

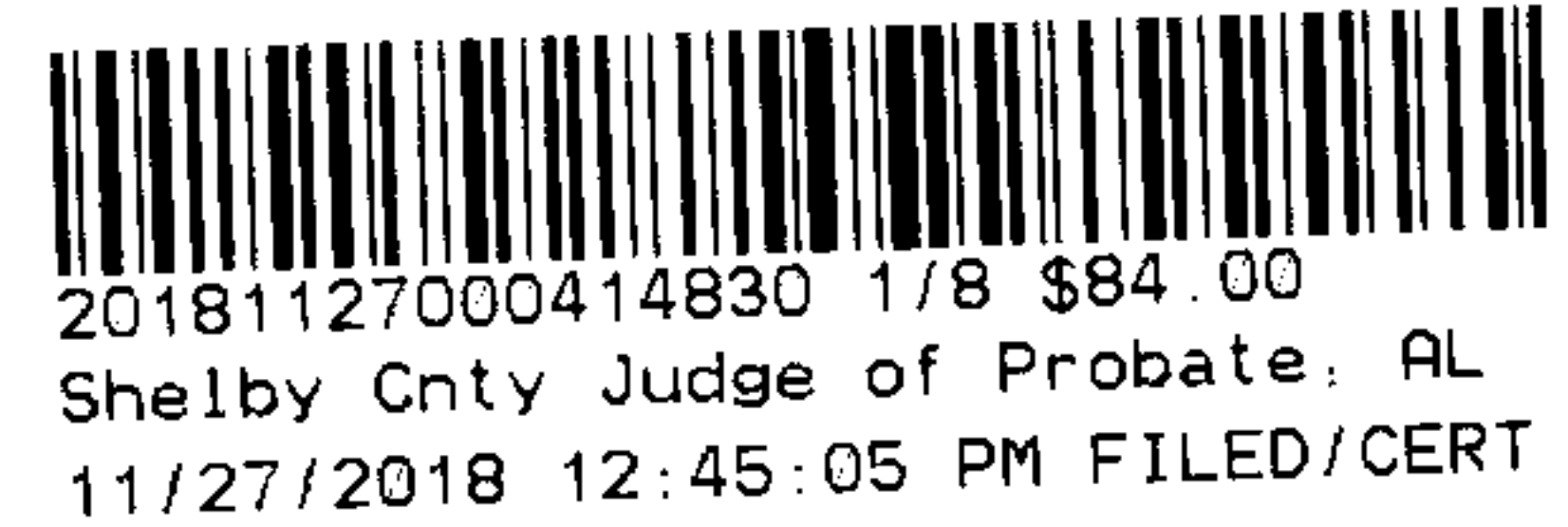
STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY  
CERTIFICATE OF AMENDMENT

PURPOSE: In order to amend a Limited Liability Company's (LLC) Certificate of Formation under Section 10A-5A-2.02 of the Code of Alabama 1975 this Amendment and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the LLC was initially formed.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fee to the Office of the Judge of Probate in the county where the LLC's Certificate of Formation was recorded. **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**

**\$50.00 for standard processing or \$150.00 for expedited processing** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Amendment to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Records tab, Record Searches, and the Business Entity Records link – you may search by entity name or number. Your notification of filing was provided by the Probate Judge's Office via a stamped copy which is evidence of filing according to 10A-1-4.04. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your Amendment 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)

**This form must be typed or laser printed.**

1. The name of the Limited Liability Company from the Certificate of Formation:

BROTHERS 3 LLC

2. The date the Certificate of Formation was filed in the county: 11 / 09 / 2018 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 534 - 775 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Records tab, Record Searches, click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

(For SOS Use Only)

This form was prepared by: (type name and full address)

BOOKS BY LISA LLC  
P. O. BOX 1316  
ALABASTER, AL 35007

DOMESTIC LIMITED LIABILITY COMPANY AMENDMENT

4. The titles, dates, and places of filing of any previous Amendments:\_\_\_\_\_

Attach a listing if necessary.

[Instruction on Amendment completion: Be very specific about what must be changed if you are amending existing information. If the amendment includes a name change, a copy of the Name Reservation form issued by the Office of Secretary of State **must** be attached.]

Registered agents and registered agent addresses are changed by filing a Change Of Registered Agent Or Registered Office By Entity form directly with the Office of the Secretary of State (the new agent’s signature is required agreeing to accept responsibility). You may file the information as an Amendment also, but the change form must be on file with the Secretary of State per 10A-1-3.12(a)(2) to effect the change in the public records database.]

