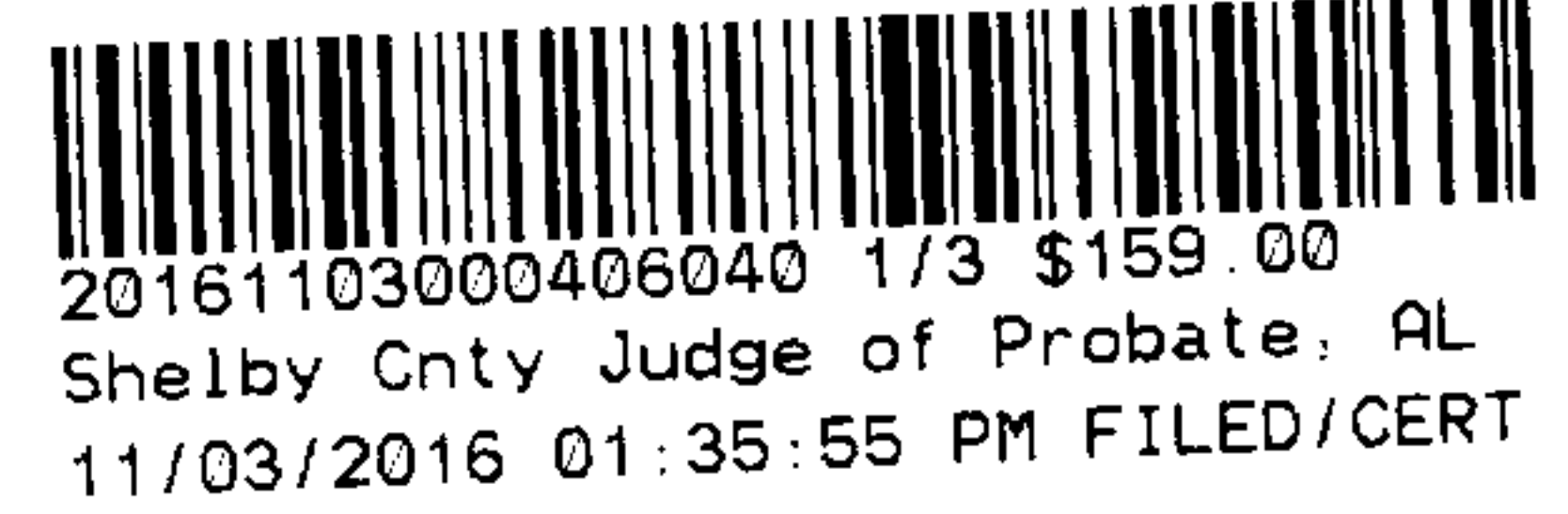


STATE OF ALABAMA)
COUNTY OF SHELBY)



**CERTIFICATE OF FORMATION
OF
SCHOOL FOR AMAZING KIDS, DEARING DOWNS, LLC**

Pursuant to the Provisions of Sections 10A-1-5.06, *et seq.*, *Code of Alabama* (1975) the undersigned hereby adopts the following Limited Liability Company Certificate of Formation.

ARTICLE I
Name

The name of the limited liability company is School for Amazing Kids, Dearing Downs, LLC (the “Company”). Attached hereto is the Certificate of the Secretary of State of Alabama dated November 3, 2016, reserving the name.

ARTICLE II
Purpose

The purpose for which the Company is formed is to engage in any lawful act or activity for which limited liability companies may be organized in Alabama under Title 10A, Chapter 5 of the *Code of Alabama*.

ARTICLE III
Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 981 Dow Street, Pelham, Alabama 35124, and its registered agent at such address shall be Robert W. Kuehner.

ARTICLE IV
Organizer

The name and address of the Organizer is:

James J. Odom, Jr.

Post Office Box 11244
Birmingham, AL 35202-1244

ARTICLE VI
Management

The Company shall be managed by a manager. The name and address of the initial manager are:

Robert W. Kuehner
981 Dow Street
Pelham, AL 35124

ARTICLE VI
Members

The undersigned Organizer certifies that there is at least one member of the limited liability company.

IN WITNESS WHEREOF, this Certificate of Formation has been subscribed on this the 3rd day of November, 2016, by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

Rene P. Marshall
Witness

James J. Odom, Jr.
James J. Odom, Jr., Organizer


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Shelby Cnty Judge of Probate, AL
11/03/2016 01:35:55 PM FILED/CERT

This Instrument Prepared By
James J. Odom, Jr., Esq.
Post Office Box 11244
Birmingham, AL 35202-1244

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:

School for Amazing Kids, Dearing Downs, LLC

This name reservation is for the exclusive use of James J Odom, Jr., Post Office Box 11244, Birmingham, AL 35202 for a period of one year beginning November 03, 2016 and expiring November 03, 2017

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Shelby Cnty Judge of Probate, AL
11/03/2016 01:35:55 PM FILED/CERT



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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.

November 03, 2016

Date

J. H. Merrill

John H. Merrill

Secretary of State