

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION



20171116000415800 1/10 \$159.00
Shelby Cnty Judge of Probate, AL
11/16/2017 03:41 07 PM FILED/CERT

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):
LIFESOURCE FARMS 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)

Bradley E. Byrne Jr.
HUMBLE LAW LLC
3108 Blue Lake Dr. Ste 100
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):

Thomas L. Royce

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

121 Seams Way Alabaster, AL 35007

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

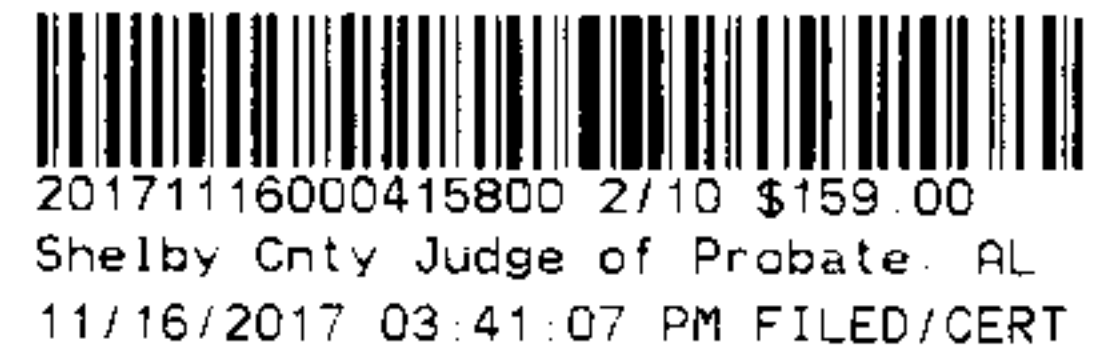
4. The undersigned certify that there is at least one member of the limited liability company.

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)



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 11 / 16 / 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 4:00 ☐ 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).

11 / 16 / 2017
Date (MM/DD/YYYY)

Signature as required by 10A-5A-2.04

Thomas L. Royce

Typed Name of Above Signature

Organizer, Member

Typed Title (Organizer or Attorney-in-fact)

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

STATE OF ALABAMA

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SHELBY COUNTY

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ARTICLES OF ORGANIZATION

OF

LIFESOURCE FARMS LLC

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the “Alabama Limited Liability Company Act”), hereby file the following Articles of Organization with the probate office of the county in which the initial registered office of the limited liability company will be located and hereby affirm the facts stated herein are true and correct:

ARTICLE I

NAME

The name of the limited liability company is LIFESOURCE FARMS LLC (the “Company”).

ARTICLE II

DURATION

The term of the Company shall be perpetual from the date of the filing of these Articles of Organization with the probate office of the county in which the initial registered office of the Company is located, unless the Company is earlier dissolved in accordance with the operating agreement of the Company or the Alabama Limited Liability Company Act.

ARTICLE III

PURPOSES

The purpose or purposes for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act.

Specifically included among the purposes for which this company is organized, without in any way limiting or restricting said purposes as set out above, are the following:

- (a) To engage in and conduct business related to hydroponic farming; and
- (b) The transaction of any and all lawful business for which corporations may be organized under the Alabama Limited Liability Company Act, and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:
- (c) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, appraise and deal in real and personal property or any interest therein of any kind or character, wherever situated.
- (d) To operate, administer, manage, direct, oversee, control, purchase, acquire, own, hold, use, sell, convey, assign, exchange, trade, transfer, lease, and deal in any aspect of a retail or wholesale business, or any other related businesses, of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation, of any kind or character, wherever situated, or the operation, administration, management, and direction of any form of retail or wholesale business establishment or any similar operation or business, or any interest therein of any kind or character.
- (e) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.
- (f) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights, trademarks, tradenames,

or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

- (g) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets, and properties of any person, firm, partnership, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate, or corporation; to hold, or in any manner dispose of the whole or part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.
- (h) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidence of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue or exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit and escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and, while the owner thereof, to exercise all of the rights, privileges and powers