5. The following amendment was adopted on 11 / 27 / 2018 (format MM/DD/YYYY):

CHANGE FROM LANDSCAPING TO FRAMING  
as in Article 3

☐ Additional Amendments and the dates on which they were adopted are attached.

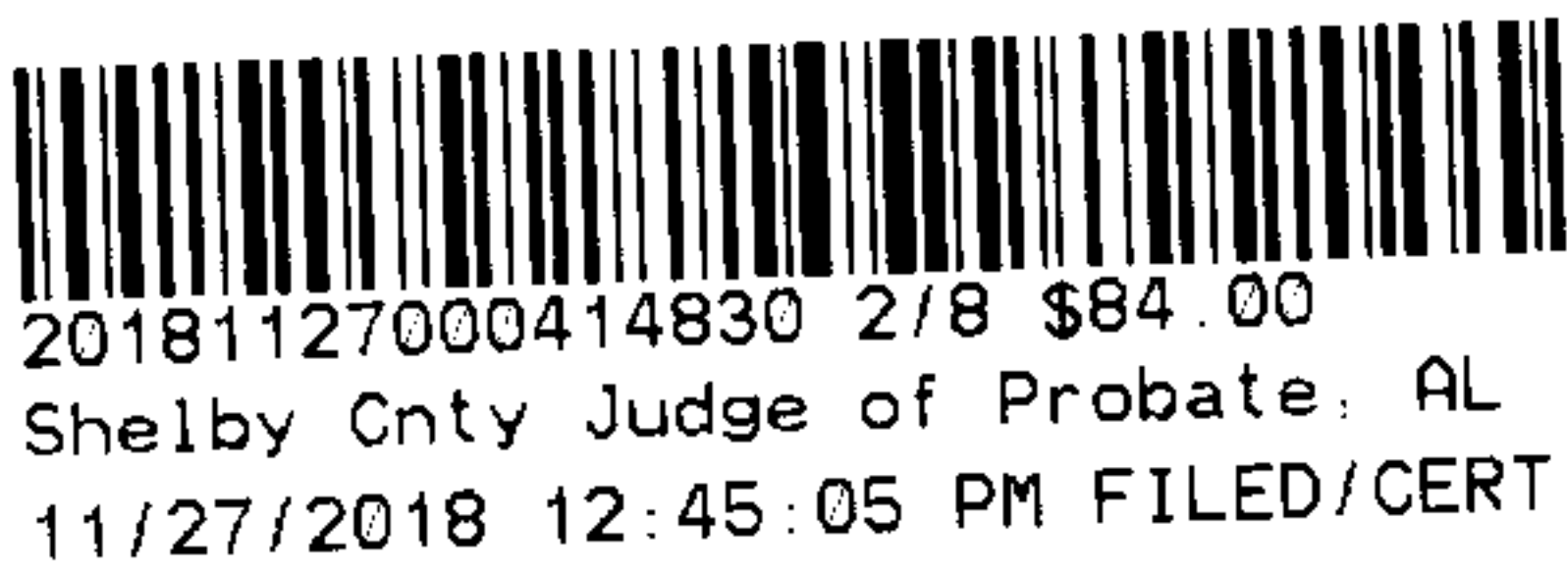
6. The undersigned authorized signature certifies that the amendment or amendments have been approved in the manner required by Title 10A of the *Code of Alabama* of 1975 and the governing documents of this entity.

11 / 27 / 2018  
Date (MM/DD/YYYY)

Victor Delgado  
Signature as required by 10A-5A-2.04

VICTOR DELGADO  
Typed Name of Above Signature

PARTNER  
Typed Title/Capacity to Sign under 10A-5A-2.04





ARTICLES OF ORGANIZATION  
OF  
BROTHERS3 LLC

**ARTICLE 1  
NAME**

THE NAME OF THE ORGANIZATION SHALL BE BROTHERS 3 LLC

**ARTICLE 2  
DURATION**

THE PERIOD OF DURATION OF THE ORGANIZATION TO BE KNOWN AS BROTHERS 3 LLC SHALL BE NINETY NINE (99) YEARS

**ARTICLE 3  
PURPOSE**


THE PURPOSE FOR WHICH THIS ORGANIZATION IS HEREBY ORGANIZED SHALL INCLUDE THE CONDUCTION OF ANY AND LAWFULL BUSINESS AS PERMITTED IN THE STATE OF ALABAMA, AND FOR THE PURPOSE TO OPERATE A LANDSCAPING BUSINESS AND/OR OTHER PURPOSES SET BY THE OPERATING AGREEMENT OR AS THE ORGANIZATION DEEMS FIT.

