



20200207000051850 1/4 \$166.00
Shelby Cnty Judge of Probate, AL
02/07/2020 01:18:21 PM FILED/CERT

Certificate of Formation
Of
THE BALDWIN GROUP LLC

The undersigned, for the purpose of forming a limited liability company under the Alabama Business and Nonprofit Entities Code, hereby files the following Certificate of Formation 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 this Certificate of Formation are true and correct:

ARTICLE 1- NAME

The name of this limited liability company (the "Limited Liability Company") is **THE BALDWIN GROUP LLC**.

ARTICLE 2- REGISTERED OFFICE AND REGISTERED AGENT FOR SERVICE OF PROCESS

The principal registered office street and mailing address and the initial registered Agent of the Limited Liability Company mailing address shall be **133 Shetland Trail, Alabaster, AL 35007**, and its registered agent at such address shall be **Ronald Allen Baldwin**.

ARTICLE 3- DURATION

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

ARTICLE 4- PURPOSE

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

- (a) To engage, whether directly or indirectly in the services of business development, and all related activities to the extent the same may be legally exercised by limited liability companies under the Alabama Business and Nonprofit Entities Code.

- (b) To manage, purchase or acquire by assignment, transfer or otherwise pledge, and to buy, sell, lease, rent, exchange, transfer, deal in and in any manner dispose of, real or personal property of an kind, class, interest or type, wheresoever situated, to own, manage and lease Air Bed & Breakfast and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which in any Limited Liability Company may make or grant in connection therewith; and
- (c) To borrow money on a secured or unsecured basis, to issue evidence of indebtedness, and to secure the same by a mortgage, pledge or there lien on the assets of the Limited Liability Company; and
- (d) (e) To engage, whether directly or indirectly through subsidiary corporations, partnerships, limited liability companies, trusts, unincorporated entities, associations or other entities, in all activities necessary, customary, convenient or incident to, and to exercise all powers necessary to license, design, develop, construct, assign, lease, copy rights, licenses, etc.; and
- (e) In general, to carry on any other lawful business whatsoever in connection with the foregoing directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its assets.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, object or purposes which the Limited Liability 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 5- NAME AND ADDRESS OF MEMBERS

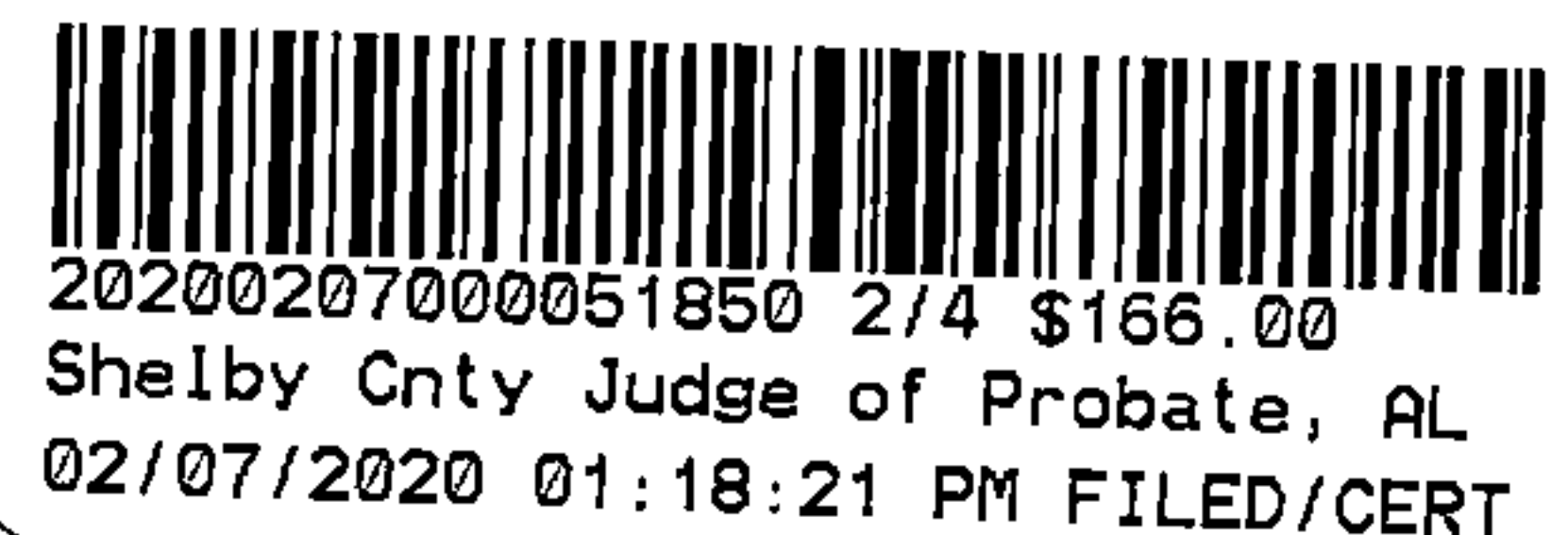
The name and addresses of the initial members (the "Members") of the Limited Liability Company are:

Ronald Allen Baldwin
133 Shetland Trail
Alabaster, AL 35007

Marsena Baldwin
133 Shetland Trail
Alabaster, AL 35007

ARTICLE 6- ADDITIONAL MEMBERS

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



ARTICLE 7 - OPERATING AGREEMENT

The Operating Agreement of the Limited Liability Company shall be executed by each Member of the Limited Liability Company and shall set forth provisions for the regulation of the internal affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or there Articles. The Operating Agreement shall include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interest, dissolution, accounting and records, the tax matters partner and indemnification, Those provisions together with any other provisions included in the Operating Agreement are hereby incorporated by reference.

ARTICLE 8- DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Company.

ARTICLE 9- MANAGEMENT

The name of initial Manager of the Limited Liability Company is **Ronald Allen Baldwin**

IN WITNESS WHEREOF, the undersigned Member has executed there Certificate of Formation on this 27th day of January 2020.



Ronald Allen Baldwin



20200207000051850 3/4 \$166.00
Shelby Cnty Judge of Probate, AL
02/07/2020 01:18:21 PM FILED/CERT

This instrument Prepared By:
Earl F. Hilliard, Of Counsel
Hilliard, Smith & Hunt, LLC
P.O. Box 11385
Birmingham, AL 35202
205-326-884

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:

The Baldwin Group LLC

This name reservation is for the exclusive use of Attorney Earl F. Hilliard, Hilliard, Smith & Hunt LLC, PO Box 11385, Birmingham, AL 35202 for a period of one year beginning January 21, 2020 and expiring January 21, 2021



20200207000051850 4/4 \$166.00
Shelby Cnty Judge of Probate, AL
02/07/2020 01:18:21 PM FILED/CERT



RES868889

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.

January 21, 2020

Date

J. H. Merrill

John H. Merrill

Secretary of State