

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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Shelby Cnty Judge of Probate, AL
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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):
DG Landscape & Maintenance 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)
Hairston Brown Consulting
9330 Hwy 119 Ste. 300
Alabaster, AL 35007

(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):

Yara S. Garcia

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

33 Southern Hills Pkwy, Calera, AL 35040

Mailing address in Alabama of Registered Office (if different from street address):

Same as Above

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 05 / 02 / 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 _____ : _____ ☐ 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).

05 / 02 / 2019
Date (MM/DD/YYYY)


Signature as required by 10A-5A-2.04

Yara S. Garcia
Typed Name of Above Signature

CEO
Typed Title (Organizer or Attorney-in-fact)


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

DG Landscape & Maintenance Additional Member

**Diego Garcia - COO
33 Southern Hills Pkwy
Calera, AL 35040**

Signed Diego Garcia


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ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY

The undersigned organizer hereby adopts the following Articles:

ARTICLE 1

Name

The name of the Limited Liability Company is: DG Landscape & Maintenance LLC

ARTICLE 2

Principal and Mailing Address

2.01 The complete street address of the initial designated principal office is:

33 Southern Hills Pkwy

Calera, AL, 35040

2.02 The complete mailing address is:

33 Southern Hills Pkwy

Calera, AL 35040

ARTICLE 3

Registered Agent

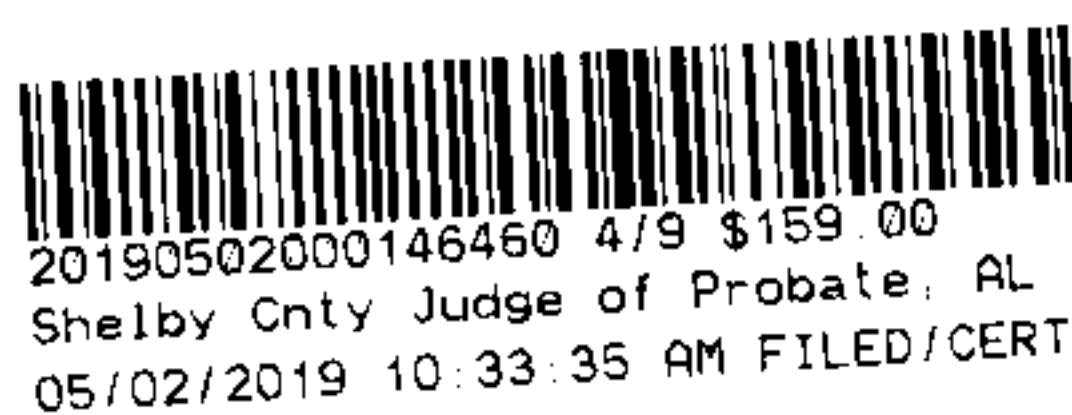
3.01 The name of the initial registered agent is:

Yara S.Garcia

3.02 The street address of the registered agent is:

33 Southern Hills Pkwy

Calera, AL 35040



ARTICLE 4

Statement of Acceptance by Registered Agent

I, State of Alabama, hereby acknowledge that the undersigned individual or corporation accepts the appointment as Initial Registered Agent of DG Landscape & Maintenance LLC the Limited Liability Company which is named in these Articles of Organization.

Yara S. Garcia
Registered Agent

ARTICLE 5

Duration

The duration of the Limited Liability Company shall be Unlimited Life.

ARTICLE 6

Management

This Limited Liability Company is Member - managed.

ARTICLE 7

Members

The members of the Limited Liability Company and their addresses are named as followed:

Yara S. Garcia
Diego Garcia

33 Southern Hills Pkwy, Calera, AL, 35040
33 Southern Hills Pkwy, Calera, AL 35040

ARTICLE 8

Initial Contribution

The total amount of cash and a description of agreed upon value of property other than cash contributed will be: none



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Articles of Organization

ARTICLE 9

Purpose

The purpose for which the company is organized is to conduct any and all lawful business for which Limited Liability Companies can be organized pursuant to Alabama statue, including but not limited to: Lawncare, landscaping and maintenance services for individuals and commercial clients and any other lawful activity.

ARTICLE 10

Liability

Pursuant to of AL statue, any and all debts, obligations or other liabilities of are solely DG Landscape & Maintenance LLC the responsibility of the Limited Liability Company. Any manager or member of DG Landscape & Maintenance LLC is hereby not personally liable for such debts or liabilities solely by reason of their title.

ARTICLE 11

Organizer

I, Hairston Brown Consulting, residing at 9330 Hwy 119 Ste. 300, Alabaster, AL. 35007, execute these Articles of Organization dates this 02 Day of May 2019.

