

This Instrument Prepared By:

Darrin R. Marlow  
Marlow & Salyer, LLC  
1111 17<sup>th</sup> Avenue, Calera, 35040  
(205)690-5805

STATE OF ALABAMA  
COUNTY OF SHELBY

DOMESTIC BUSINESS CORPORATION  
CERTIFICATE OF FORMATION

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Shelby Cnty Judge of Probate, AL  
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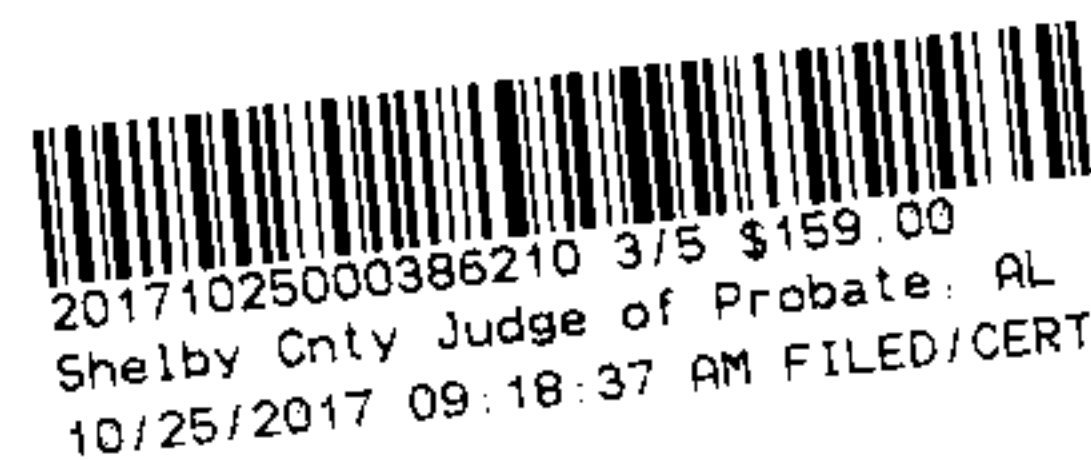
The undersigned, whether one or more, in order to form a cooperation under and pursuant to the laws of the State of Alabama hereby adopt the following Certificate of Formation:

1. **Name:** The name of the corporation is: **Access Accounting, Inc.**
2. **Close Corporation Status:** This corporation shall be authorized by the Alabama Business Corporation Act, 10A-1-3.05 and 10A-2-2.02 of the Code of Alabama 1975 and shall be governed by all laws governing or applicable.
3. **Period of Duration:** The period of duration of the corporation shall be perpetual.
4. **Purpose:** The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the applicable laws of the State of Alabama.
5. **Authorized Shares:** The aggregate number of shares of stock which the corporation shall have authority to issue shall be 1,000 shares of common stock of the par value of One Dollar (\$1.00) per share.
6. **Restrictions On Transfer of Stock:** All issued shares of stock of this corporation of all classes shall be subject to the following restriction on transfer:
  - a. For purposes of this paragraph 6:

- i. A shareholder desiring to sell or otherwise transfer, give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the “offeror”,
  - ii. A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the “offeree”; and
  - iii. The shareholder, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the “optionee(s).”
- b. Any shareholder, in this corporation may without restriction or limitation, sell, or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this corporation.
- c. In the event any shareholder desires to sell or otherwise transfer his or her stock herein in whole or in part, to a bona fide offeree other than existing shareholder, the following procedures shall be followed:
  - i. The offeror shall furnish and deliver to the corporation and to the optionee(s), at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the term and conditions of the offer under which said sale or other transfer is to be effectuated.
  - ii. The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (i) herein above.
  - iii. The corporation shall be considered as a primary optionee and shall thirty (30) days from the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionees, at each of their last known businesses addresses. Upon failure of the corporation to execute its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or

among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled to purchase their proportionate share of the offeror's stock at the percentage of his or her respective stock interest it bears to the total percentage of all stock interest in the corporation held by all of the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the offeror's stock not aggregated to the offeror's entire stock shall be of no effect.

- iv. If the corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.
- v. Upon said sale or transfer to the offeree, the offeree will then hold said stock as shareholder, subject to all of the terms and conditions of this instrument and all those terms and conditions in place and stead of the selling shareholder, including the provisions contained in this Paragraph 6.
- vi. If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all the terms conditions, and restrictions of this Paragraph 6 of this instrument shall be reinstated and the right of the selling shareholder to sell to such purchaser to said original offer shall terminate.



7. **Registered Office / Initial Registered Agent:** The location and mailing address of the corporations registered office and the name of its initial registered agent at sch address are:

- a. Name of Initial Agent: **Gerald Polk**
- b. Location and Mailing Address of Registered Office: **903 Meriweather Drive, Calera, AL 35040**

8. **Initial Board of Directors:** The initial Board of Directors shall consist of one (1) director. The name and address of the person who shall serve as the director of directors until the first annual meeting of the shareholders of the corporation or until the successor or successors to such directors shall be elected and qualified are:

- a. **NAME:** Gerald Polk
- b. **ADDRESS:** 903 Meriweather Drive, Calera AL 35040

9. **Incorporators:** The name and address of each incorporator, whether one or more are:

- a. **NAME:** Darrin R. Marlow (attorney, not a shareholder)
- b. **ADDRESS:** 1111 17<sup>th</sup> Avenue, Calera, AL 35040

10. **Limitation On Number of Shareholders:** All of the corporation issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons. For purposes of determine the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

IN WITNESS WHEREOF, the undersigned Incorporators have executed this Certificate of Formation on this the 25 day of October, 2017

  
Darrin R. Marlow  
Incorporator



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:

**Access Accounting, Inc.**

This name reservation is for the exclusive use of Gerold Polk, 903 Meriweather Drive, Calera, AL 35040 for a period of one year beginning October 10, 2017 and expiring October 10, 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.**

October 10, 2017

Date



John H. Merrill

Secretary of State