

ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION OF AFFINITY, L.L.C.

Under Section 10-12-1 of the Alabama Limited Liability Company Act

- FIRST: The name of the limited liability company is: Affinity, L.L.C.
- SECOND: The latest date on which the limited liability company is to dissolve is: August 31, 2046.
- THIRD: The purpose for which this L.L.C. is organized is to serve as an Internet related systems integrator and software developer.
- FOURTH: The location and mailing address of the initial registered office is: 4004 Shandwick Lane, Birmingham, AL 35242. The registered agent upon whom and at which process against the limited liability company can be served is Dale Salzman.
- FIFTH: The county within this state in which the office of the limited liability company is to be located is: Shelby County.
- SIXTH: The names and mailing addresses of the initial members of the L.L.C. are:
- | | |
|----------------------|----------------------|
| Dale Salzman | Virginia S. Greaves |
| 4004 Shandwick Lane | 1205 Forest Lane |
| Birmingham, AL 35242 | Anniston, AL 36207 |
| Mike Roy | Bryan Self |
| 4759 Wine Ridge Lane | 161 Stratford Circle |
| Birmingham, AL 35244 | Birmingham, AL 35214 |
- SEVENTH: The initial members reserve the right to admit additional members. Additional members may be admitted upon written agreement of 75% of Initial Members. To qualify for consideration as an Additional Member, the individual or entity must be an employee of the L.L.C. or an investor in the L.L.C. Notice of the proposal of an Additional Member will be made in writing to all existing members. Unless otherwise agreed to by the Initial Members, the aggregate of additional non-investor members shall acquire not more than 20% percent of the total membership interest of the L.L.C. Additional investor members are not limited in percent of ownership interest, but Initial Members reserve the right to determine the percent of ownership interest based on a 75% vote of the Initial Members. The waiting period before a prospective non-investor member is permitted to become a member in the L.L.C. is based on the anniversary date of the filing of the Articles and cannot be less than six months.

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EIGHTH: Upon the event of disassociation of a member resulting in the termination of that member's continued membership in the L.L.C., the remaining members reserve the right to continue the business based on a majority vote of all remaining members.

ELEVENTH: The limited liability company is to be managed by one manager. The name and address of this manager is:

Dale Salzman
4004 Shandwick Lane
Birmingham, AL 35242

IN WITNESS WHEREOF, this certificate has been subscribed this 7th day of August, 1996, by the undersigned who affirms that the statements made herein are true under penalties of perjury.

Virginia S. Greaves
(signature)

Virginia S. Greaves, CFO
(name and capacity of signer)

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