

STATE OF ALABAMA)
 :
SHELBY COUNTY)

**CERTIFICATE OF FORMATION
OF
PRICE AUTO UPHOLSTERY LLC**

The undersigned, acting as the organizer under Chapter 5 of the Alabama Business and Nonprofit Entity Code, Ala. Code, (1975) §10A-1-1.01 *et seq.*, as the same may be amended from time to time, hereby adopts the following Certificate of Formation for Price Auto Upholstery LLC:

**ARTICLE ONE
NAME**


The name of the limited liability company is Price Auto Upholstery LLC.

**ARTICLE TWO
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company's operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Business and Nonprofit Entity Code.

**ARTICLE THREE
PURPOSE**

The business of the limited liability company shall be to engage in automobile upholstery restoration.


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**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office of the limited liability company is 51-B Snow Drive, Alabaster, Alabama 35007 and the name of the initial registered agent of the limited liability company at such address is Jerry C Price.

**ARTICLE FIVE
ORGANIZER**

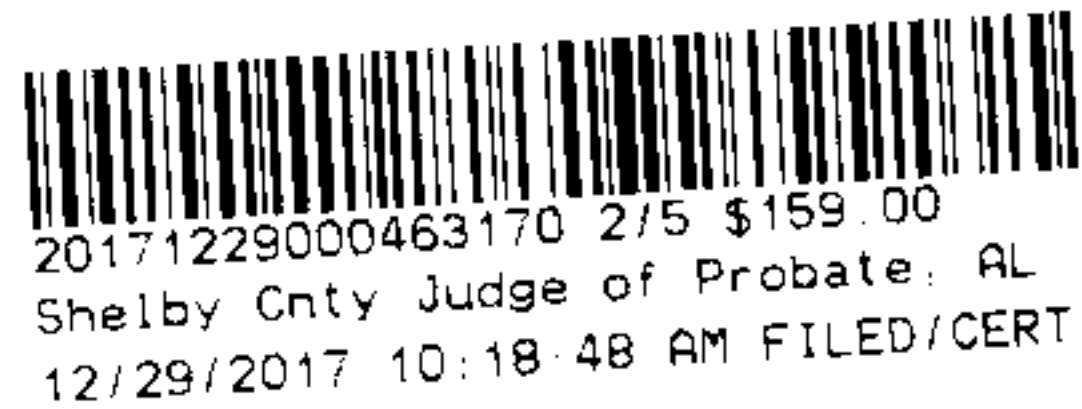
The name and address of the organizer of the limited liability company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry C Price	1457 Alexander Court Alabaster, Alabama 35007
Casey Price	301 Highway 26 Alabaster, Alabama 35007

**ARTICLE SIX
INITIAL MEMBERS**

The names and mailing address of the initial members of the limited liability company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry C Price	1457 Alexander Court Alabaster, Alabama 35007
Casey Price	301 Highway 26 Alabaster, Alabama 35007



**ARTICLE SEVEN
ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the sole member and the person desiring to become a member.

**ARTICLE EIGHT
CONTINUATION OF THE BUSINESS**

In the event there are no remaining members, and except as otherwise provided in the limited liability company's operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

- (a) The holders of all of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or
- (b) The legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of the Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

**ARTICLE NINE
MANAGEMENT**

The management of the limited liability company is vested in its members. The names and addresses of the initial members are as follows:

NAME:

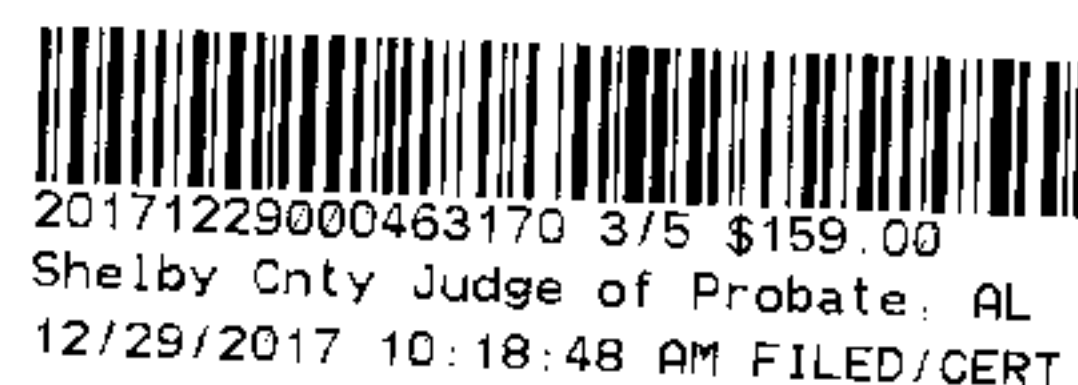
ADDRESS:

