

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

CERTIFICATE OF FORMATION

OF

HP SONOMA HILLS, LLC

The undersigned organizer, for the purpose of forming a limited liability company under the Alabama Business and Non-Profit Entities Code, hereby files 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 attests that the facts stated in these Certificate of Formation are true and correct:

ARTICLE I
NAME

The name of this limited liability company (the "Company") shall be: **HP Sonoma Hills, LLC**.

ARTICLE II
DURATION

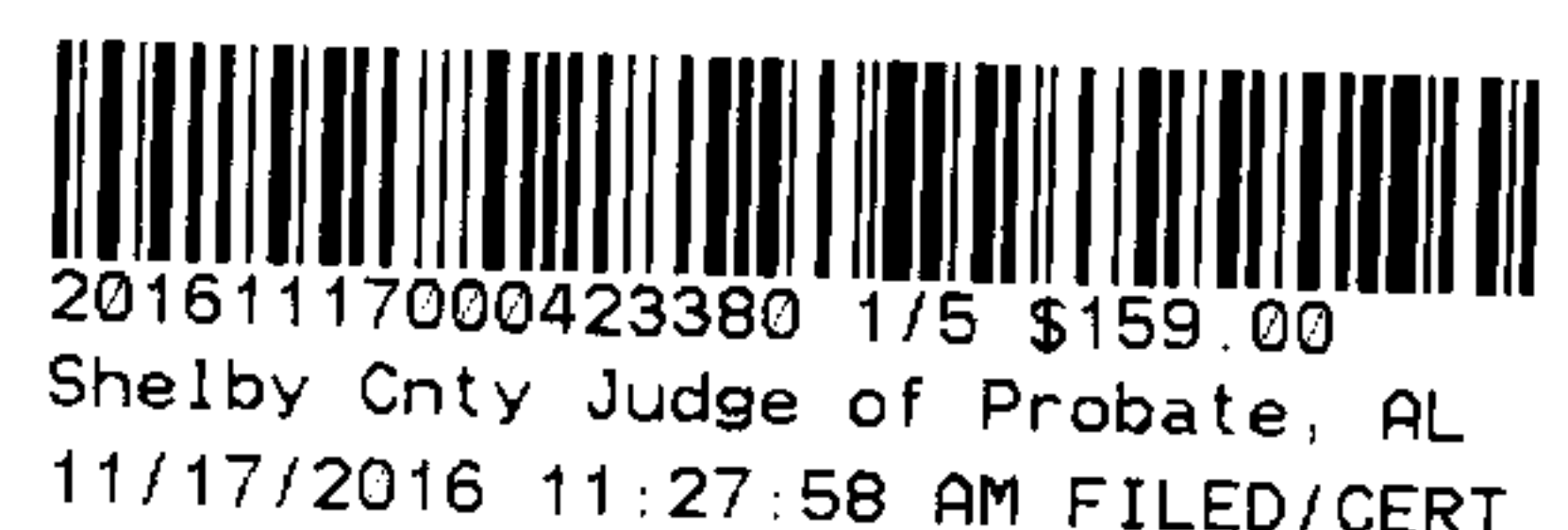
The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Certificate of Formation or Company Agreement.

ARTICLE III
PURPOSES

The nature of the business of the Company and its objects, purposes and powers are as follows:

(a) To purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge a limited liability company interest in an entity or entities engaged in the ownership of real estate;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, lease, deal in and in any manner



dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith; and

(c) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Company shall be 2236 Cahaba Valley Drive, Suite 207, Birmingham, Alabama, 35242, and its registered agent at such address shall be Jeffrey D. Brooks.

ARTICLE V

MEMBERS; ADDITIONAL MEMBERS

The Member reserves the right to admit an initial Member and additional Members upon the agreement by the Member as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Company Agreement.

ARTICLE VI

COMPANY AGREEMENT

The Company Agreement of the Company shall be executed by the Member(s) and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or this Certificate of Organization.

