This Instrument Was Prepared By:
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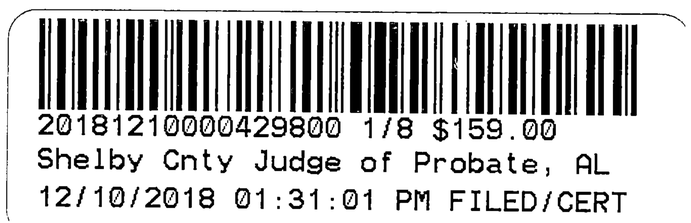
AMENDED AND RESTATED CERTIFICATE OF FORMATION OF LOVECANBEEASY AN ALABAMA NONPROFIT CORPORATION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TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

The Board of Directors of lovecanbeeasy, an Alabama nonprofit corporation (the "Corporation"), pursuant to §10A-3-4.04 of the Code of Alabama (1975), has unanimously approved, duly adopted as required by law, and does hereby adopt and submit for filing this Amended and Restated Certificate of Formation (the "Amended and Restated Certificate"), which amends, restates, and supersedes that certain Certificate of Formation of lovecanbeeasy, (the "Original Certificate") filed with the Judge of Probate of Shelby County, Alabama on December 28, 2017 under instrument number 20171228000462300, and any amendments thereto, in their entirety, and which correctly sets forth the provisions of the Original Certificate as hereby amended, and which read as follows:

1. NAME. The name of the Corporation is:

lovecanbeeasy

2. TYPE OF ENTITY. The Corporation which was formed pursuant to the Original Certificate and the existence of which is continued under this Amended and Restated Certificate is a nonprofit corporation under the provisions of the Alabama Nonprofit Corporation Act, CODE OF ALABAMA § 10A-3-1.01 et seq.

3. DURATION. The period of duration of the Corporation shall be perpetual.

4. PURPOSE. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future internal revenue law of the United States) (the "Code"). Notwithstanding any other provision of this Amended and Restated Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended or any activities proscribed by the Alabama Nonprofit Corporation Act.

5. INITIAL REGISTERED AGENT AND OFFICE. The name and street address of the

initial registered agent of the Corporation is:

Mark W. Wadley
199 Calloway Lane
Pelham, AL 35124

6. INCORPORATOR. The name and street address of the person who acted as the incorporator of the Corporation is:

Mark W. Wadley
199 Calloway Lane
Pelham, AL 35124

7. POWERS. In connection with the purposes of the Corporation described above, the Corporation may:

(a) purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire, and deal in real and personal property of every kind and character;

(b) apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage, or otherwise pledge, sell, exchange, transfer, and deal in any license, power, authority, concession, right, or privilege which any nonprofit corporation may make or grant;

(c) enter into, make, and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic and to pay or advance funds pursuant to any such contract;

(d) solicit and receive funds and other property, real, personal, and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend, and apply such funds and property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise, or bequest; and

(e) exercise all of the powers vested in nonprofit corporations by the Constitution and laws of the State of Alabama, including, without limitation, the Alabama Nonprofit Corporation Act.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing the Corporation to carry on any business for profit.

8. LIMITATIONS. Notwithstanding any other provisions of this Amended and Restated Certificate, the following limitations shall apply to the Corporation:

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(a) No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(c) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

(d) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

(e) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943 of the Code or corresponding provisions of any subsequent federal tax laws.

(f) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

(g) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

9. MEMBERS. The Corporation shall not have members.

10. BOARD OF DIRECTORS.

(a) Control and Management of the Corporation. The control and management of the Corporation and its property and affairs shall be vested solely in the Board of Directors.

(b) Number of Directors. Initially the Board of Directors shall be composed of three (3)

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directors who shall hold office until the first annual meeting of the Board of Directors or until their successors are duly elected and qualified. The number of directors may be changed at any time by a majority vote of the Board of Directors; provided, however, that no such change shall have the effect of shortening the term of a then incumbent director and in no event shall the number of Directors be less than three (3).

