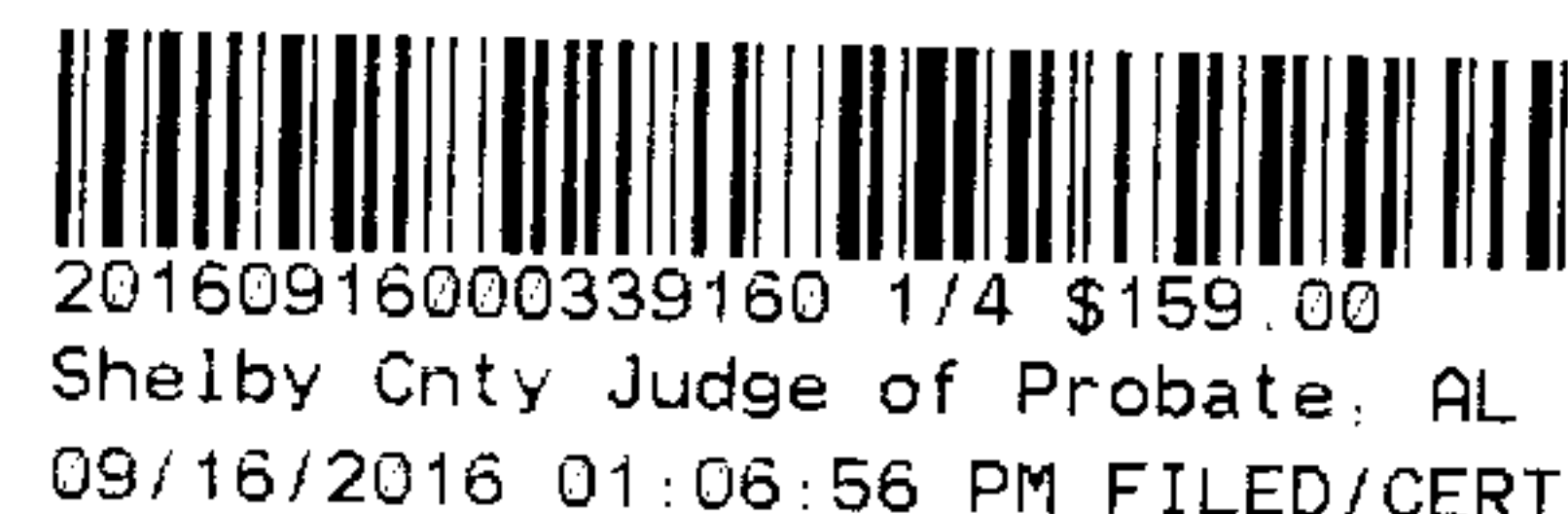


**CERTIFICATE OF FORMATION  
OF  
MAGIC CITY MOTORS, LLC**



The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama, (1975), as amended (the “Alabama Limited Liability Company Act”), hereby file the following Certificate of Formation with the probate judge of the county in which the initial registered office of the limited liability company will be located and affirm that the facts stated in these Certificate of Formation are true and correct:

**ARTICLE I  
Name**

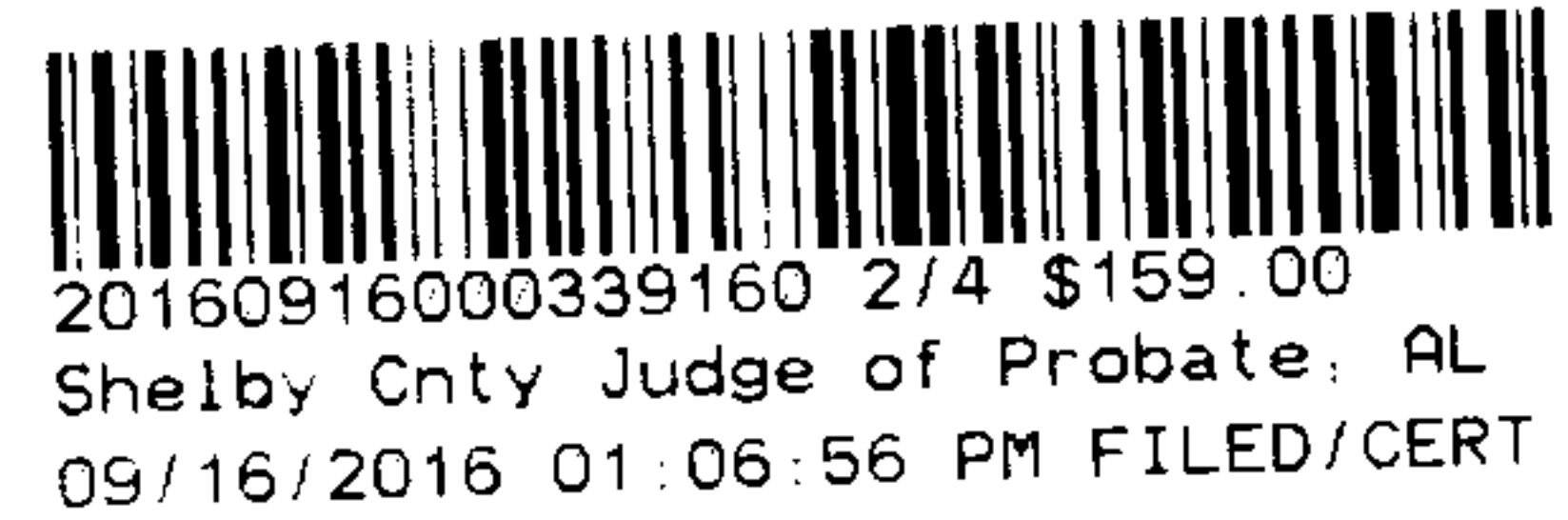
The name of the limited liability company (“Company”) is Magic City Motors, LLC.