Jerry C Price

1457 Alexander Court
Alabaster, Alabama 35007

Casey Price

301 Highway 26
Alabaster, Alabama 35007



The initial members shall serve until their successors are elected and shall qualify. Subject to any provisions of the Alabama Business and Nonprofit Entity Code restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto.

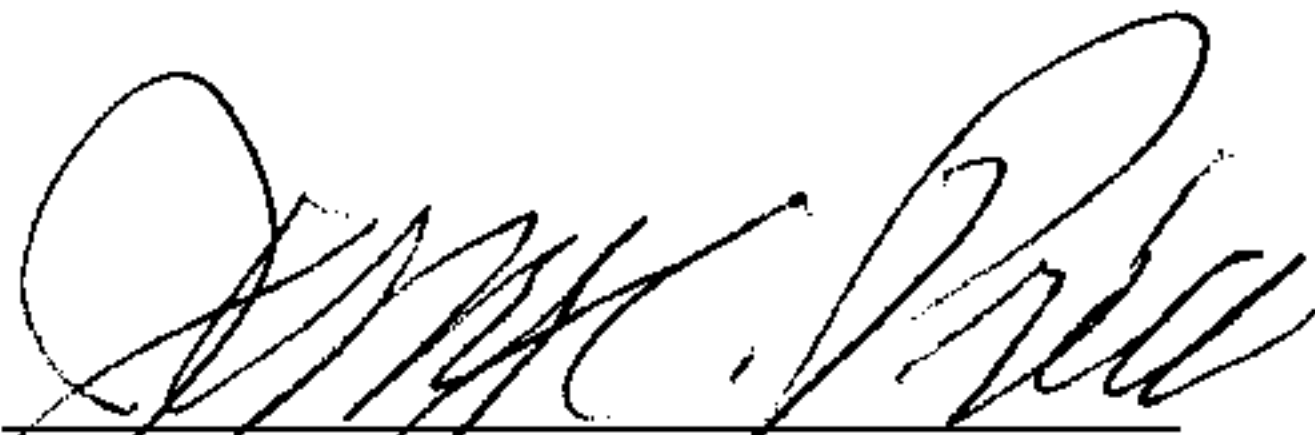
**ARTICLE TEN
AMENDMENT OF CERTIFICATE OF FORMATION**

This certificate of Formation may be amended only by the recorded vote and written consent of the members of the limited liability company owning at least a majority of the percentage interests of all members. For purposes of this Article Ten, percentage interests of financial rights owners of the limited liability company shall not be taken into account in determining the percentage interests of the members.

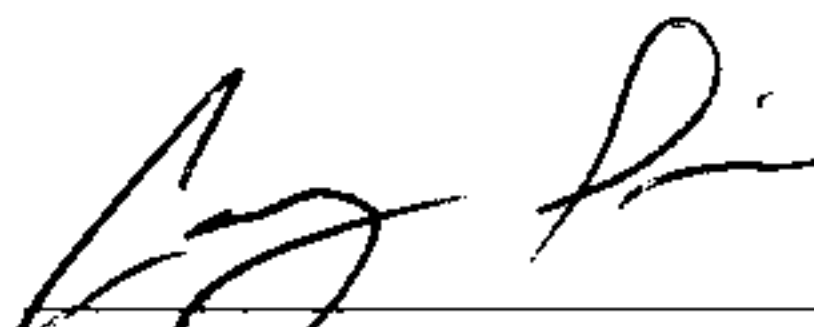
**ARTICLE ELEVEN
INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT**

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.


IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as the organizer, as of the 28th of December 2017, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.



Jerry C. Price, Organizer



Casey Price, Organizer


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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:

Price Auto Upholstery LLC

This name reservation is for the exclusive use of Jerry Price, 51-B Snow Drive, Alabaster, AL 35007 for a period of one year beginning March 02, 2017 and expiring March 02, 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.

March 02, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State