

Document prepared by:
Scozzaro Law, LLC
4097-A Helena Road
P.O. Box 548
Helena, AL 35080

CERTIFICATE OF FORMATION

OF

2 Whealing, LLC

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

Pursuant to the Provisions of the Alabama Limited Liability Company Law of 2014, Section 10A-5A-2.01 Code of Alabama (1975), as amended, the undersigned hereby adopts the following Limited Liability Company Certificate of Formation:

NAME OF THE LIMITED LIABILITY COMPANY

The following is adopted as the legal name of the Limited Liability Company:

2 Whealing, LLC

DURATION

The period of duration of the above named Limited Liability Company is perpetual.

PURPOSE

The Limited Liability Company for is organized for the following purpose(s):

“Photography and Veteran Services, and to engage in any other lawful purpose.”


REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office shall be:

781 Rosebury Road, Helena, Alabama 35080

The initial registered agent shall be:

Eric P. Fort


20190710000245450 1/5 \$159.00
Shelby Cnty Judge of Probate, AL
07/10/2019 09:28:03 AM FILED/CERT

INITIAL MEMBER(S) OF THE L.L.C.

There is at least one member of the Limited Liability Company and said member and initial office is:

**Eric P. Fort, President/Member
781 Rosebury Road
Helena, Alabama 35080**

MANAGEMENT

If the Limited Liability Company is to be managed by one or more managers, list the names of the manager(s) who is/are to serve, until the successor(s) is/are elected and qualify or until this Certificate is properly amended to include additional managers:

Eric P. Fort

ADMISSION OF NEW MEMBERS

After the filing of this Certificate of Formation by the Limited Liability Company, additional Members may be admitted to the Company, as set forth in §10A-5A-4.01, as follows:

- (1) In the case of a member acquiring an interest directly from the Limited Liability Company, upon compliance with this Certificate of Formation or, if later established, upon compliance with the operating agreement, with the written consent of all Members of the Company.
- (2) In the case of an assignee of an interest of a Member, by complying with §10-5A-5.02.
- (3) The effective time of admission of a Member to the Limited Liability Company shall be the later of:
 - (A) The date of formation of this Limited Liability Company.
 - (B) The time provided in a subsequent operating agreement, or if no time is provided by an operating agreement or no operating agreement has been established, then when the person's admission is reflected in the records of the Company.

DISSOLUTION

The Limited Liability Company formed in this Certificate of Formation sets forth the following circumstances under which the cessation of membership of one or more members will result in the dissolution of the Limited Liability Company:

- (1) The Member dissociates by voluntary act from the Limited Liability Company.

- (2) The Member assigns the Member's entire interest in the Limited Liability Company to a non-member, unless in assigning the interest that Member follows the procedure set out in this Certificate of Formation.
- (3) Subject to the written consent of all Members at the time, a person ceases to become a Member upon the occurrence of one or more of the following events listed below:
 - (A) The Member:
 - a. Makes an assignment for the benefits of creditors.
 - b. Files a voluntary petition in bankruptcy.
 - c. Is adjudicated bankrupt or insolvent.
 - d. Files a petition or an answer seeking for the member any reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law or regulation of the United States or the State of Alabama.
 - e. Files an answer or other pleading admitting or failing to contest the material allegations of a petition filed against the Member in any proceeding in the nature of the proceedings in the above paragraph d.
 - f. Seeks, consents to, or acquiesces in the appointment of a trustee, receiver, or liquidator of the Member or of all or any substantial part of the Member's properties.
 - (B) Any of the following time periods have elapsed:
 - a. 120 days have elapsed after the commencement of any proceeding against the Member seeking reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief under any statute, law or regulation, unless the proceeding has been dismissed.
 - b. 90 days have elapsed after the appointment, without the consent of the Member, of a trustee, receiver, or liquidator of the Member or of all or any substantial part of the Member's properties, unless the appointment is vacated or stayed.
 - c. 90 days have elapsed after the expiration of any stay, unless the appointment is vacated.
 - (C) In the case of a Member who is an individual:
 - a. The Member dies.
 - b. A Court of competent jurisdiction adjudicates the Member incompetent to manage the Member's person or property.

RIGHT OF ASSIGNMENT

An assignee of an interest may become a Member only if the other Member(s) unanimously consent(s), and this consent is evidenced by a written instrument, dated and signed by the Member(s). The assignor of an interest is not released from liability to the Limited Liability Company, whether or not the assignee becomes a Member of the Limited Liability Company. An assignee who has properly become a Member has, to the extent assigned, the rights and powers, and is subject to this Certificate of Formation and the Alabama Limited Liability Company Law of 2014 in the Code of Alabama (1975), as amended. An assignee who becomes a Member is liable for the obligations of the

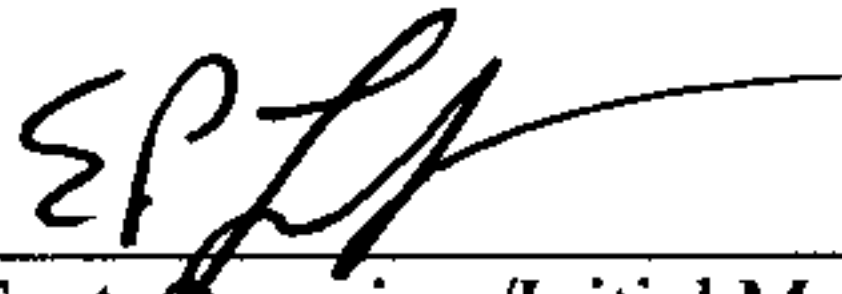
assignor to make contributions as provided in §10A-5A-3.01. The assignee, however, is not liable for any liabilities that are unknown to the assignee at the time of becoming a Member of the Company.

OTHER PROVISIONS

Any other provision, not inconsistent with the Law of the State of Alabama, which the members elect to set out in this Certificate of Formation for the internal affairs of this Limited Liability Company, including any provisions which under this Act, are required or permitted to be set out in the operating agreement of the LLC, if later adopted by the LLC. As provided by §10A-5A-2.01, it is not necessary to set out in this Certificate of Formation any of the powers enumerated in the Alabama Limited Liability Company Law of 2014 in the Code of Alabama (1975), as amended. Notwithstanding this provision, this L.L.C. adopts those enumerated powers specifically enumerated in Title 10A and Chapter 5A of the Code of Alabama (1975), as amended.

IN WITNESS THEREOF, the undersigned member has executed this Certificate of Formation.

Signed by: Eric P. Fort as Organizer/Initial Member



Eric P. Fort, Organizer/Initial Member

2 Whealing, LLC

(Authorized to sign pursuant to Section 10A-5A-2.01 Code of Alabama (1975), as amended)

Dated this the 21 day of June, 2019.

John H. Merrill
Secretary of State

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Shelby Cnty Judge of Probate: AL
07/10/2019 09:28:03 AM FILED/CERT

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:

2 Whealing, LLC

This name reservation is for the exclusive use of Eric P. Fort, 781 Rosebury Road,
Helena, AL 35080 for a period of one year beginning June 21, 2019 and expiring
June 21, 2020



RES844671

**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.**

June 21, 2019

Date

A handwritten signature in black ink, appearing to read 'J. H. Merrill'. The signature is written in a cursive, flowing style.

John H. Merrill

Secretary of State