



JOHN L. WILLIAMS, ESQUIRE
PRESIDENT

DAVID N. WILLIAMS, ESQUIRE
VICE PRESIDENT

August 23, 2022

**Eddie Shivers
9002 W MEADOWBROOK AVE
PHOENIX, AZ 85037
UNITED STATES**

Re: Formation of Proud American Leaders Counsel LLC

Dear Eddie Shivers:

Please be advised that the above captioned Limited Liability Company ("L.L.C.") was formed and became effective in Delaware on August 23, 2022. Enclosed is a stamped filed copy of the Certificate of Formation as returned to us by the office of the Delaware Secretary of State.

In addition, enclosed for your review and the signature of each member, is the Limited Liability Company Agreement which is a private agreement of which each Member should keep a completed and signed copy in his, her or its personal records. Since additional information is required to complete the LLC Agreement, please note that you need to do the following:

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- 1. In the first paragraph, fill in the date the Agreement is signed;**
- 2. In paragraph 1.5, fill in the principal place of business of the LLC;**
- 2&3. In paragraph 3.2, enter the amount of initial capital contribution by each Member, and, in paragraph 3.5 the number of voting units to be owned by each Member;**
- 6. In paragraph 6.3, please insert the name of the Member to be the "Tax Matters Member" for income tax purposes;**
- 7. The Voting Members with the majority of Voting Units may delegate their power and authority to a President, Secretary and Treasurer, who could all be the same person and could be a Member of the Company, by filling in their name or names in Paragraph 7.1;**
- 18. In paragraph 11.1 provide the addresses requested.**

August 23, 2022

Eddie Shivers – Proud American Leaders Counsel LLC

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We shall request an EIN from the IRS after you sign and return the completed SS-4 application that we emailed to you. An EIN is required if your LLC has two or more Members.

Our easily understood 11 page Tax and Legal Tips is available on our website at incnow.com/tax-tips. The webpage incnow.com/packet includes sample Promissory Notes and Medical Reimbursement Plan. Form 2553 is also included if you want to make a Subchapter S Election for your LLC.

Our packet located at incnow.com/packet includes Internal Revenue Service Form 8832, Entity Classification Election if you want your LLC classified as a taxable corporation (C Corporation) instead of a sole proprietorship (One Member LLC) or partnership (Multi Member LLC). If you decide to file it, you should complete the Form and check the appropriate boxes in Sections 1 and 2 as to how you want this L.L.C. to be classified with the Internal Revenue Service. The Managing Member should then sign the completed Form and file it with the Internal Revenue Service Office located near you within 75 days after the date of formation or beginning of a tax year.

QUALIFICATION TO DO BUSINESS IN OTHER STATES

If this Delaware LLC does business in one or more other states, we can assist you qualify in the one or more other states. An example of doing business in another state would be to have an office and/or have employees there.

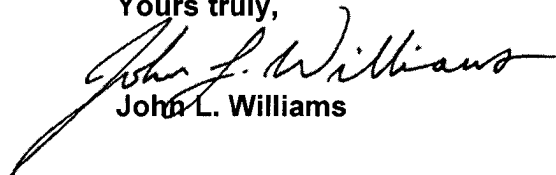
REMINDERS

Please be reminded that the Registered Agent address is not and should never be used as a business address for your LLC. State law requires every LLC to have a Registered Agent for the sole purpose to accept and forward any service of process due to legal action against your LLC and to forward State reports.

Once a year you will receive from us the Delaware Annual LLC Tax Notice to file with the Delaware Secretary of State with the required payment or pay online in order to keep your LLC in good standing. You will also receive our Registered Agent bill for \$99.00 once a year. Please let us know of any changes in the contact person or address.

This completes the formation of this Limited Liability Company. If you have any questions, please call our Incorporation Specialists.

Yours truly,



John L. Williams

STATEMENT OF ORGANIZER
IN LIEU OF ORGANIZATION MEETING
OF
PROUD AMERICAN LEADERS COUNSEL LLC

THE UNDERSIGNED, being the Authorized Person ("Organizer") of Proud American Leaders Counsel LLC, a limited liability company of the State of Delaware, does hereby adopt the following resolutions and takes the following action by written consent in lieu of a meeting.

RESOLVED, that a copy of the Certificate of Formation of Proud American Leaders Counsel LLC, as filed in the Office of the Secretary of State of Delaware on August 23, 2022 be, and the same hereby is, ordered filed in the minute book of the limited liability company; and

RESOLVED that the number of initial Members forming this limited liability company shall be at least One (1); and

RESOLVED, that from August 23, 2022 hence, the undersigned has fulfilled the duties of Organizer and relinquishes all further duties to the Members/Managers of Proud American Leaders Counsel LLC, and

RESOLVED, that simultaneous with the Organizer's transfer of all further duties to the Members/Managers, the said Organizer resigns such office effective August 23, 2022; and

RESOLVED, that the following named person(s) have been represented to me to be the initial Member(s) owner(s) of Proud American Leaders Counsel LLC:

Eddie Shivers

Signed and executed by the Organizer effective as of August 23, 2022.

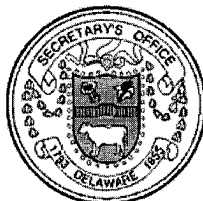
By: 
John L. Williams
Authorized Person/Organizer

Delaware

The First State

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "PROUD AMERICAN LEADERS
COUNSEL LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF
AUGUST, A.D. 2022, AT 12:36 O'CLOCK P.M.*




Jeffrey W. Bullock, Secretary of State

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SR# 20223339955

You may verify this certificate online at corp.delaware.gov/authver.shtml

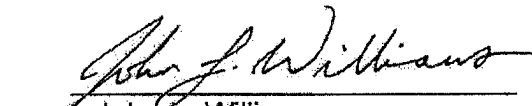
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CERTIFICATE OF FORMATION
OF
Proud American Leaders Counsel LLC

The undersigned, being an authorized person for purposes of executing this Certificate of Formation on behalf of Proud American Leaders Counsel LLC, a Delaware Limited Liability Company (the "L.L.C."), desiring to comply with the requirements of 6 Del.C. Section 18-201 and the other provisions of the Delaware Limited Liability Company Act, 6 Del.C. Section 18-101, et seq. (the "Act"), hereby certifies as follows:

1. Name of the L.L.C. - The name of the L.L.C. is: Proud American Leaders Counsel LLC.
2. Registered Office and Registered Agent of the L.L.C. - The name of the registered agent for service of process on the L.L.C. in the State of Delaware is Agents and Corporations, Inc. The address of the registered agent of the L.L.C. and the address of the registered office of the L.L.C. in the State of Delaware is 1201 Orange Street, Suite 600, Wilmington, DE 19801.
3. Date of Formation and Effective Date - The date of formation and the effective date of the L.L.C. shall be the date of filing of this Certificate of Formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate of Formation in accordance with the provisions of 6 Del.C. Section 18-201 on August 23, 2022.



John L. Williams
(Authorized Person)

Delaware

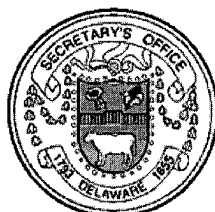
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROUD AMERICAN LEADERS COUNSEL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF AUGUST, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROUD AMERICAN LEADERS COUNSEL LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



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You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204229607

Date: 08-23-22