

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 approximately 3 business days 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. Once the Secretary of State's Office has indexed the filing the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name. 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.



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Shelby Cnty Judge of Probate, AL
08/29/2017 11:21:52 AM FILED/CERT

(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):
Imperio Holdings 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)

Scott Johnson
121 Lauchlin Lane
Pelham, AL 35124

(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):

Scott Johnson

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

121 Lauchlin Lane, 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

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 ____/____/____ 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 ____:____ AM 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).

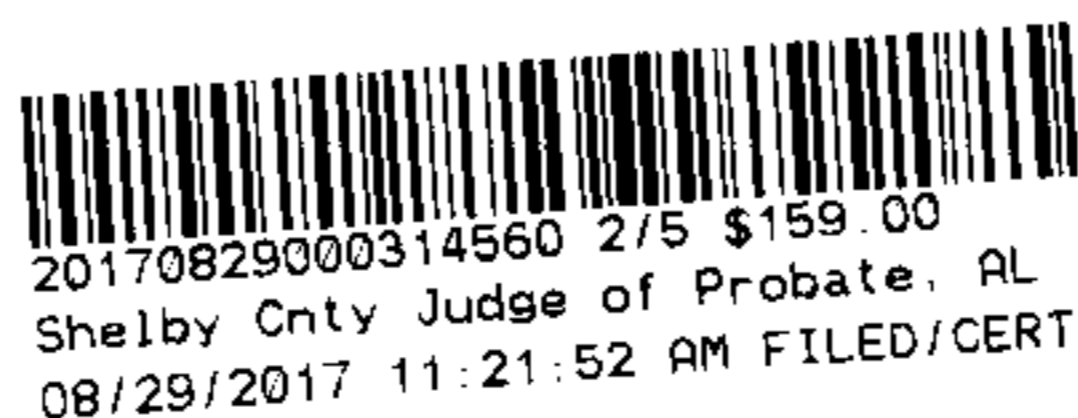
08/29/2017
Date (MM/DD/YYYY)


Signature as required by 10A-5A-2.04

Scott Johnson
Typed Name of Above Signature

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

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



**CERTIFICATE OF FORMATION
OF
IMPERIO HOLDINGS LLC**

The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Act (the "Act"), hereby adopts the following Certificate of Formation for **IMPERIO HOLDINGS LLC** (the Company).

ARTICLE ONE

The name of the Company is **IMPERIO HOLDINGS LLC**.

ARTICLE TWO

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

ARTICLE THREE

The Company is organized to engage in the business of buying, selling, and maintaining real estate and the transactions of any other lawful business or activity permitted the State of Alabama.

ARTICLE FOUR

The mailing address of the initial registered office is 121 Lauchlin Lane, Pelham AL 35124, and the name of the initial registered agent of the Company at such address is **Scott Johnson**.

ARTICLE FIVE

The name and mailing address of the initial member of the Company is:

Scott Johnson
121 Lauchlin Lane
Pelham, AL 35124

ARTICLE SIX

The initial member of the Company may admit additional members at such times and upon such terms and conditions as may be agreed on by the initial member and the additional members.



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ARTICLE SEVEN

Upon the cessation of a member in the Company, if there are no remaining members, the Company shall be dissolved and the affairs of the Company shall be wound up unless the holders of all the financial rights in the Company agree in writing, within 90 days after the cessation of said last member, to continue the legal existence and business of the Company and to appoint one or more new members, and the legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the operating agreement of the Company, if any, or the Alabama Limited Liability Company Act.


ARTICLE EIGHT

The Company is to be managed by its member.

Dated this 29 day of August, 2017



SCOTT JOHNSON
As Organizer and Initial Member


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John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616


STATE OF ALABAMA

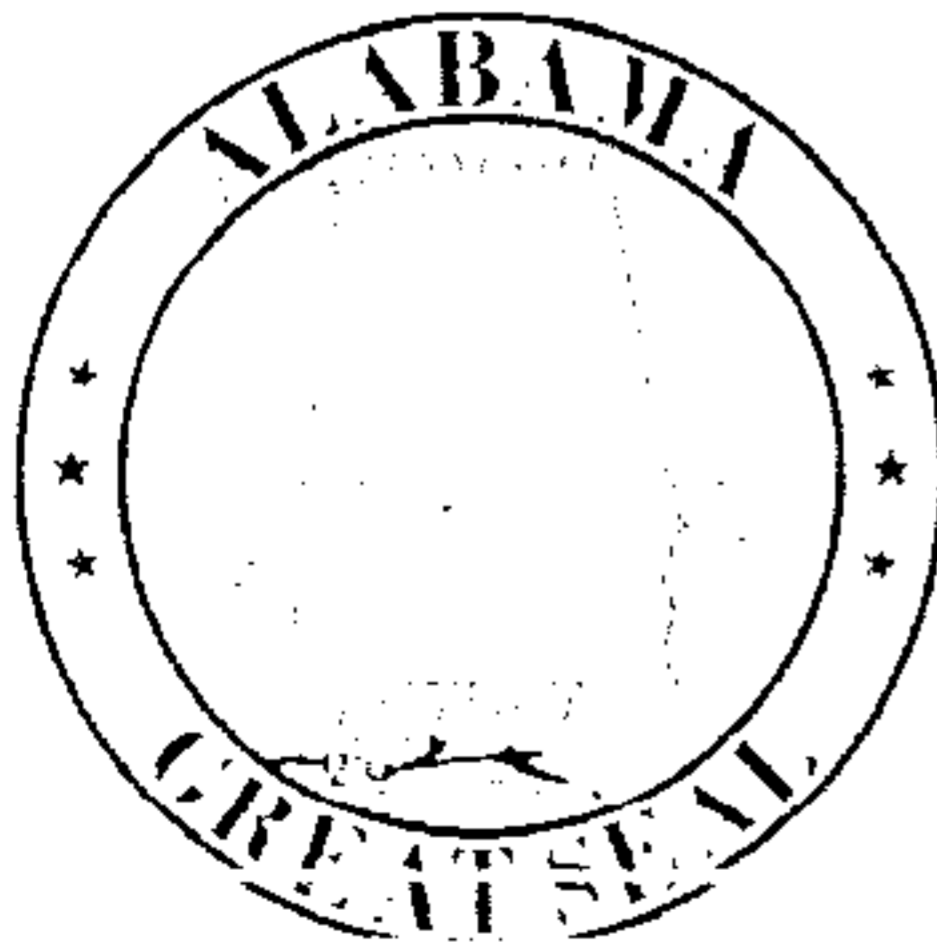
I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

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:

Imperio Holdings LLC

This name reservation is for the exclusive use of Scott Johnson, 121 Lauchlin Lane, Pelham, AL 35124 for a period of one year beginning August 28, 2017 and expiring August 28, 2018


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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.

August 28, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State