

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).

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):
CES Painting, 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)
Law Offices of Albert J. Osorio, LLC
Albert J. Osorio, Esq.
3453 Sierra Drive
Hoover, AL 35216



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(For County Probate Office Use Only)

(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):

Carlos Alfredo Rosa Solis

Street (**No PO Boxes**) address of Registered Office ():

831 Windsor Court, Alabaster, AL 35007

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

(Same)

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)

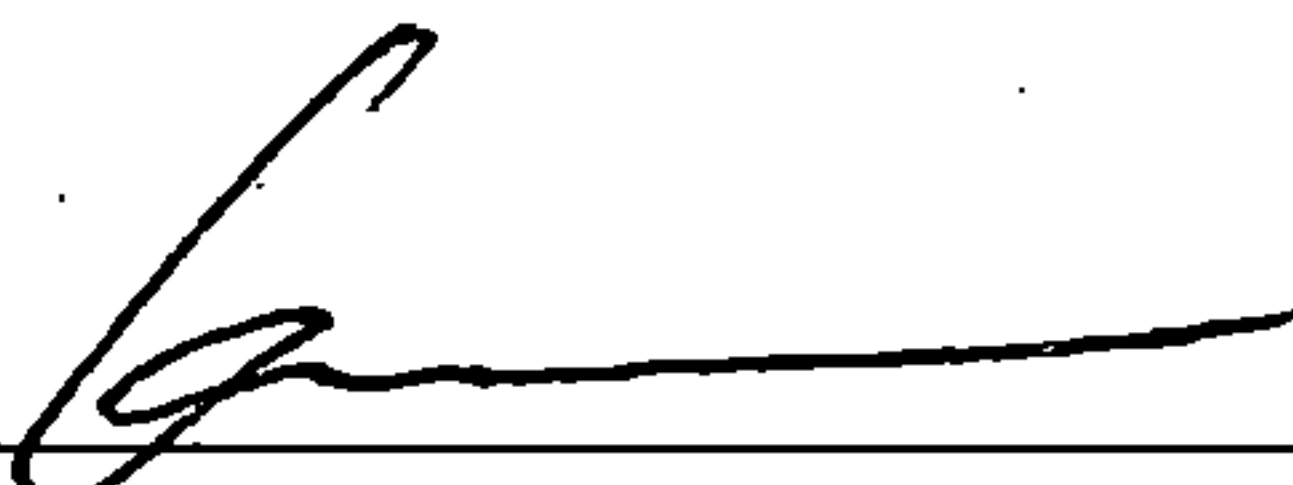
6. The filing of the limited liability company is effective immediately on the date filed by the Judge of Probate or at the delayed filing date (cannot be prior to the filing date) specified in this filing. 10A-1-4.12

The undersigned specify 09 / 06 / 2019 as the effective date ()

) and the time of filing to be 9 :00 ☒ AM or ☐ PM. ()

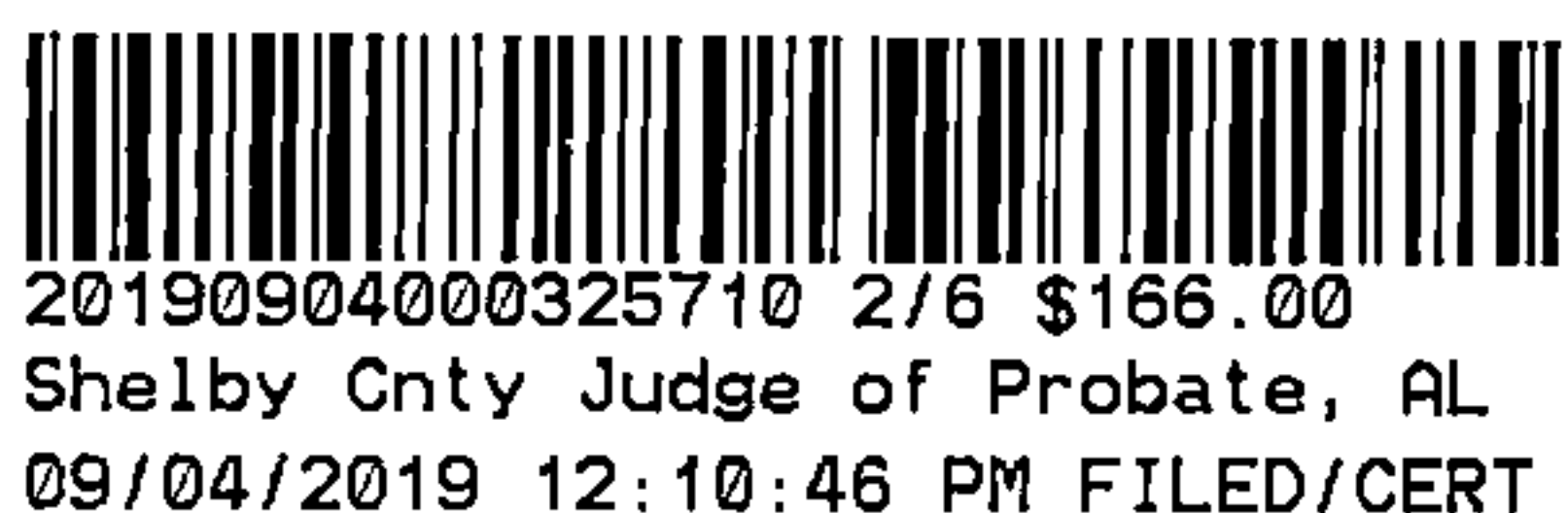
☒ Attached are any other matters the members determine to include herein (if this item is checked there must be attachments with the filing).

