

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 approximately 3 business days 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. Once the Secretary of State's Office has indexed the filing the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name. 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.**



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Shelby Cnty Judge of Probate, AL
08/22/2019 04:17:47 PM FILED/CERT

(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):
Unique Jewels and Gems 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)

Alabama Spanish Lawyers LLC
1524 3rd Ave North
Bessemer, AL 35020
(205) 245-4847

(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):

Jennifer Howard

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

145 Sunset Lake Drive, Chelsea AL 35043

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

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 08 / 15 / 19 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 2 : 00 ☐ AM ☒ 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).

08 / 08 / 2019
Date (MM/DD/YYYY)

Jennifer Howard
Signature as required by 10A-5A-2.04

Jennifer Howard
Typed Name of Above Signature

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

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

ARTICLES OF ORGANIZATION
OF
Unique Jewels & Gems LLC
AN ALABAMA LIMITED LIABILITY COMPANY

The undersigned, in order to form a limited liability company under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Organization:

1. NAME: Unique Jewels & Gems LLC

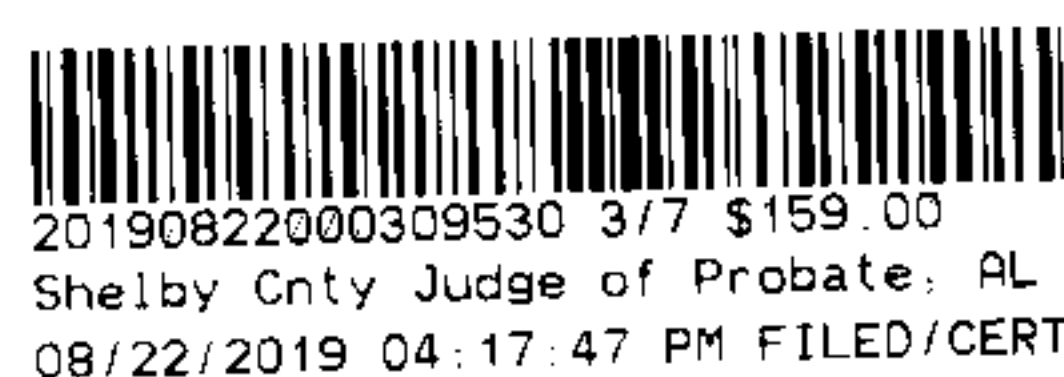
2. PERIOD OF DURATION: The period for the duration of the company shall be perpetual, unless otherwise dissolved pursuant to its Operating Agreement, which shall be maintained in the company's registered office.

3. PURPOSE: The purpose for which this company is organized to be a limited liability company under the Alabama Limited Liability Company Act including, but not limited to:

- (a) Retail, wholesale and/or manufacture of unique and trendy Marble jewelry, as well as other colored gem stones and accessories like rings, ear rings, necklaces, bracelets, cuff links, purses, watches, pens, wallets, unique gifts and more;
- (b) Retail, manufacture and/or wholesale of: fine jewelry, precious metal jewelry, precious gemstone jewelry; and accessories;
- (c) To create, develop and implement a franchise system of unique retail stores, and mall kiosks, where merchandise described in point a-b above is offered to end consumers.

4. CONTRACTUAL STRATEGIES:

- (a) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, limited liability company, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.



- (b) To participate with any person, partnership, trust, estate, firm, association, corporation or limited liability company in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interest, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, corporation or limited liability company, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a limited liability company organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this company with or to persons other than this company's members and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any Jewelry related business.
- (c) To enter into any plan or project for the assistance and welfare of its members or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, medical reimbursement plans, and other incentive plans for any or all of its members and employees.
- (d) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the company, by reason of the fact that he or she is or was a member, employee or agent of this company, or is or was serving at the request of this company as a member, partner, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such action is not by or in the right of the company) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best



interests of the company; and to purchase and maintain insurance on behalf of any such person who is or was a member, employee or agent of this company or is or was serving at the request of the company as a member, partner, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this company would have the power to indemnify him or her against such liability.

- (e) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (f) To transact any lawful business which the members find to be in aid of governmental policy.
- (g) To have and exercise all powers necessary or convenient to affect its purposes, including its purpose to carry on any or all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act.