**ARTICLE 4  
REGISTRATION OFFICE AND AGENT**


- a. BROTHERS 3 LLC SHALL CONTINUALLY MAINTAIN ITS REGISTERED OFFICE AT 95 CO RD 46 JEMISON, AL 35085
- b. BROTHERS 3 LLC REGISTERED SHALL BE VICTOR DELGADO, GONZALO DELGADO AND JESUS DELGADO ALL INDIVIDUAL RESIDENT OF THE STATE OF ALABAMA, LOCATED AT THE ORGANIZATION REGISTERED OFFICE
- c. ALL RECORDS OF THE ORGANIZATION SHALL BE LOCATED AT THE REGISTERED OFFICE.

**ARTICLE 5  
MEMBERS AND CONTRIBUTIONS**


- A. THE INITIAL MEMBER NAME AND ADDRESS OF BROTHERS 3 LLC IS
  - 1. VICTOR DELGADO
  - 2. GONZALO DELGADO
  - 3. JESUS DELGADO

  
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- B. MEMBERS TO THE ORGANIZATION ARE AS FOLLOWS
  - 1. VICTOR DELGADO 33 1/3%
  - 2. GONZALO DELGADO 33 1/3%
  - 3. JESUS DELGADO 33 1/3%

  
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- C. FOR EACH MEMBERS CONTRIBUTION TO THE ORGANIZATION A PRO RATE MEMBERSHIP INTEREST OR OWNERSHIP SHALL BE RECEIVED.

  
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## **ARTICLE 6**


### **ADMISSION OF NEW MEMBERS**

- A. NEW MEMBERS MAY BE ADMITTED TO THE ORGANIZATION AS AGREED UPON BY ALL MEMBERS
- B. THE UANIMOUS AGREEMENT REQUIRED FOR THE ADMITTANCE OF A NEW MEMBER TO THE ORGANIZATION IS BASED ON EACH MEMBER HAVING ONE VOYR REGARDLESS OF THE PRO RATA OF THEIR OWNERSHIP INTEREST IN THE ORGANIZATION.
- A. NEW MEMBERS MAY BE ADMITTED TO THE ORGANIZAYION AS UNANIMOUSLY AGREED UPON ALL MEMBERS.
- A. THE UNANIMOUS AGREEMENT REQUIRED FOR THE ADMITTANCE OF A NEW MEMBER TO THE ORGANIZATION IS BASED ON EACH MEMBER HAVING ONE VOTE REGARDLESS OF THE PRO RATA OF THEIR OWNERSHIP INTEREST IN THE ORGANIZATION
- B. THE TERMS OF ADMISSION OF A NEW MEMBER MUST ALSO BE UNANIMOUSLY AGREED BY ALL MEMBERS
- C. UNINANIMOUS AGREEMENT AS TO THE TERMS FOR THE ADMITANCE OF A NEW MEMBER TO THE ORGANIZATION SHALL BE UPON EACH MEMBER HAVING ONE VOTE REGARDLESS OF THEIR OWNERSHIP INTEREST IN THE ORGANIZATION.

## **ARTICLE 7**

### **DISASSOCIATION AND DISSOLUTION**

- A IN THE EVENT THAT THERE IS A DISASSOCIATION OF A MEMBER OF THE ORGANIZATION, IN THE REMAININGMEMBERS MAY CONTINUE TO OPERATE AND/OR CARRY ON THE BUSINESS OF THE ORGANIZTION AS IT WAS BEFORE THE DISASSOCIATION OF THE MEMBER IN THE NAME OF Brothers 3 LLC
- B. ANY DISASSOCIATED MEMBER SHALL BE PAID MARKET VALUE ACCORDING TO THE PRO RATA OWNERSHIP INTEREST OF THE MEMBER WITHIN ON YEAR OF SUCH NOTIFICATION OF DISASSOCIATION,
- C. NOTIFICITION OF DISASSOCIATION SHALL BE WRITTEN.
- D. MARKET VALUE SHALL BE DETERMINED BY AGREENEFT OF ALL MEMBERS, REPRESENTATIVES, OR EXECUTORS, REGARDLESSOF THEIR PRO RATA SHRE INTEREST, IN THE EVENT NO SUSCH AGREEMENT CAN BE REACHED BY TAKING THE AVERAGE OF TWO ACCOUNTANTS, ACCOUNTANYTING FIRMS OF CPA
- E. IN THE EVENT THE OTGANIZATION IS VOLUNTARILY DISSOLVED, OR IN THE EVENT THE ORGANIZATION MUST VOLUNTARILY DISSOLVE THE AFFAIRS OF THE ORGANIZATION SHALL BE WOUND UP BY LIQUIDATING ALL THE EXISTING

