

**STATE OF ALABAMA**  
**CERTIFICATE OF REINSTATEMENT**

**OF**

**“ALWAYS THERE” IN-HOME CARE – TUSCALOOSA, LLC**

**Article I**

The name of the Limited Liability Company from the Certificate of Formation/Articles of Organization is “Always There” In-Home Care-Tuscaloosa, LLC.

**Article II**

The Articles of Organization/Certificate of Formation for “Always There” In-Home Care – Tuscaloosa, LLC was filed in the Probate Court of Shelby County, Alabama on July 30, 2002.

**Article III**

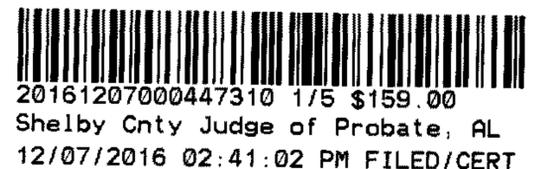
Alabama entity ID number for Always There In-Home Care – Tuscaloosa, LLC is 683-856.

**Article IV**

Consent is given from all members or other persons entitled to consent at this time.

**Article V**

The date of dissolution of the Limited Liability Company: On the 29<sup>th</sup> day of March, 2014, Patricia Lynn McLain died testate at UAB Hospital. Two days prior to her death, McClain summoned her long-time personal attorney James E. Roberts to her bedside at UAB Hospital while in the ICU. McLain recounted that she owned a single member Alabama Limited Liability Company known as “Always There” In-Home Care – Tuscaloosa, LLC. McLain’s attorney, James E. Roberts, informed McLain that since her husband had predeceased her she could not name her only child, Jonathan McLain, as a member due to his age. (At the time of McLain’s death, Jonathan



McLain was fourteen years old). Roberts informed McLain that he could draft a Will leaving everything she owned including the LLC, in Trust, for Jonathan's benefit. The will was drawn and signed. Recognizing Jonathan would eventually reach his legal majority and be able to become a member of the LLC. All of her estate was left for Jonathan's benefit in Trust. McLain's sister, Susan Farrell and her attorney, Roberts, were named as Co-Executors and Co-Trustees for the benefit of Jonathan McLain. They were given extensive powers, including the right to carry on and operate any business she might own at the time of her death. The Co-Executors have continued to operate the business profitably for Jonathan's benefit. It is the position of the Co-Executors that when Jonathan reaches his majority he will become a named member of the LLC. Until then ownership of the LLC resides in the Co-Executors subject only to Jonathan's reaching his majority.

"Always There" In-Home Care – Tuscaloosa, LLC has never been dissolved. This Certificate of Reinstatement is filed for the purposes of providing notice that "Always There" In-Home Care – Tuscaloosa, LLC has been in continuous operation since the date of McLain's death by her duly appointed Personal Representatives.

#### **Article VI**

All applicable conditions of Ala. Code Section 10A-5-A7.07 have been satisfied.

#### **Article VII**

The undersigned authorized signature certifies that the Certificate of Reinstatement has been approved in the manner required by Title 10A of the *Code of Alabama of 1975* and the governing documents of this entity.

#### **Article VIII**

The address of the registered office and the name of the registered agent at that address is James E. Roberts, 4908 Cahaba River Road, Suite 100, Birmingham, Alabama 35243.

12-7-2016  
Date

  
James E. Roberts, Co-Personal  
Representative of the Estate of  
Patricia Lynn McLain

12-7-2016  
Date

  
Susan Dale Farrell, Co-Personal  
Representative of the Estate of  
Patricia Lynn McLain

**A complete copy of the Limited Liability Company certificate of formation is attached hereto as "Exhibit A."**

  
20161207000447310 3/5 \$159.00  
Shelby Cnty Judge of Probate, AL  
12/07/2016 02:41:02 PM FILED/CERT

**ARTICLES OF ORGANIZATION  
OF  
"ALWAYS THERE" IN-HOME CARE -  
TUSCALOOSA, LLC**

The undersigned, for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of the Limited Liability Company Act (the "Act") (Alabama Code § 10-12-1, et seq.) hereby certify as follows:

1. NAME OF COMPANY. The name of the Company is:

**"ALWAYS THERE" IN-HOME CARE -  
TUSCALOOSA, LLC**

2. PERIOD OF DURATION. The period of duration of the Company shall be fifty years.

3. COMPANY PURPOSES. The company has been organized for the purpose of performing medical and non-medical in-home care to the general public in the Tuscaloosa, Alabama metropolitan area. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on business of banking or insurance or to act as a trust company. Furthermore, nothing contained herein shall be construed as authorizing the Company to act as a securities broker, a securities dealer or as an investment advisor.

4. INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT.  
The location and mailing address of the initial registered office of the Company is:  
112 Moss Hill Court, Calera, AL 35040-4873 (Shelby County)  
The name of the Company's initial registered agent at such address is:  
Patricia C. McLain.

5. INITIAL MEMBERS.  
initial members are:

The names and mailing addresses of the

Patricia C, McLain  
112 Moss Hill Court  
Calera, AL 35040-4873

Allison E. Gomperts  
2285 Sterling Ridge Circle  
Birmingham, AL 35216

6. ADDITIONAL MEMBERS.

Any new members shall be admitted to the Company only on written consent of the Members.

7. CONTINUATION OF BUSINESS AFTER CESSATION OF MEMBERSHIP.

The cessation of membership of one or more members will not result in dissolution of the Company unless there are no remaining members of the Company.

8. STRUCTURE OF THE COMPANY.

The Company is to be a member-managed LLC with each member holding a 50% interest.

IN WITNESS WHEREOF, the undersigned, acting as the initial Members of the Company, have executed these Articles of Organization as of this 30<sup>th</sup> day of July, 2002

[Signature]  
Witness

[Signature]  
Witness

Patricia C. McLain  
Member

Allison E. Gomperts  
Member

  
20161207000447310 5/5 \$159.00  
Shelby Cnty Judge of Probate, AL  
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