

Certificate of Formation
of
Bare Knuckle Baggers, Inc.

To: The Honorable Judge of Probate
Shelby County, Alabama

The undersigned, acting as incorporator, desiring to form a domestic business corporation in the State of Alabama, does hereby adopt this Certificate of Formation in accordance with the laws applicable to domestic business corporations organized in Alabama, as may be amended from time to time.

ARTICLE I
NAME

The name of the corporation shall be and is:

Bare Knuckle Baggers, Inc.

ARTICLE II
DURATION


The corporation shall have perpetual existence.

ARTICLE III
PURPOSES

The purpose for which the corporation is organized is to own and operate a custom motorcycle shop, and the transaction of any and all lawful business for which business corporations may be incorporated under Alabama law.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The total number of shares of stock which the corporation shall have the authority to issue is One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock having non-cumulative voting rights, amounting in the aggregate to One Thousand Dollars (\$1,000.00).


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ARTICLE V
PRINCIPAL OFFICE OF CORPORATION

The address of the initial principal office of the corporation shall be 113A David Green Road, Birmingham, AL 35244.

ARTICLE VI
REGISTERED AGENT

The initial registered agent of the corporation is Brian Cobb, and the address of the initial registered agent is 113A David Green Road, Birmingham, AL 35244.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

Initially there shall be one director, but the number of directors may be changed from time to time as provided by the By-laws. The name and address of the initial directors who shall serve until the first annual meeting of shareholders and until his or her successor(s) are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Brian Cobb	113A David Green Road Birmingham, AL 35244

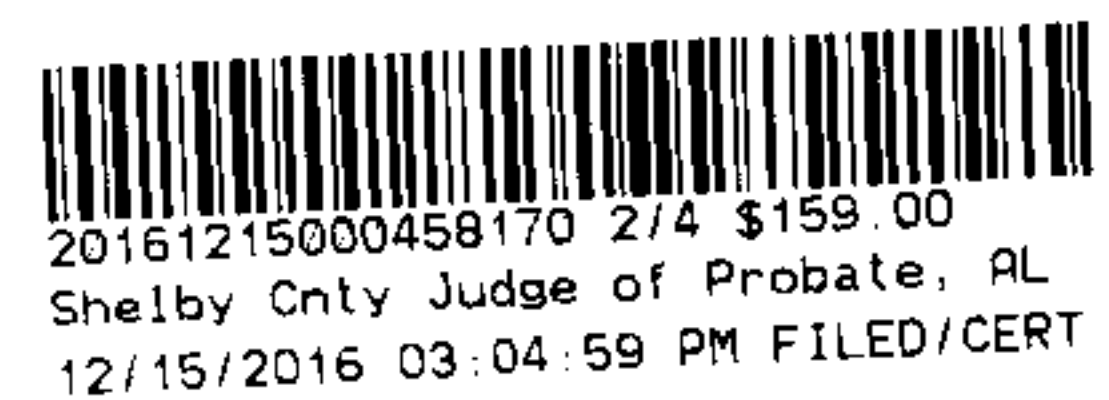
ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Mark W. Macoy, Esq.	300 Vestavia Parkway, Suite 2300 Vestavia Hills, AL 35216

ARTICLE IX
SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to the payment of corporate liabilities or debts to any extent whatsoever.



ARTICLE X
BOARD OF DIRECTORS

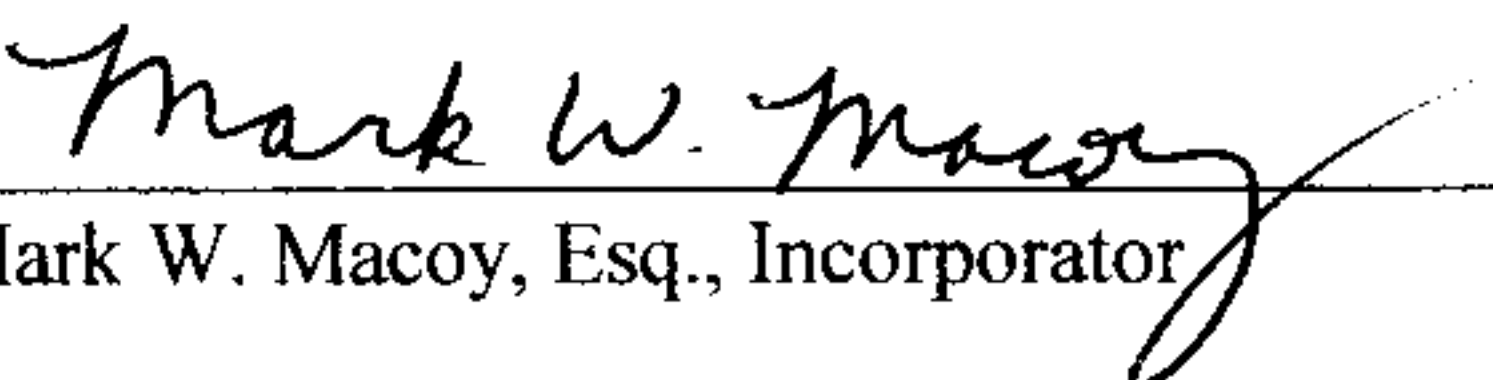
The business and affairs of the corporation shall be under the management of a Board of Directors. The power to adopt, alter, amend or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors.

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of a financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10A-2-8.33 of the Alabama Business Corporation Law; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.


ARTICLE XI
RESERVATION OF RIGHTS

The corporation reserves the right to amend or repeal any provision of this Certificate of Formation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporator has hereunto subscribed his name, this the 15th day of December, 2016.

 (SEAL)
Mark W. Macoy, Esq., Incorporator

THIS DOCUMENT PREPARED BY:
Mark W. Macoy, Esq.
Mark W. Macoy, LLC
300 Vestavia Parkway, Suite 2300
Vestavia Hills, AL 35216
(205) 795-2080


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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:

Bare Knuckle Baggers, Inc.

This name reservation is for the exclusive use of Mark W. Macoy, LLC, 300 Vestavia Parkway, Suite 2300, Vestavia Hills, AL 35216 for a period of one year beginning December 15, 2016 and expiring December 15, 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.

December 15, 2016

Date

A handwritten signature in cursive script, reading "J. H. Merrill".

John H. Merrill

Secretary of State