**ARTICLE II  
Duration**

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, as amended.

**ARTICLE III  
Purposes**

The Company has been organized for the purpose of retail and wholesale buying and selling of automobiles and other vehicles, and further, to engage in any other business or activity that now or hereafter may be necessary, incidental, proper, advisable, or convenient to accomplish the foregoing purpose(s) (including, without limitation, obtaining financing therefor) and for any lawful purpose or purposes for which a limited liability company may be organized under the laws of the State of Alabama.



**ARTICLE IV**  
**Registered Agent and Office**

The address of the Company's initial registered office in Alabama is 550 Highland Park Circle, Birmingham, Alabama 35242. The name of the Company's initial registered agent at that address is Douglas Sweet.

**ARTICLE V**  
**Organizer**

The name and address of the Company's organizer is as follows:

Douglas Sweet  
550 Highland Park Circle  
Birmingham, Alabama 35242

**ARTICLE VI**  
**Management**

The management of the Company shall be vested in its members. The members shall have the right and authority to manage the business or affairs of the Company and to make all decisions with respect thereto, subject to the terms and conditions of the Company's Operating Agreement.


**ARTICLE VII**  
**Admission of New Members**

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

**ARTICLE VIII**  
**Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.

**ARTICLE IX**  
**Powers**

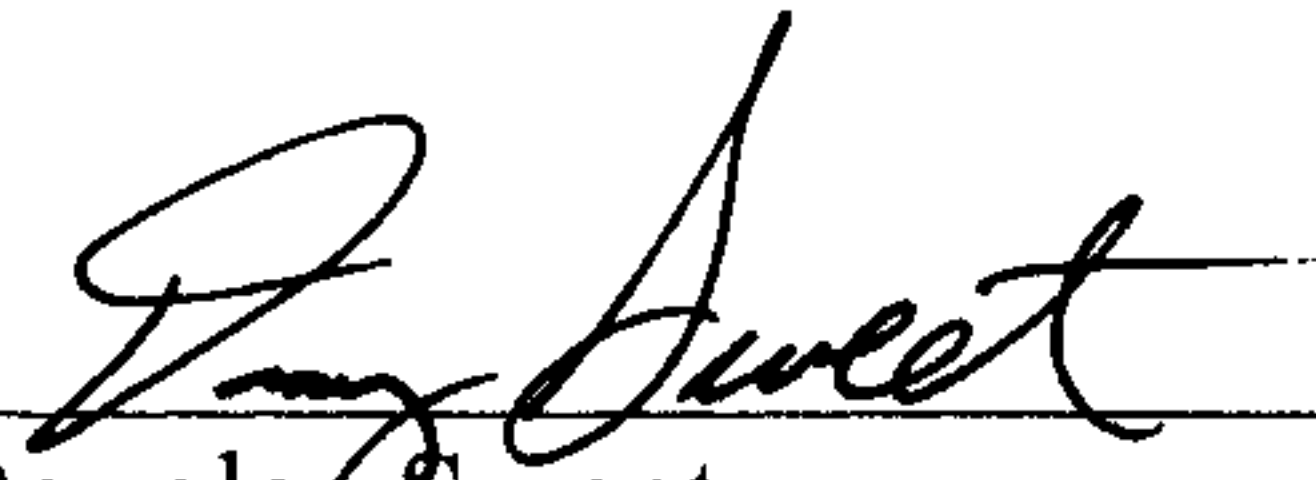
  
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The Company shall have the same powers as a natural person to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the powers set forth in §10-12-4, Code of Alabama (1975), as the same may hereafter be amended from time to time.

**ARTICLE X**  
**No Liability**

The member(s) of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned organizer has executed this Certificate of Formation on this 8<sup>th</sup> day of September, 2016, at Birmingham, Alabama.

  
\_\_\_\_\_  
Douglas Sweet  
Member/Organizer



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:

**Magic City Motors, LLC**

This name reservation is for the exclusive use of Randall May, P.O. Box 380275,  
Birmingham, AL 35238 for a period of one year beginning August 25, 2016 and  
expiring August 25, 2017



RES733753

**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.**

August 25, 2016

**Date**

*J. H. Merrill*

**John H. Merrill**

**Secretary of State**