09 / 03 / 2019
Date (MM/DD/YYYY)


Signature as required by 10A-5A-2.04

Carlos Alfredo Rosa Solis
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).

OPERATING AGREEMENT

OF

CES PAINTING, LLC

THIS OPERATING AGREEMENT (this "Agreement") is made and entered into the record by the person executing this operating agreement as the Organizer and Member of **CES PAINTING, LLC** ("the Company"), a limited liability company organized pursuant to Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Act"). This Agreement shall relate back to and remain effective as of the date of filing of the Certificate of Formation with the probate judge in the county where the initial registered office is located.

RECITALS

Carlos Alfredo Rosa Solis shall provide the initial capital contributions and shall own a 100% ownership interest in the Company which includes the 100% share of all profits earned by the company; and Carlos Alfredo Rosa Solis shall be listed as its organizer. The following is the contributions and the profit allocations as per the parties' agreement:

1. Carlos Alfredo Rosa Solis shall contribute 100% of all funds to commence the operations of the company "initial contribution".

ARTICLE I

FORMATION

1. **Organization.** The sole Member and organizer of CES PAINTING, LLC shall be Carlos Alfredo Rosa Solis.
2. **Name.** The name of the Company is **CES PAINTING LLC**, and all business of the Company shall be conducted under that name, but in any case, only to the extent permitted by applicable law.
3. **Term.** The term of duration of the Company commenced with the original filing



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of the Certificate of Formation and shall continue until the date upon which dissolution occurs pursuant to the terms of this Agreement or pursuant to the laws of the State of Alabama.

5. **Registered Agent and Office.** The registered agent for the service of process and the registered office shall be that person and location reflected in the Certificate of Formation as filed with the probate judge in the county where the initial registered office is located. The Member(s) may, from time to time, change the registered agent or office through appropriate filings with the probate judge of the county where the initial registered office is located. In the event the registered agent ceases to act as such for any reason or the registered office shall change, the Member(s) shall promptly designate a replacement registered agent or file a notice of change of address as the case may be. If the Member(s) shall fail to designate a replacement registered agent or change of address of the registered office, any Member may designate a replacement registered agent or file a notice of change of address.

6. **Principal Office.** The principal office (the "Principal Office") of the Company shall have a mailing address at: 831 Windsor Court, Alabaster, AL 35007.

ARTICLE II

NATURE OF BUSINESS

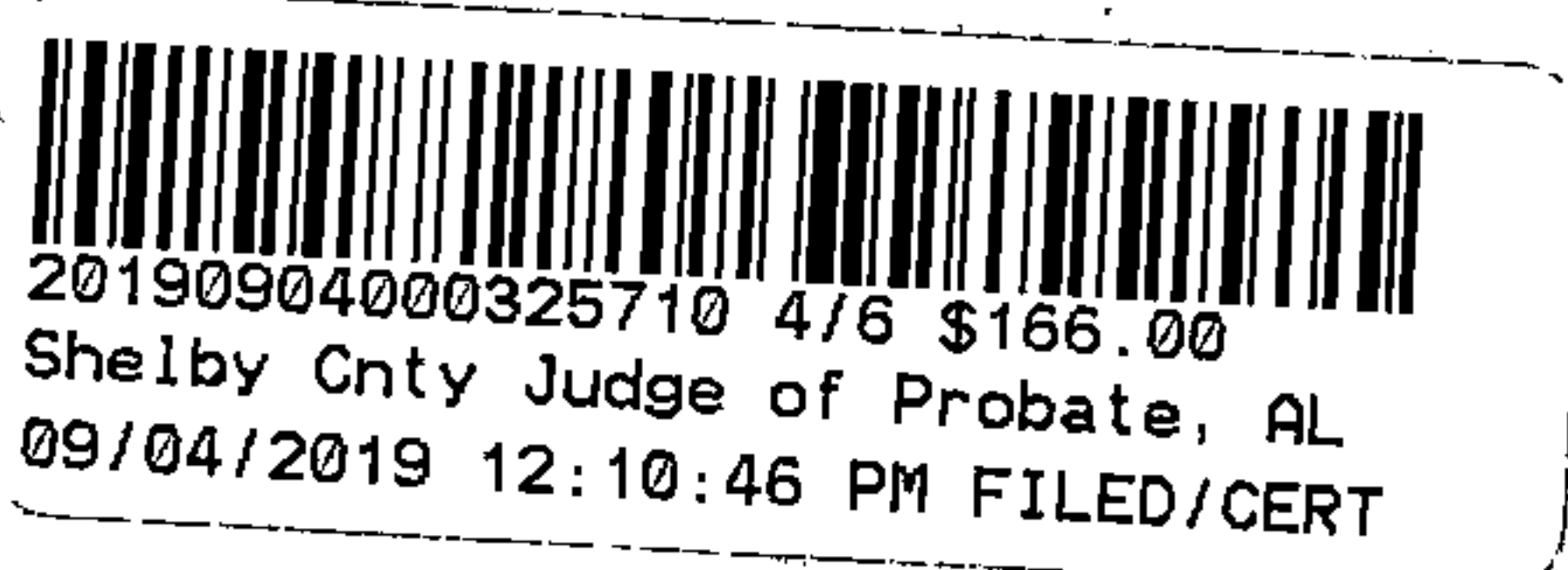
The Company has been formed to provide painting services and general construction services, and/or to engage in any other lawful act or activity for which limited liability companies may be organized pursuant to §10-12-4 of the Act.

