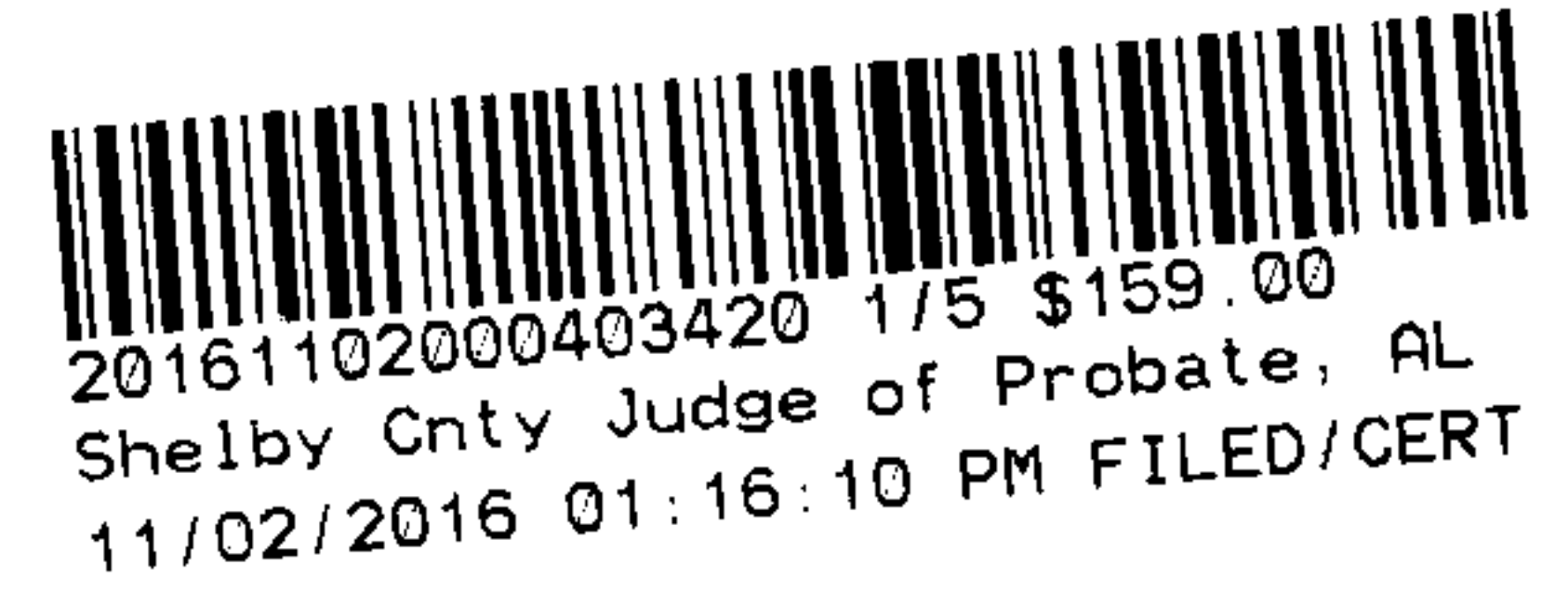


STATE OF ALABAMA)

SHELBY COUNTY)

**CERTIFICATE OF FORMATION
OF
AKERS AUTOMOTIVE, LLC**



The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Law of 2014, Code of Alabama (1975) Title 10A, Chapter 1 to the extent applicable and Chapter 5A, as the same may be amended from time to time, hereby adopts the following Certificate of Formation for **Akers Automotive, LLC** (the "Limited Liability Company"):

**ARTICLE ONE
NAME**

The name of the Limited Liability Company is **Akers Automotive, LLC**.

**ARTICLE TWO
PERIOD OF DURATION**

The Limited Liability Company shall continue in existence until dissolved in accordance with the provisions of the Limited Liability Company's Operating Agreement, or, if there is no provision in an Operating Agreement of the Limited Liability Company governing dissolution of the Limited Liability Company, then in accordance with the provisions of the Alabama Limited Liability Company Law.

**ARTICLE THREE
PURPOSE**

The business of the company shall be, to the extent permitted by law, (1) to engage in the business of purchasing used motor vehicles to refurbish, repair, or replace damaged parts of motor vehicles for the purpose of preparing the vehicle for resale under the same identification and identity as the vehicle had before the refurbishing (2) to have and exercise all powers set forth in Code of Alabama (1975), Sections 10A-1-2.11, 2.12, and 2.13, as the same may be amended from time to time; and (3) to engage in any lawful business or other activity, related or incidental to any of the foregoing activities.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office is 115 Loyola Circle, Helena, Alabama 35080, and the name of the initial registered agent of the Limited Liability Company at such address is Andrew Kevin Akers.

ARTICLE FIVE
ORGANIZER

The name and address of the organizer is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| Charles H. Moses, III | 300 Cahaba Park Circle, Suite 100 Birmingham, AL 35242 |


ARTICLE SIX
INITIAL MEMBERS

The names and mailing addresses of the initial members of the Limited Liability Company are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---------------------------------------|
| Andrew Kevin Akers | 115 Loyola Circle Helena, AL 35080 |

ARTICLE SEVEN
ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the Limited Liability Company's Operating Agreement, if any. If the Limited Liability Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.


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**ARTICLE EIGHT
CONTINUATION OF THE BUSINESS**

In the event there are no remaining members, and except as otherwise provided in the Limited Liability Company Operating Agreement, if any, the Limited Liability Company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of all of the financial rights in the Limited Liability Company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or

(b) The legal existence and business of the Limited Liability Company is continued and one or more new members are appointed in the manner stated in an operating agreement of the Limited Liability Company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

**ARTICLE NINE
MANAGEMENT**

The management of the Company is vested in its members. The name and address of the initial member of the Company are as follows: Andrew Kevin Akers, 115 Loyola Circle, Helena, AL 35080. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the Limited Liability Company and to make all decisions with respect thereto.

**ARTICLE TEN
AMENDMENT OF ARTICLES OF ORGANIZATION**

The Certificate of Formation may be amended only by the unanimous vote or written consent of all of the members of the Limited Liability Company.



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ARTICLE ELEVEN
INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT


The provisions of the Limited Liability Company's Operating Agreement, if any, are incorporated herein by reference as though fully set forth herein.

IN WITNESS WHEREOF, the undersigned has executed the Certificate of Formation as the organizer, all as of the 27th day of October, 2016, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.



CHARLES H. MOSES, III, Organizer

This instrument prepared by:
Charles H. Moses, III, Esq.
MOSES & MOSES, P.C.
300 Cahaba Park Circle, Suite 100
Birmingham, AL 35242
Telephone: (205) 967-0901
Facsimile: (205) 967-0942


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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:

Akers Automotive, LLC

This name reservation is for the exclusive use of Kevin Akers, 115 Loyola Circle, Helena, AL 35080 for a period of one year beginning October 25, 2016 and expiring October 25, 2017

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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.

October 25, 2016

Date

J. H. Merrill

John H. Merrill

Secretary of State