

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY (LLC)
CERTIFICATE OF FORMATION

PURPOSE: In order to form a limited liability company (LLC) under Section 10A-5A-2.01 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the entity's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the limited liability company's (LLC) registered office is/will be located. 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 \$100.00** for standard filing (based on date of receipt and volume) **or \$200.00 for expedited service** (processed within twenty four (24) hours after date of receipt from the County Probate Office) and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is filed. Your notification of filing was provided by the Probate Judge's Office via a stamped copy which is evidence of existence (if it is certified by the Probate Office) according to 10A-1-4.04(c) and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment. Your entity will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored (\$30.00 fee).



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(For County Probate Office Use Only)

The information completing this form must be typed (for your convenience the information is fill-able on this computer form on the website above).

1. The name of the limited liability company (must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC," and comply with Code of Alabama, Title 10A-1-5.06. You may use Professional or Series before Limited Liability Company if they apply or you may use those abbreviations):
HighPoint WPB, LLC
2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached and the name reserved must agree with item 1 above [proves name reservation under 10A-1-4.02(f)].**

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

Patrick J. Sullivan
HighPoint Holdings, LLC
2236 Cahaba Valley Dr.
Suite 100
Birmingham, AL 35242

(For SOS Office Use Only)

DOMESTIC LIMITED LIABILITY COMPANY (LLC) CERTIFICATE OF FORMATION

3. The name of the Registered Agent located at the Registered Office (only one agent):

Patrick J. Sullivan

Street (**No PO Boxes**) address of Registered Office (must be located in Alabama):

2236 Cahaba Valley Dr., Suite 100 Birmingham, AL 35242

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:

☐ Series LLC complying with Title 10A, Chapter 5A, Article 11

☐ Professional LLC complying with Title 10A, Chapter 5A, Article 8

☐ Non-Profit LLC complying with 10A-5A-1.04(c)

6. The filing of the limited liability company is effective immediately on the date filed by the Judge of Probate or at the delayed filing date (cannot be prior to the filing date) specified in this filing. 10A-1-4.12

The undersigned specify 03 / 20 / 2019 as the effective date (must be on or after the date filed in the office of the county Judge of Probate, but no later than the 90th day after the date this instrument was signed) and the time of filing to be 10 : 21 ☒ AM or PM. (cannot be noon or midnight – 12:00)

☐ Attached are any other matters the members determine to include herein (if this item is checked there must be attachments with the filing).

03 / 20 / 2019
Date (MM/DD/YYYY)


Signature as required by 10A-5A-2.04

Patrick J. Sullivan
Typed Name of Above Signature

CFO - Vice President of Finance & Administration
Typed Title (Organizer or Attorney-in-fact)


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Additional Organizers/Attorney-in-facts may sign (add additional sheets if necessary).

STATE OF ALABAMA

COUNTY OF SHELBY

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ARTICLES OF ORGANIZATION

OF

HIGHPOINT WPB, LLC

The undersigned organizer, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

ARTICLE I NAME

The name of this limited liability company (the "Company") shall be: **Highpoint WPB, LLC**.

ARTICLE II DURATION

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III PURPOSES

The nature of the business of the Company and its objects, purposes and powers are as follows:

(a) To purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge a limited liability company interest in an entity or entities engaged in the ownership of real estate;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, lease, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith; and

(c) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Company shall be 2236 Cahaba Valley Drive, Suite 100, Birmingham, Alabama, 35242, and its registered agent at such address shall be Jeffrey D. Brooks.

ARTICLE V **INITIAL MEMBER**

The name and address of the sole initial member (the "Member") of the Company is as follows:

MEMBER

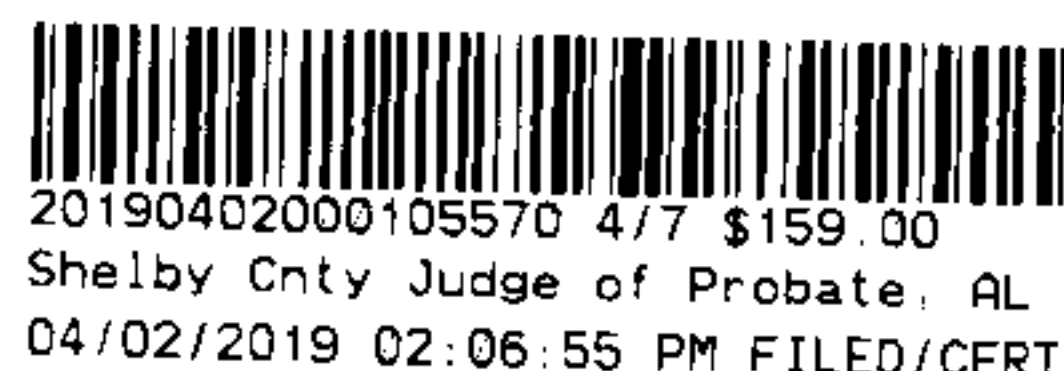
Brooks Holdings, LLC

ADDRESS

2236 Cahaba Valley Drive
Suite 100
Birmingham, AL 35242

ARTICLE VI **ADDITIONAL MEMBERS**

The Member reserves the right to admit additional Members upon the agreement by the Member as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.



ARTICLE VII
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by the Member and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles of Organization.

ARTICLE VIII
CONTINUATION UPON CESSATION OF MEMBER

The Member(s) shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or Articles of Organization.

ARTICLE IX
MANAGEMENT

The Company shall be managed by a Manager. The name and address of the initial Manager of the Company are as follows:

MANAGER

Jeffrey D. Brooks

ADDRESS

2236 Cahaba Valley Drive
Suite 100
Birmingham, AL 35242

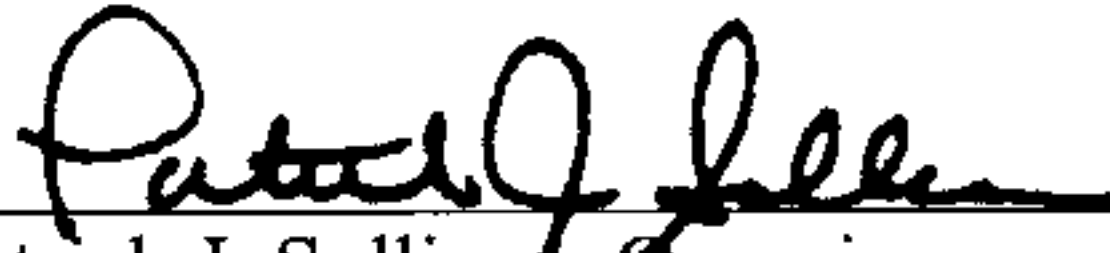
ARTICLE X
ORGANIZER

The name and address of the organizer are as follows:

Patrick J. Sullivan
2236 Cahaba Valley Drive
Suite 100
Birmingham, AL 35242


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IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 20th day of March, 2019.


Patrick J. Sullivan, 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:

HighPoint WPB LLC

This name reservation is for the exclusive use of Patrick J. Sullivan, 2236 Cahaba
Valley Dr., Suite 100, Birmingham, AL 35242 for a period of one year beginning
April 02, 2019 and expiring April 02, 2020



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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.**

April 02, 2019

Date

John H. Merrill

Secretary of State