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Shelby Cnty Judge of Probate AL
07/25/2017 11:49:13 AM FILED/CERT

STATE OF ALABAMA

**DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION**

PURPOSE: In order to form a limited liability company (LLC) under Section 10A-5A-2.01 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the entity's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the limited liability company's (LLC) registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00 for standard filing (based on date of receipt and volume) or \$200.00 for expedited service (processed within twenty four (24) hours after date of receipt from the County Probate Office) and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is filed.** Your notification of filing was provided by the Probate Judge's Office via a stamped copy which is evidence of existence (if it is certified by the Probate Office) according to 10A-1-4.04(c) and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment. Your entity will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

(For County Probate Office Use Only)

The information completing this form must be typed (for your convenience the information is fill-able on this computer form on the website above).

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC," and comply with Code of Alabama, Title 10A-1-5.06. You may use Professional or Series before Limited Liability Company if they apply or you may use those abbreviations):
Birmingham Wine Group, LLC
2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached and the name reserved must agree with item 1 above [proves name reservation under 10A-1-4.02(f)].

This form was prepared by: (type name and full address)

Brad McGiboney, Esq.
P.O. Box 43293
Birmingham, AL 35243

(For SOS Office Use Only)

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

3. The name of the Registered Agent located at the Registered Office (only one agent):

Matthew Broderson

Street (**No PO Boxes**) address of Registered Office (must be located in Alabama):

2152A Pelham Parkway, Pelham, AL 35124

Mailing address in Alabama of Registered Office (if different from street address):

4. The undersigned certify that there is at least one member of the limited liability company.

5. Check **only** if the type applies to the Limited Liability Company being formed:

- ☐ Series LLC complying with Title 10A, Chapter 5A, Article 11
- ☐ Professional LLC complying with Title 10A, Chapter 5A, Article 8
- ☐ Non-Profit LLC complying with 10A-5A-1.04(c)



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6. The filing of the limited liability company is effective immediately on the date filed by the Judge of Probate or at the delayed filing date (cannot be prior to the filing date) specified in this filing. 10A-1-4.12

The undersigned specify 07 / 26 / 2017 as the effective date (must be on or after the date filed in the office of the county Judge of Probate, but no later than the 90th day after the date this instrument was signed) and the time of filing to be 8 :00 ☒ AM or ☐ PM. (cannot be noon or midnight -- 12:00)

☒ Attached are any other matters the members determine to include herein (if this item is checked there must be attachments with the filing).

07 / 24 / 2017
Date (MM/DD/YYYY)

Bradley J. McGiboney
Signature as required by 10A-5A-2.04


Bradley J. McGiboney
Typed Name of Above Signature

Attorney-in-fact
Typed Title (Organizer or Attorney-in-fact)

Additional Organizers/Attorney-in-facts may sign (add additional sheets if necessary).

This instrument prepared by:

Brad McGiboney
Alcohol Licensing Lawyers, LLC
P.O. Box 43293
Birmingham, AL 35243


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**CERTIFICATE OF FORMATION OF
BIRMINGHAM WINE GROUP, LLC**

COMES NOW the undersigned organizer and files this Certificate of Formation pursuant to the Alabama Business and Nonprofit Entities Code and the Alabama Limited Liability Company Law (the "Law").

ARTICLE 1 – NAME

The name of this Limited Liability Company is BIRMINGHAM WINE GROUP, LLC.

ARTICLE II – DURATION

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with Operating Agreement of the Limited Liability Company (the "Operating Agreement").

ARTICLE III – PURPOSE

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

To engage in and carry on any lawful business (the "Business") and all other activities related to the Business to the same extent the same may be legally exercised by the limited liability companies under the Law;

ARTICLE IV – REGISTERED AGENT/OFFICE

The location and mailing address of the initial registered office of the Limited Liability Company shall be:

Matthew Broderson
2152-A Pelham Parkway
Pelham, AL 35124

ARTICLE V – ORGANIZER

The name and address of the Organizer is:

Brad McGiboney
Alcohol Licensing Lawyers, LLC
P.O. box 43293
Birmingham, AL 35243

ARTICLE VI – MEMBERSHIP

A. The Limited Liability Company may have one or more classes or groups of Members as shall be designated in the Operating Agreement, and each such class or group of Members shall have the relative rights, powers and duties as provided in the Operating Agreement. Such relative rights, powers and duties may include rights, powers and duties senior or junior to existing classes or groups of Members, the taking of action, including amendments to the Articles of Formation or Operating Agreement, without the vote or approval of one or more Members or classes or groups of Members, and the right of certain identified Members or a specified class or group of Members to vote separately or with all or any class or group of Members on any matter.

B. The Members reserve the right to admit additional Members pursuant to the terms and conditions of the Operating Agreement.

ARTICLE VII – OPERATING AGREEMENT

The Operating Agreement shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the regulation of the internal affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the Alabama or this Certificate. The Operating Agreement shall include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interest, dissolution, accounting and records, the tax matters partner and indemnification.

ARTICLE VIII – DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Limited Liability Company.

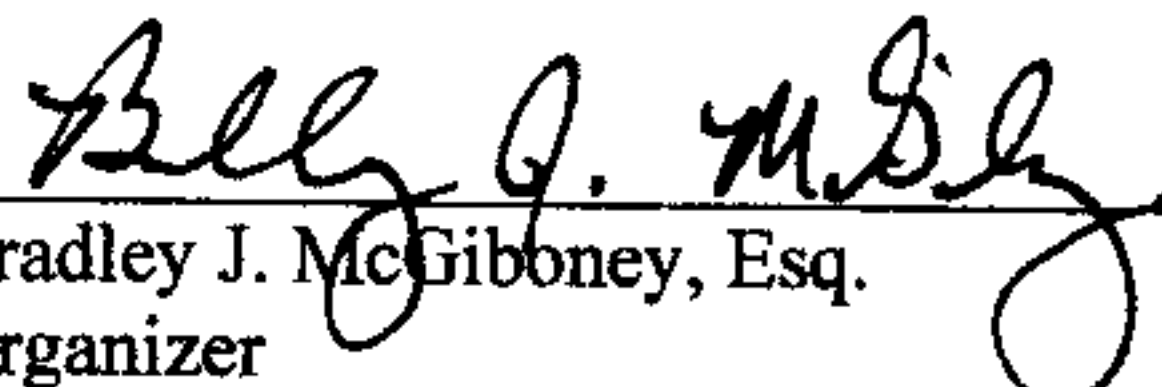
ARTICLE IX – MANAGEMENT

A. The Limited Liability Company shall be managed by one or more Members.

B. The name and address of the initial Manager is:

Matthew Broderson
2152-A Pelham Parkway
Pelham, AL 35124

DATED this 25th day of July, 2017.


Bradley J. McGiboney, Esq.
Organizer