  
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INVENTORY, INVESTMENTS, OR REAL ESTATE, COLLECTING ALL MONIES OWED, LIQUIDATING THE REMAINING ASSETS OF THE ORGANIZATION PAYING CREDITORS AND THEN DISTRIBUTING THE REMAINING CASH OR CAPITAL AMONG THE MEMBERS PRO RATA TO THEIR MEMBERSHIP INTEREST IN THE ORGANIZATION ITSELF AS AGREED TO BY A MAJORITY OF THE MEMBERS BY A VOTE BASED UPON THE PRO RATA VALUE OF THE MEMBERSHIP OF OWNERSHIP INTEREST IN THE ORGANIZATION OR BY METHOD CONTAINED IN ARTICLE 7 D

- F. IN NO EVENT SHALL WINDING UP THE ORGANIZATION'S BUSINESS AFFAIRS TAKE LONGER THAN ONE YEAR
- G. IN THE EVENT OF THE DEATH OF A MEMBER THE SURVIVING MEMBER OR MEMBERS SHALL INHERIT THE INTEREST OF THE DECEASED. IN THE CASE OF MORE THAN ONE SURVIVING MEMBER THE INTEREST SHALL BE DISTRIBUTED ACCORDING TO THE PRO RATA SHARE OF EACH MEMBER.

#### **ARTICLE 8 MANAGEMENT**

- A. MANAGEMENT SHALL BE VESTED IN THE MEMBERS BASED ON THE PRO RATA VALUE OF THEIR MEMBERSHIP OR OWNERSHIP INTEREST IN THE ORGANIZATION PRO RATA BASIS.
- B. SUCH MEMBERS SHALL BE REFERRED TO AS EXECUTIVE MANAGEMENT IN THE OPERATING AGREEMENTS WHERE THEIR DUTIES WILL BE DEFINED.

#### **ARTICLE 9 ALLOCATION OF PROFIT AND LOSSES**

A PROFITS SHALL BE ALLOCATED ACCORDING TO THE PRO RATA MEMBERSHIP OR OWNERSHIP INTEREST OF THE OWNERS


LOSSES SHALL BE ALLOCATED TO THE PRO RATA MEMBERSHIP OF OWNERSHIP INTEREST OF THE OWNERS


#### **ARTICLE 10 TAXATION**

ALL INCOME TAXES SHALL FLOW THROUGH THE LLC TO BE PAID BY THE INDIVIDUAL MEMBER OF THE PRO RATA ACCORDING TO THEIR INTEREST OF OWNERSHIP IN THE ORGANIZATION.

THE MEMBERS MAY AGREE TO APPORTION INCOME TAXES BY OTHER THAN PRO RATA BY THE EXPRESS WRITTEN CONSENT.

#### **ARTICLE 11 OPERATING AGREEMENT**

  
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BROTHERS 3 LLC SHALL ADOPT AN OPERATING AGREEMENT WHICH SHALL PROVIDE THE RIGHT AND RESPONSIBILITIES OF EXECUTIVE MANAGEMENT AND ANY OTHER MANAGERS AS MAY BE HIRED BY THE ORGANIZATION.

THE OPERATING AGREEMENT SHALL BE AS FOLLOWS:

**OPERATING AGREEMENT  
ITEM 1  
EXECUTIVR MANAGEMENT**

MEMBERS OF THE ORGANIZATION SHALL BE HERE IN KNOWN AS EXECUTIVE MANAGEMENT FOR THE OURPOSE OF THE OPERATING AGREEMENT.