(c) Names and Addresses of Directors Prior to Appointment of Successor Directors: The names and addresses of the Board of Directors prior to the appointment of successor directors as provided in Section 10(d) of this Amended and Restated Certificate and the Bylaws are:

NAME	ADDRESS
Lee Ann Swann	4720 Colonnade Place, #209 Birmingham, AL 35243
James Jockisch	2366 Bellevue Terrace Birmingham, Alabama 35226
Jennifer Morrisey-Patton	425 Emery Drive Hoover, Alabama 35244

(d) Successor Directors. Upon the expiration of the terms of office of the directors as set forth above, their successors shall be elected or appointed in the manner and for the terms provided in the Corporation's Bylaws.

(e) Other Matters. All other matters with respect to the directors of the Corporation, including the number, election, term of office, and the removal thereof shall be as set forth in the Corporation's Bylaws.

11. BYLAWS. The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the Corporation's Bylaws.

12. OFFICERS. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, along with such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the Bylaws. If the Bylaws so provide, any two or more offices may be held by the same person, except the offices of President and Secretary.

13. INDEMNIFICATION. The Corporation may indemnify its directors, officers, employees, and agents (including, without limitation, the incorporator) to the maximum extent permitted by law.

14. NONSTOCK AND NONPROFIT STATUS. This Corporation shall have no capital stock, is not organized for profit, and does not contemplate pecuniary gain or profit to the officers,

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individuals, or directors thereof. The Corporation does not contemplate the distribution of gains, profits, or dividends to any individual, officer, or director thereof, and is organized solely for nonprofit purposes.

15. DISSOLUTION OF CORPORATION. Notwithstanding any other provision of this Amended and Restated Certificate, in the event of the dissolution of the Corporation, the residual assets of the Corporation after the payment of its debts shall be distributed exclusively for charitable, educational, or religious purposes to another nonprofit organization, provided that such organization is at that time organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future tax law or to the federal government, or to a state and local government, for exclusively public purposes.

16. NO PERSONAL LIABILITY. No individual, director, or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation.

17. EFFECT OF AMENDMENT AND RESTATEMENT. This Amended and Restated Certificate correctly sets forth the provisions of the Original Certificate as hereby amended, and amends, restates, and supersedes the Original Certificate in its entirety.

18. ADOPTION OF AMENDMENT AND RESTATEMENT. Pursuant to Ala. Code § 10A-3-4.04(a)(4), the foregoing Amended and Restated Certificate of Formation of the Corporation was duly adopted as required by law by the unanimous approval of the Board of Directors.

[Remainder of page intentionally left blank]

[Signatures and verification appear on following page]

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IN WITNESS WHEREOF, the undersigned officers of the Corporation have caused this Amended and Restated Certificate of Formation to be executed in its name by its President and Secretary, who have hereunto subscribed their signatures to this Amended and Restated Certificate of Formation, as of the 21st day of ~~October~~ November, 2018.

By: _____
Name: Mark W. Wadley
Title: President

By: _____
Name: Lee Ann Swann
Title: Secretary

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IN WITNESS WHEREOF, the undersigned officers of the Corporation have caused this Amended and Restated Certificate of Formation to be executed in its name by its President and Secretary, who have hereunto subscribed their signatures to this Amended and Restated Certificate of Formation, as of the 21st day of ~~October~~ November, 2018.

By: _____
Name: Mark W. Wadley
Title: President

By: Lee Ann Swann
Name: Lee Ann Swann
Title: Secretary

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VERIFICATION

The undersigned, Mark W. Wadley, President of lovecanbeeasy, an Alabama nonprofit corporation (the "Corporation"), hereby certifies, in his capacity as such President, that Mark W. Wadley and Lee Ann Swann whose names as the respective President and Secretary of the Corporation are signed to the foregoing Amended and Restated Certificate of Formation, constituting such respective officers of the Corporation and that the statements set forth in the foregoing Amended and Restated Certificate of Formation are true and correct.

WITNESS, my hand and seal this 21 day of ~~October~~ November, 2018.

By: _____
Name: Mark W. Wadley
Title: President

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Mark W. Wadley, whose name as President of lovecanbeeasy, an Alabama nonprofit corporation, 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 the foregoing instrument, as such officer and with full authority to execute the same voluntarily for and as an act of said corporation.

Given under my hand this the 21st day of ~~October~~ November, 2018.

_____
Notary Public
My commission expires:

[NOTARIAL SEAL]

MY COMMISSION EXPIRES APRIL 22, 2019

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