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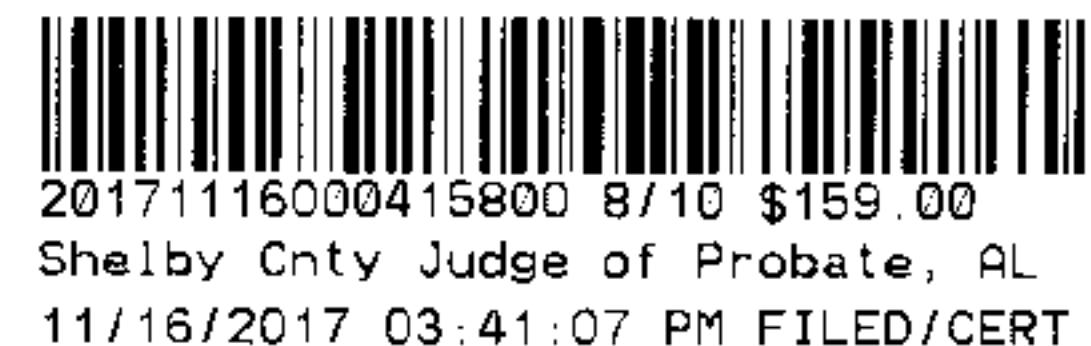
of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically numerated among the purposes of this corporation.

- (i) To borrow and lend money, without security, or by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.
- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (k) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.
- (l) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.
- (m) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership, or joint venture.
- (n) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.
- (o) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

- (p) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.
- (q) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as a general partner or a limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of business within the power of a corporation organized under the laws of Alabama.
- (r) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.
- (s) To enter into any plan or project for the assistance and welfare of its directors, officers, or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers, and employees.
- (t) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) and (if such action is not by or in the right of the corporation) judgments, fines, and amounts

paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

- (u) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (v) To transact any lawful business which the Members find to be in the aid of governmental policy.
- (w) To have and exercise all powers necessary or convenient to affect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the laws of Alabama.



ARTICLE IV

REGISTERED AGENT/OFFICE

The location and street address of the initial registered office of the Company is **121 SEAMS WAY, ALABASTER, ALABAMA 35007** and the name of its initial registered agent at such address is **THOMAS L. ROYCE**.

ARTICLE V

INITIAL MEMBERS

The names and addresses of the initial members of the Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS L. ROYCE	121 SEAMS WAY ALABASTER, ALABAMA 35007

VALARIE D. ROYCE

**121 SEAMS WAY
ALABASTER, ALABAMA 35007**

ZACHARY B. WARLICK

**121 SEAMS WAY
ALABASTER, ALABAMA 35007**

ARTICLE VI

ADDITIONAL MEMBERS

The initial members of the Company shall have the right to admit additional members to the Company pursuant to the terms of the operating agreement of the Company.

ARTICLE VII

MANAGEMENT BY MEMBERS

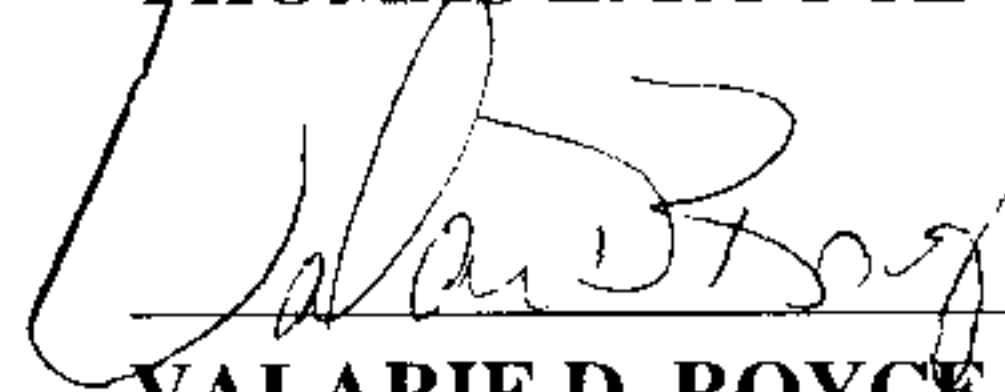
The Company Shall be managed by its members.

The undersigned, constituting all the members of the Company named herein, do hereby execute these Articles of Organization this 16th day of NOV, 2017.

