

**CERTIFICATE OF FORMATION
OF
IRON CITY COUNSELING, LLC**

JESSICA D'AMICO HENDRIX, resident of the State of Alabama, County of Shelby, and **ERICA NICOLE BARRON**, resident of the State of Alabama, County of Jefferson, hereby form a limited liability company (the "Company") under the Alabama Limited Liability Company Law of 2014, Act, Section 10A-5A-1.01, et seq., Code of Alabama (1975).



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1. NAME OF COMPANY. The name of the Company is:

IRON CITY COUNSELING, LLC

2. PERIOD OF DURATION. The period of the Company's duration shall be from the Filing Date until the ninetieth (90th) anniversary of the Filing Date, provided that the Company shall be dissolved, and its affairs shall be wound up, upon the occurrence of any of the following events:

- (a) The written consent of all Members to dissolve the Company;
- (b) The occurrence of any Cessation Event which leaves the Company with no remaining Members;
- (c) If the Company is not the successor in any merger or consolidation with one or more limited liability companies or other entities; and
- (d) The entry of a decree of judicial dissolution under the Act.

3. COMPANY PURPOSE. The Company has been organized for the purpose of providing professional counseling services to individuals with a variety of mental and emotional needs, as well as any other lawful business purpose for profit.

4. INITIAL REGISTERED OFFICE. The location and mailing address of the initial Registered Office of the Company is 1812 Tecumseh Circle, Pelham, AL 35124. The name of the Company's initial registered agent and agent for service of process shall be:

JESSICA D'AMICO HENDRIX, 1812 Tecumseh Circle, Pelham, AL 35124

5. INITIAL MEMBERS. The name and mailing address of the initial Member of the Company are as follows:

NAME

ADDRESS

JESSICA D'AMICO HENDRIX, 1812 Tecumseh Circle, Pelham, AL 35124, licensed by the State of Alabama as a Licensed Professional Counselor.

ERICA NICOLE BARRON, 2922 Central Ave. Unit 2, Birmingham, AL 35209, licensed by the State of Alabama as an Associate Licensed Counselor.

6. ADDITIONAL AND SUBSTITUTE MEMBERS. Any additional or substitute Members shall be admitted to the Company pursuant to unanimous consent of the initial Members.

7. CESSATION OF MEMBERSHIP. The cessation of membership of one or more Members will not result in the dissolution of the Company unless any remaining members choose dissolution of the Company.

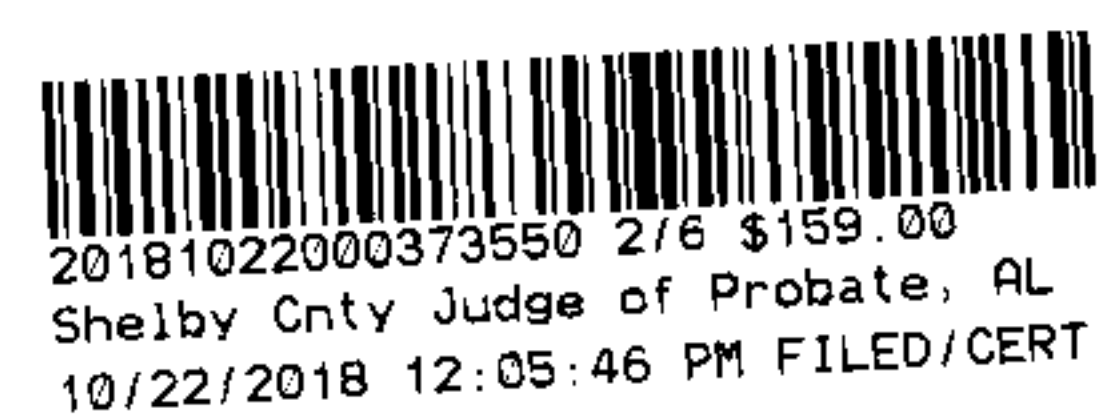
8. MANAGEMENT OF THE COMPANY. Management of the Company is vested in its Member(s) pursuant to the Act.

9. ISSUANCE AND DISPOSITION OF MEMBERSHIP INTERESTS.

(a) Issuance of Membership Interests. The Company may from time to time issue Membership Interests, and may receive in payment thereof, in whole or in part, cash, services actually performed, real or personal property (tangible or intangible), or a promissory note or other binding obligation to pay cash, convey property or render services. The issuance of any such membership interests are subject to the unanimous consent of the initial members and any conditions of such issuance as the initial members may propose.

