

**CERTIFICATE OF FORMATION OF
NORTHBAY STRATEGIC PARTNERS, LLC**

Clerk: PEEPLESC

an Alabama Limited Liability Company

STATE OF ALABAMA)
JEFFERSON COUNTY)

**TO THE HONORABLE ALAN L. KING and SHERRI C. FRIDAY,
JUDGES OF PROBATE, JEFFERSON COUNTY, ALABAMA:**

I, the undersigned Jason W. Taylor, desires to form a limited liability company under the Alabama Business and Nonprofit Entity Code, Section 10A-1-1.01, et seq., Code of Alabama, 1975, as amended, and the Alabama Limited Liability Company Law of 2014, Section 10A-5A-1.01 et seq., Code of Alabama, 1975, as amended, and does hereby certify as follows:

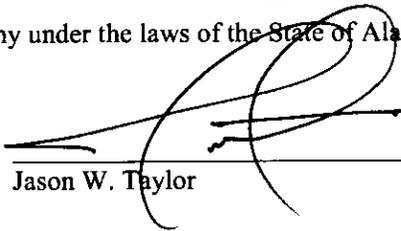
FIRST: Name. The name of the limited liability company is "NORTHBAY STRATEGIC PARTNERS, LLC." (herein sometimes referred to as the "Company").

SECOND: Initial Registered Office and Agent. The street and mailing address of the Company's initial registered office is 1910 1st Avenue North, Birmingham, Alabama 35203 and the name of the initial registered agent for the Company at such address is Jason W. Taylor.

THIRD: Initially, the Company has one Member. The Member(s) shall have the right to admit one or more additional members and the terms and conditions of the admission shall be that additional Member(s) will be admitted only with the unanimous written consent of all the Members.

IN WITNESS WHEREOF, the undersigned, being the Organizer of this limited liability company, does hereby subscribe his name this ___th day of January, 2017, for the purpose of forming this limited liability company under the laws of the State of Alabama .

ORGANIZER:



Jason W. Taylor

This document prepared by:
Jim Beck, Esq.
HILL, HILL, CARTER, FRANCO, COLE & BLACK, P.C.
Mailing Address: P. O. Box 116, Montgomery, Alabama 36101-0116
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Alabama
Sec. Of State

New Entity
381-643 DLL
Date 1/30/2017
Time 12:46
170130 3 Pg

File \$100.00
Ackn \$.00
Exp \$.00

Total \$100.00
08/020

RECEIVED DATE
JAN 30 2017

SECRETARY OF STATE
OF ALABAMA

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:

Northbay Strategic Partners, LLC

This name reservation is for the exclusive use of Jason W Taylor, 1910 1st Ave North, Birmingham, AL 35203 for a period of one year beginning January 17, 2017 and expiring January 17, 2018

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.



RES746294

January 17, 2017

Date

John H. Merrill

Secretary of State

Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of

record in this office in vol. 2017008377

Given under my hand and official seal, this the 26th

day of Jan, 2017.

Alan J. King
Judge of Probate