ARTICLE III

ACCOUNTING AND RECORDS

The Company shall maintain its books and records at the Principal Office of the Company and each Member shall have access thereto. The taxable year of the Company shall be determined in accordance with the applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and the books of the Company shall be kept consistently therewith. The Company will cause to be prepared tax returns in a timely manner, furnishing copies to any member.

ARTICLE IV



NAME AND ADDRESS OF ORGANIZER AND MEMBER

The name and mailing address of the Organizer and Member of the Company is:

NAME

Carlos Alfredo Rosa Solis

ADDRESS

831 Windsor Court, Alabaster, AL 35007

IN WITNESS WHEREOF, we have hereunto set our hands and seals as of the date set forth beside our respective name.

Dated: September 3, 2019

By:



**Carlos Alfredo Rosa Solis
(Organizer and Member)**



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John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

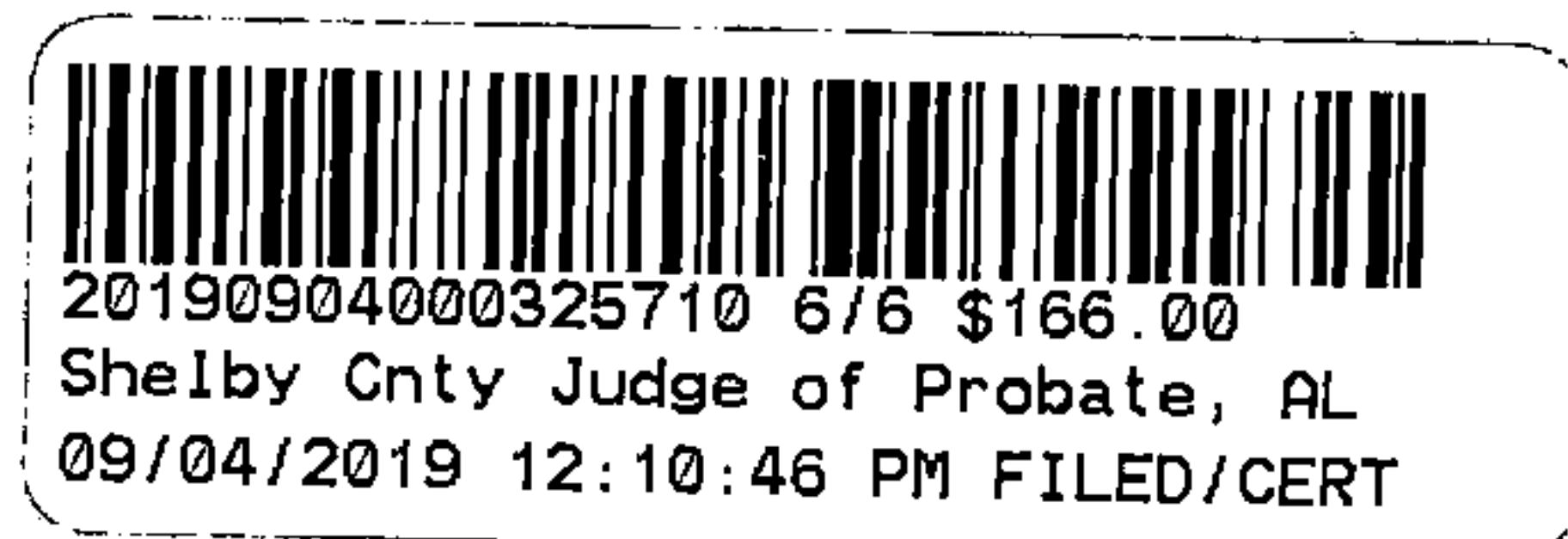
STATE OF ALABAMA

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:

CES Painting, LLC

This name reservation is for the exclusive use of Carlos Alfredo Rosa Solis, 831 Windsor Court, Alabaster, AL 35007 for a period of one year beginning September 03, 2019 and expiring September 03, 2020



RES853397

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.

September 03, 2019

Date

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

John H. Merrill

Secretary of State