5. NAMES AND ADDRESSES OF MEMBERS: The names and addresses of the members are as follows:

Name

Address

Jennifer Howard

149 Sunset Lake Dr. Chelsea AL 35043

6. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the company's registered office, and the name of its initial registered agent at such address are:

**NAME OF INITIAL
REGISTERED AGENT**

**LOCATION AND MAILING
ADDRESS OF REGISTERED OFFICE**

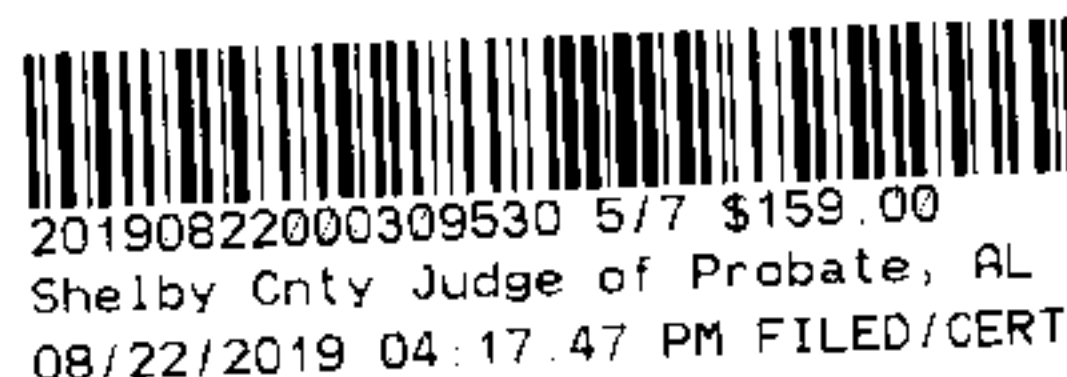
Jennifer Howard

149 Sunset Lake Drive, Chelsea AL 35043

7. MANAGERS: The name and address of the manager is:

Jennifer Howard

149 Sunset Lake Drive, Chelsea AL 35043

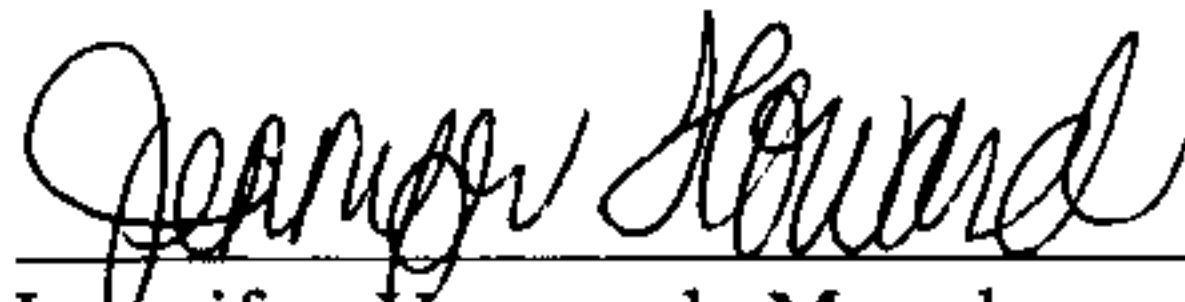


8. ADDITIONAL MEMBERS: From the date of the formation of the company, any person or entity acceptable to the existing member(s) by their unanimous votes may become a member in this company either by the issuance by the company of membership interests for such consideration as the members by their unanimous votes shall determine or as a transferee of an existing member's membership interest or any portion thereof, subject to the terms and conditions of the Operating Agreement of the company referred to above.

9. CONTINUANCE OF BUSINESS: In the event an event of dissociation terminates the continued membership of a member in the company, the remaining members may continue the business of the company provided all of the remaining members consent to such continuation and that there is at least one remaining member.

EXECUTED on this the 8th day of August 2019.

Jennifer Howard

By: 
Jennifer Howard, Member


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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:

Unique Jewels & Gems LLC

This name reservation is for the exclusive use of JENNIFER HOWARD, 149
Sunset Lake Dr., Chelsea, AL 35043 for a period of one year beginning August 07,
2019 and expiring August 07, 2020



RES850188

**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.**

August 07, 2019

Date

A handwritten signature in cursive script that reads 'J. H. Merrill'.

John H. Merrill

Secretary of State



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