(b) Restrictions on Transfer of Membership Interests. The transfer of Membership Interests shall be limited in the following manner: Upon the occurrence of any member(s) desiring to transfer his/her interest in the Company, the remaining member(s) shall have the first right of purchase, said purchase price shall be determined according to the agreement of the Members. In the event the remaining member(s) are either unwilling or unable to exercise this first right of purchase, then the selling member(s) shall have the right to transfer his/her membership interest as he/she chooses, said interest being subject to all the rights, duties, obligations and entitlements as that interest may have as set forth in these Articles of Organization, Operating Agreement and the Alabama Limited Liability Act, as last amended.

(c) Acquisition of Membership Interests. Any person, as that term is defined in the Alabama Limited Liability Act, may acquire a Membership Interest in the Company and shall acquire it subject to the provisions of these Articles of Organization, any Operating Agreement of the Company, and the consent of the Members. So far as not otherwise expressly provided by the laws of the State of Alabama, the Company shall be entitled to treat the Person in whose name any Membership Interest is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said Membership Interest on the part of any other Person, whether or not the Company shall have notice thereof.



(d) Certificates of Interest. The Company may issue certificates from time to time to evidence the interests of the Members of the Company.

11. INDEMNIFICATION OF MEMBERS, EMPLOYEES AND AGENTS. The Company may indemnify its Members, employees and agents to the maximum extent provided by law.

12. SHARING OF PROFITS AND LOSSES. The profits, losses, income, deductions and credits, and items of income, deductions, and credits of the Company shall be allocated to each Member equally, or as otherwise may be agreed upon by the Members.

13. DEATH OR INCOMPETENCE OF MEMBER. Upon the death of an initial Member or if a court of competent jurisdiction adjudges any Member to be incompetent to manage the Member's person or property, the deceased or incompetent Member's personal representative, conservator, legal representative, heirs, or legatees, shall have all of the rights, entitlements, duties and obligations as set forth in Section 10-12-34, of the Alabama Limited Liability Act, as last amended.

14. AMENDMENT. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter provided by law, and all rights conferred upon holders of membership interests herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of the Member.

IN WITNESS WHEREOF, the undersigned, acting as the Organizer of the Company has executed these Articles of Organization effective as of the 21 day of October, 2018.



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JESSICA D'AMICO HENDRIX

STATE OF ALABAMA
SHELBY COUNTY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that, **JESSICA D'AMICO HENDRIX**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, she executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal this the 21st day of October, 2018.


Notary Public
My Commission Expires:

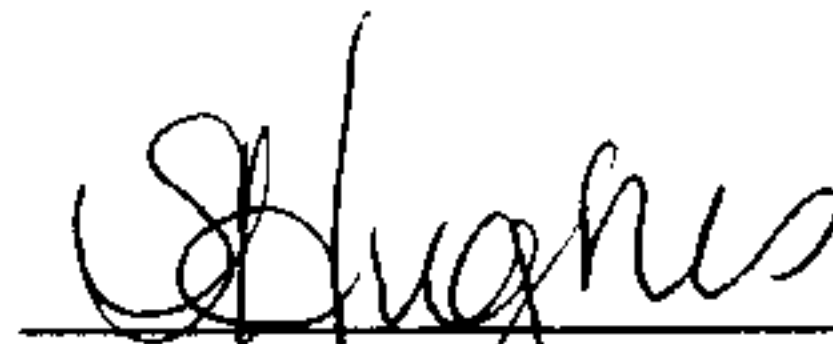
10-10-2020


ERICA NICOLE BARRON

STATE OF ALABAMA
MADISON COUNTY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that, **ERICA NICOLE BARRON**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, she executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal this the 21st day of October, 2018.


Notary Public
My Commission Expires: 10-10-2020


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Prepared by: Clint W. Butler

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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:

Iron City Counseling, LLC

This name reservation is for the exclusive use of Erica Nicole Barron, 2922
Central Avenue, Unit 2, Birmingham, AL 35209 for a period of one year
beginning October 22, 2018 and expiring October 22, 2019



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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 22, 2018

Date

J. H. Merrill

John H. Merrill

Secretary of State