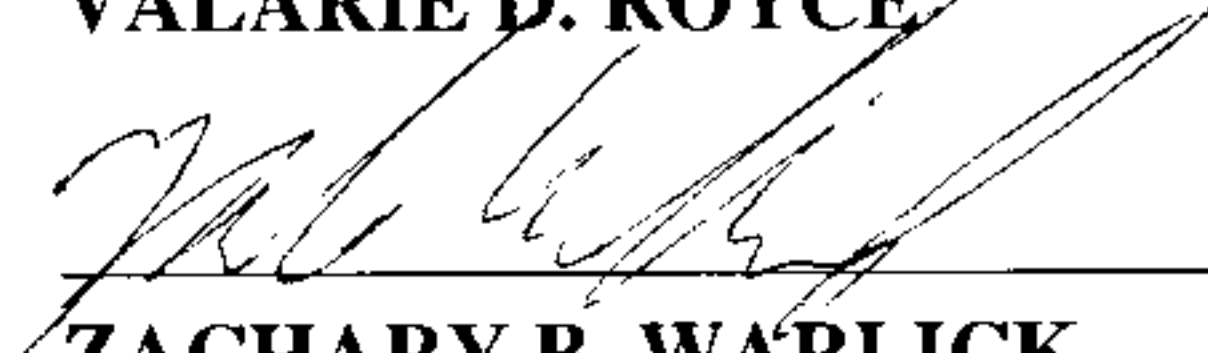
MEMBERS:



THOMAS L. ROYCE



VALARIE D. ROYCE



ZACHARY B. WARLICK



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John H. Merrill
Secretary of State

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

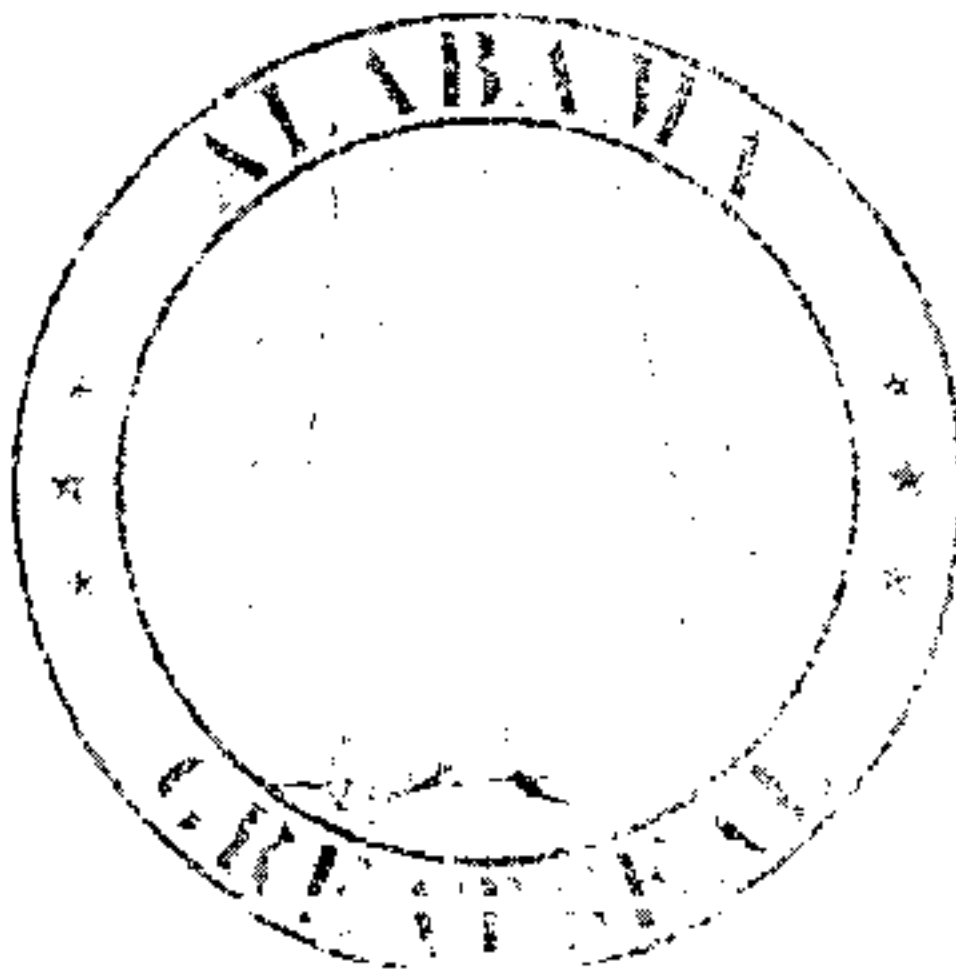
STATE OF ALABAMA

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:

LifeSource Farms LLC

This name reservation is for the exclusive use of Thomas L. Royce, 121 Seams Way, Alabaster, AL 35007 for a period of one year beginning November 13, 2017 and expiring November 13, 2018



RES777631

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.

November 13, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State