



# STATE OF ALABAMA

## DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION



20190322000092730 1/7 \$159.00  
Shelby Cnty Judge of Probate, AL  
03/22/2019 12:22:30 PM FILED/CERT

(FOR COUNTY PROBATE CLERK USE ONLY)

1. THE NAME OF THE LIMITED LIABILITY COMPANY

**Johnson & Jones Group L.L.C.**

2. THIS FORM WAS PREPARED BY:

Quenton Jones

3. THE NAME AND STREET (NO PO BOXES) ADDRESS OF THE REGISTERED AGENT LOCATED AT THE REGISTERED OFFICE (MUST BE LOCATED IN ALABAMA):

Quenton E Jones  
130 Inverness plaza  
Birmingham , AL 35242  
SHELBY

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:

- NON-PROFIT LLC
- NON-PROFIT SERIES LLC
- PROFESSIONAL SERIES LLC
- PROFESSIONAL LLC COMPLYING WITH TITLE 10A, CHAPTER 5A, ARTICLE 8
- SERIES LLC COMPLYING WITH TITLE 10A, CHAPTER 5A, ARTICLE 11

(FOR SOS OFFICE USE ONLY)



\*20190314000003186\*

6. THE UNDERSIGNED SPECIFY 03/14/2019 08:33 AS THE EFFECTIVE DATE AND THE TIME OF FILING

ATTACHED ARE ANY OTHER MATTERS THE MEMBERS DETERMINE TO INCLUDE HEREIN

7. ORGANIZER(S) - OPTIONAL


Not Applicable

03/14/2019

DATE

Quenton Jones Member

ELECTRONIC SIGNATURE & TITLE

  
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**ARTICLES OF INCORPORATION**  
**Domestic For-Profit Corporation**

In compliance with the requirements of the Alabama Business Corporation Act, and for the purposes of forming a for-profit business corporation in Alabama, the undersigned desire to form a corporation according to the following Articles of Incorporation.

**Corporate Name**

1. The name of the corporation is Johnson & Jones Group L.L.C. (the "Corporation").

**Purpose**

2. The Corporation is formed for the transaction of any or all lawful business for which Corporations may be incorporated under this chapter.

**Duration**

3. The duration of the Corporation is perpetual.

**Registered Office and Registered Agent**

4. The street address of the initial registered office is 130 Inverness plaza 317 .Birmingham al. 35242, Birmingham, Alabama, 35242. The name of the initial Registered Agent at this Registered Office is Antonio Johnson /Quennton Jones.

**Initial Directors**

5. The initial board of directors will consist of 2 directors (individually the "Director" and collectively the "Board of Directors"). The names and addresses of the persons who will serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are set out below.

<b>Name</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>
Antonio Johnson.	130 Inverness plaza 317	Birmingham	Alabama	35242
Quenton Jones.	130 Inverness plaza 317	Birmingham	Alabama	35242



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**Authorized Capital**

6. The aggregate total number of all shares that the Corporation is authorized to issue is \_\_\_\_\_.

**Class A Shares**

7. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is \_\_\_\_\_ Class A par value shares and the par value of each of the authorized Class A shares is \$ US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.



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**Restrictions on Transfer and Other Rules**

- 8. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

**Preemptive Rights**

- 9. The shareholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A shareholder may waive any preemptive right.

**Cumulative Voting**

- 10. In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

**Fiscal Year End**

- 11. The fiscal year end of the Corporation is January 1st.

**Indemnification of Officers, Directors, Employees and Agents**

- 12. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

**Limitation of Liability**

- 13. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all

acts or omissions involving fraud or intentional wrongdoing.

**Incorporators**

14. The names and addresses of the incorporators of Johnson & Jones Group L.L.C. are set out below.

Name	Address	City	State	Zip Code
Antonio Johnson	130 Inverness plaza 317	Birmingham	Alabama	35242
Quenton Jones	130 Inverness Plaza 317	Birmingham	Alabama	35242

**Execution**

15. I, the undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this \_\_\_\_\_ day of \_\_\_\_\_, A.D. 20\_\_\_\_\_.

BY:

Quenton Jones (Managing member)

**Filer Contact Information**

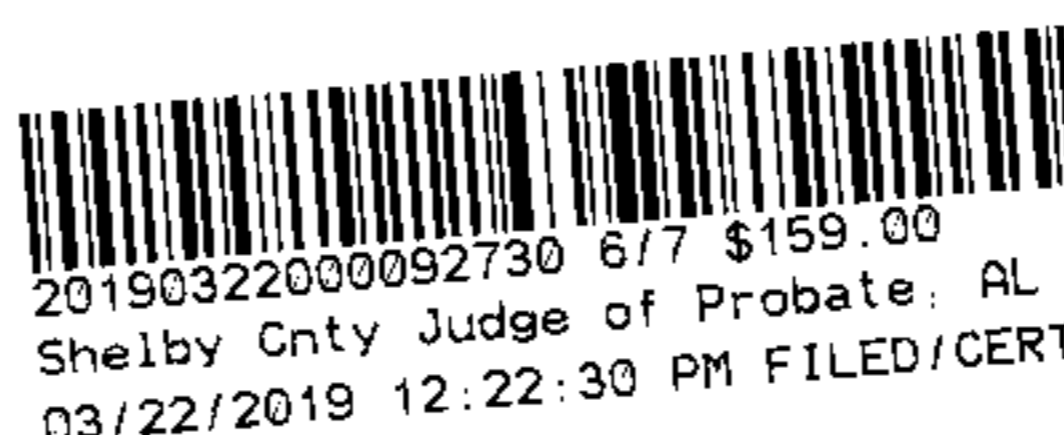
16. In case of filing difficulties, please contact:

Name of Filer: Quenton Jones

Phone number: (205) 283-7482

Address: Managing member -130 Inverness Plaza 317, Birmingham, Alabama, 35242

E-mail Address: qqjack@aol.com



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:

**Johnson & Jones Group L.L.C.**

This name reservation is for the exclusive use of Quenton Jones, 130 Inverness plaza suite 317, Birmingham , AL 35242 for a period of one year beginning March 14, 2019 and expiring March 14, 2020



RES832308

**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 14, 2019

Date

*J. H. Merrill*

John H. Merrill

Secretary of State