Mittie E. Brown

Organizer

Correspondence information is:

9330 Hwy 119

Ste. 300

Alabaster, AL 35007



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Articles of Organization

In the State of Alabama

Operating Agreement

for

DG Landscape & Maintenance Limited Liability Company
(“Company”)

Article I – Organization

1.1 Formation. The Company has been organized as a member-managed limited liability company under applicable state law.

1.2 Purpose. The Company has been formed to carry out any lawful business activity under applicable law limited only by state filings. Any activity necessary or convenient for the Company shall be deemed proper in furthering the financial strength of the Company.

1.3 Duration. The Company shall exist perpetually subject only to operation of law or Member dissolution as provided by statute.

1.4 Registered Agent and Registered Office. The Registered Agent and Registered Office of the Company shall be the individual and address listed on appropriate filings. Any change to these designations shall only happen by Member resolution or operation of controlling law.

1.5 No Liability of Members or Managers. Unless otherwise required by law or subsequent Member action, no Member or Manager of the Company shall be personally liable for the debts, obligations or acts of the Company.

Article II – Membership

2.1 Membership Interests. The Members of the Company are as follows:

Name:

Number of Shares:

Yara S. Garcia

90%

Diego Garcia

10%

*Continued on attached Addendum if necessary

Article III – Member Voting

3.1. Member Voting Rights. For the purposes of Member voting each share shall count as one vote. Member voting rights shall follow default operation of law and subsequent Member resolution changing these procedures subject to applicable statutory requirements.



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Article IV – Managers

4.1 Designation of Managers. The Company is initially formed as a member-managed LLC. Non-Member Managers, if appointed later, shall hold office and management powers upon Member approval in accordance with applicable law or any subsequent voting procedures later ratified by the Members of the Company.

Article V – Transfer of Membership Interest Prohibited

5.1 Transferability of Interest. No Member of the Company shall transfer their shares or interest in the Company without unanimous Member approval in writing, subject only to applicable statutory requirements. Each Member agrees that they will not sell, gift, transfer, encumber, assign, or otherwise transfer their shares whether voluntarily or involuntarily without unanimous Member approval.

Article VI – Amendment of this Agreement

6.1 Procedure. Each Member agrees that a simple majority vote of Member interests may ratify an amended Operating Agreement, whether by addendum or restatement, at a later time.

6.2 Whole Agreement. This Operating Agreement represents the entire agreement of each Member listed here. Any modification is subject to the voting procedures above or default operation of law in this jurisdiction.

Signed,

DG Landscape & Maintenance Limited Liability Company, by

Maria Garcia

Date: 5/2/19

Maria Garcia
Member

Date: 5/2/19

Diego Garcia
Member

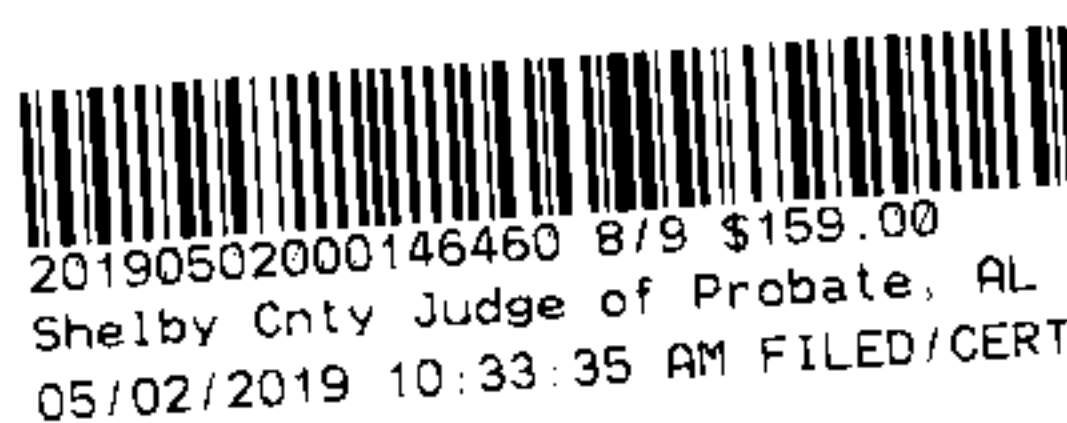
Date: 5/2/19

Member

Date: _____

Member

Date: _____



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:

DG Landscape & Maintenance LLC

This name reservation is for the exclusive use of Yara S. Garcia, 33 Southern Hills
Pkwy, Calera, AL 35040 for a period of one year beginning April 25, 2019 and
expiring April 25, 2020



RES837832

**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 25, 2019

Date

A handwritten signature in cursive script, reading "J. H. Merrill".

John H. Merrill

Secretary of State