CONTROLLING DECISIONS OF OF EXECUTIVE MANAGEMENT SHALL BE BASED UPON THEIR PRO RATA MEMBERSHIP OR OWNERSHIP INTEREST AS PROVIDED IN ARTICLE 8 OF THE ARTICLES

EXECUTIVE MANAGEMENT SHALL PRIMARILY BE CONCERNED WITH THE FINANCIAL MANAGEMENT OF THE ORGANIZATION.

IN ALL INSTANCES AND EVENTS WHERE EXECUTIVE MANAGEMENT DEEM NECESSARY THEY SHALL HAVE FULL AND FINAL AUTHORITY TO MAKE DECISIONS AFFECTING DAY-TO-DAY OPERATIONS AS OCCOSIONS MAY ARISE

**ITEM 2  
AMENDING THE OPERATING AGREEMENT**

THE OPERATIING AGREEMENT MAY BE AMENDED BY EXECYTIVE MANAGEMENT BY A VOTE

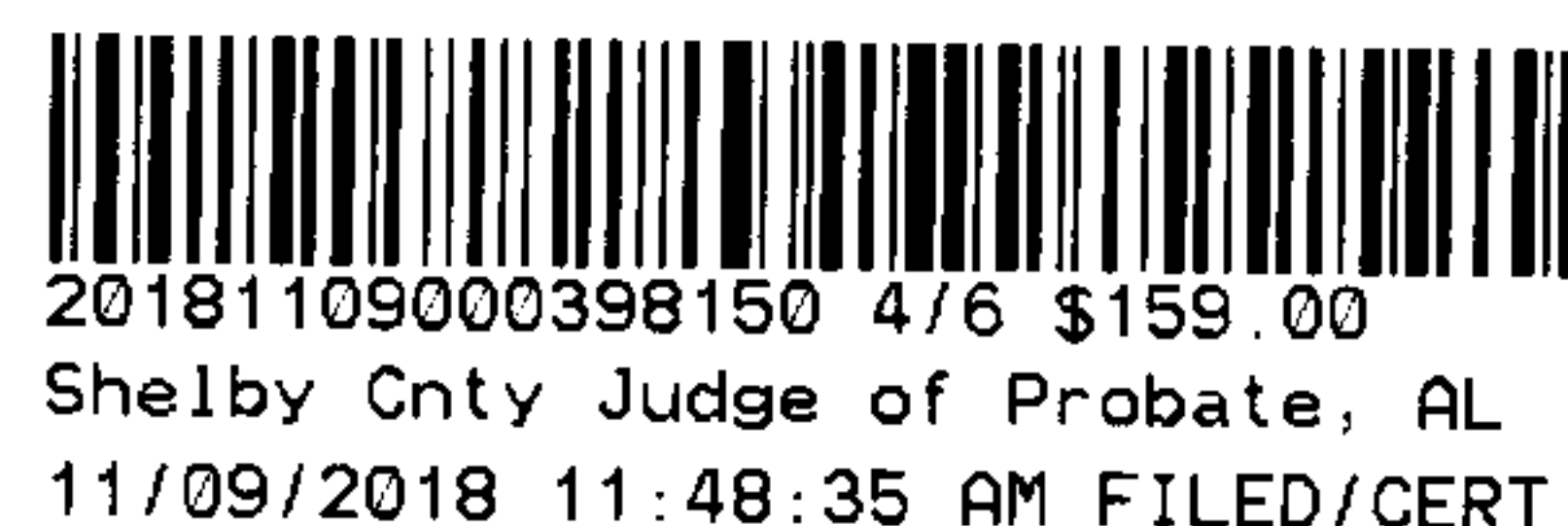
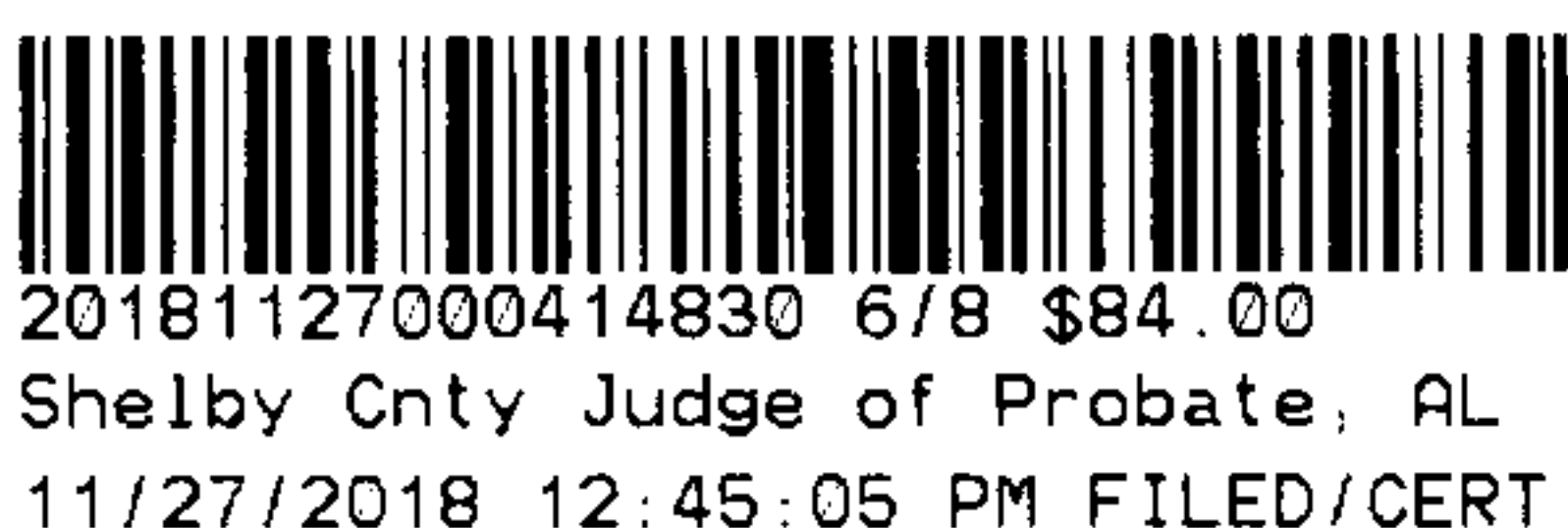
SUCH A VOTE SHALL BE BASED ON THE PRO RATA VALUE OF THEIR MEMBERSHIP OR OWNERSHIP INTEREST IN THE ORGANIZATION WITH THE GREATER OF THE INTEREST VOTE CONTROLLING