ARTICLE VII

CONTINUATION UPON CESSATION OF MEMBER

The Member(s) shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Company Agreement or Certificate of Formation.


20161117000423380 2/5 \$159.00
Shelby Cnty Judge of Probate, AL
11/17/2016 11:27:58 AM FILED/CERT

ARTICLE VIII
MANAGEMENT

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

MANAGER

ADDRESS

Highpoint Capital Partners, LLC

2236 Cahaba Valley Drive
Suite 207
Birmingham, AL 35242

ARTICLE IX
ORGANIZER

The name and address of the organizer are as follows:

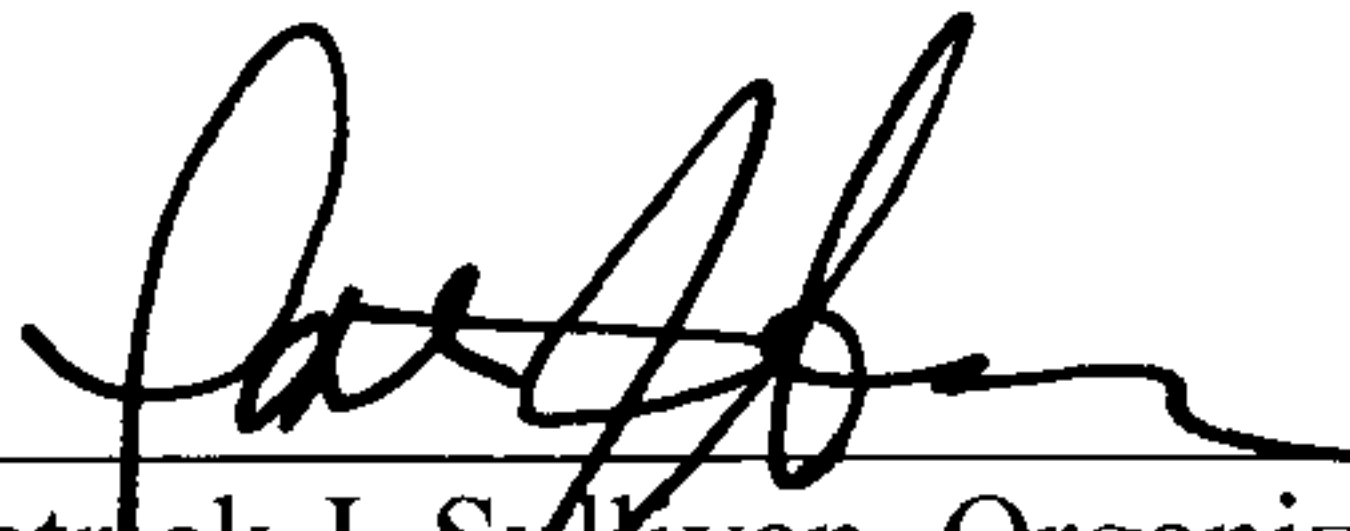
Patrick J. Sullivan
2236 Cahaba Valley Drive
Suite 207
Birmingham, AL 35242

SIGNATURE ON FOLLOWING PAGE



20161117000423380 3/5 \$159.00
Shelby Cnty Judge of Probate, AL
11/17/2016 11:27:58 AM FILED/CERT

IN WITNESS WHEREOF, the undersigned organizer has executed this Certificate of Formation on this 1st day of November, 2016.



Patrick J. Sullivan, Organizer


20161117000423380 4/5 \$159.00
Shelby Cnty Judge of Probate, AL
11/17/2016 11:27:58 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:

HP Sonoma Hills, LLC

This name reservation is for the exclusive use of Patrick J. Sullivan, 2236 Cahaba
Valley Dr., Suite 100, Birmingham, AL 35242 for a period of one year beginning
November 17, 2016 and expiring November 17, 2017



20161117000423380 5/5 \$159.00
Shelby Cnty Judge of Probate, AL
11/17/2016 11:27:58 AM FILED/CERT



RES741214

**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 17, 2016

Date

J. H. Merrill

John H. Merrill

Secretary of State