ANY SUCH AMENDMENT MUST BE IN WRITING AND SIGNED BY ALL MEMBERS

AN AMMENDMENT TO THE OPERATING AGREEMENT MUST BE ATTACHED TO THE COPY OF THE ARTICLES AND KEPT AT THE REGISTERED OFFICE AND MEET ANY AND ALL OTHER REQUIREMENTS PROVIDED BY THE STATE OF ALABMA TO BE VALID.

**ITEM 3  
ADDITIONAL TERMS**

ANY OPERATION NOT COVERED BY THIS OPERATING AGREEMENT MAY CONSIDERED AS "DAY-TO-DAY" OPERATIONS



THE ABSENCE OF SPECIFIC TERMS CONCERNING DAY-TO-DAY OPERATIONS SHOULD NOT BE CONSIDERED AS A LIMITATION ON THE RIGHTS AND DUTIES OF EITHER EXECUTIVE MANAGEMENT OR OTHER WHO MAY BE HIRED OR CONTRACTED TO MANAGE THE BUSINESS

THE OPERATING AGREEMENT SHALL BE DEEMED RATIFIED BY THE MEMBERS OF THIS ORGANIZATION BY SUCH MEMBERS SIGNING THESE ARTICLES

#### AFFIRMATION OF ARTICLES OF ARGANIZATION


THE BELOW SIGNED INDIVIDUALS HEREBY EXECUTE THESE ARTICLES AND AFFIRM THAT THE FACTS CONTAINED HEREIN ARE TRUE. THE MEMBERS CERTIFY THEIR AGREEMENT TO THESE ARTICLES OF THE ORGANIZATION AND TO THE OPERATING AGREEMENT AND ALL TERMS AND CONDITIONS CONTAINED HEREIN.


(MEMBER) Victor Delgado Date 11/9/18

(MEMBER) Gonzalo Delgado DATE 11/9/18

(MEMBER) Jesus Delgado DATE 11/9/18

Instrument prepared by  
Books by Lisa LLC  
(205) 664-1061

  
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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:

**BROTHERS 3 LLC**

This name reservation is for the exclusive use of BROTHERS 3 LLC, 95 CO RD 46, JEMISON, AL 35085 for a period of one year beginning November 09, 2018 and expiring November 09, 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.**

November 09, 2018

Date

*J. H. Merrill*

John H. Merrill

Secretary of State