

STATE OF ALABAMA     )  
                                  )  
SHELBY COUNTY         )

**ARTICLES OF ORGANIZATION**  
  
**OF**  
  
**20/20 HOME INSPECTIONS, LLC**

The Undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the Probate Judge of the county in which the initial registered office of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I**

**NAME OF COMPANY:** The name of the limited liability company is **20/20 HOME INSPECTIONS, LLC** (the "Company").

**ARTICLE II**

**DURATION:** The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama and shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Act.

**ARTICLE III**

**PURPOSES:** The primary purpose(s) for which the Company is organized is to engage in the inspections of real estate, buildings, dwellings and the like. Additionally, the Company shall have all the powers vested in a limited liability company organized under the Act and existing by virtue of the laws of the State of Alabama, and also to include, but not be limited to;

- (1) To operate and carry out all such businesses as are deemed appropriate for the Company by its members and to perform all acts necessary and proper to carry on such business.
- (2) To develop, build, manufacture, process, compound or otherwise produce, to purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, buildings, structures, machinery, equipment, apparatus, appliances, devices, products, materials, articles, processes, systems, goods, wares, and merchandise of every kind, nature and

description and to engage in any industrial manufacturing, mining, mercantile, trading, agricultural, service or other lawful business of any kind or character whatsoever.

- (3) To purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, property, whether real, personal or mixed, of every kind, character and description whatsoever and wheresoever situated, or any interest therein.
- (4) To hold, own, use, operate, manage, improve, repair, erect, or otherwise have an interest in or deal with any buildings or other structure located on real property which is owned, held by or leased by the Company or in which the Company has any interest whatsoever.
- (5) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, and other services of every nature, kind and character, whether similar or dissimilar to those hereinabove set forth, which a corporation may legally render.
- (6) To purchase, lease, exchange, take, receive or otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligations or indebtedness of this Company or of any other corporation, by undertaking, assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor, or by any combination of any of the foregoing; to own, hold, use, operate, manage, improve, repair, reorganize or otherwise convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business, good will and rights, and, in conjunction with any of the foregoing, to undertake, assume or guarantee, the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor.
- (7) To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant licenses in respect of, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devices, formulae, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof, letters patent and all rights connected therewith or pertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, concessions, or other rights granted by or recognized under the laws of any country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality.



- (8) To purchase, subscribe for in its own name or in the name of another, exchange, take, receive or otherwise acquire, to guarantee, to invest or reinvest in, to underwrite, to own, hold, use, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, any stock, bond, or other security, evidence of obligation or indebtedness of any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality; to issue in connection with any acquisition of any of such property, shares of stock, bonds or other securities or evidences of indebtedness or obligation of this Company; and while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends, income and other rights accruing on or from such property, to possess and exercise in respect thereof all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do, to aid by loan, subsidy, guaranty or in any other manner, financially or otherwise, and to do any other acts or things designed to protect, preserve, improve or enhance the value of any such property.
- (9) To purchase, exchange, take, receive, or otherwise acquire, to own, hold, use or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the Company shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Act or these Articles of Organization and provided that the Company shall not vote, directly or indirectly, shares of its own stock except as provided by said Act.
- (10) To lend money or aid, or extend credit, to any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality on such terms and conditions and with whatever security, if any, it desires.
- (11) To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.
- (12) To act as agent, representative, or receiver of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.
- (13) To borrow or raise money and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments and evidences of obligation or indebtedness; and to secure the payment and full performance of such mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (14) To guarantee the obligations of, and to lend its aid and credit to, any person, firm,

corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority, or instrumentality, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

- (15) To enter into with any one or more persons, firms, companies, countries, states, counties, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any general or limited partnership.
- (16) To lend money and use its credit to assist its employees.
- (17) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Managers, Officers and employees.
- (18) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.
- (19) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Act, within or without the State of Alabama.
- (20) To elect or appoint officers and agents of the Company, and define their duties and fix their compensation.
- (21) To make and alter an operating agreement, not inconsistent with the Articles of Organization or with the laws of the State of Alabama, for the administration and regulation of the affairs of the Company.
- (22) The foregoing clauses may be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the power of the Company.
- (23) To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient to attainment of the purposes of this Company, or any of them, to the same extent as natural persons might or could do in any part of the world, insofar as such are permitted to be done by Companies organized under the Act.
- (24) In addition to the objects aforesaid, the Company shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.
- (25) This Company shall have all other rights, powers, authority, and privileges which may be now or hereafter enjoyed by similar companies under the present and future laws of the State of Alabama.

#### **ARTICLE IV**

**REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS:** The initial physical location of the initial registered office of the Company shall be **139 Clairmont Road, Sterrett, Alabama 35147**. The initial registered agent for service of process at the foregoing address shall be **Ray E. Carter**. The initial mailing address of the Company shall be **139 Clairmont Road, Sterrett, Alabama 35147**.

#### **ARTICLE V**

**INITIAL MEMBERS:** The names and mailing addresses of the initial members of the Company are as follows:

<b><u>NAME</u></b>	<b><u>MAILING ADDRESS</u></b>
<b>Ray E. Carter</b>	<b>139 Clairmont Road Sterrett, Alabama 35147</b>
<b>Theresa S. Carter</b>	<b>139 Clairmont Road Sterrett, Alabama 35147</b>

#### **ARTICLE VI**

**ADDITIONAL MEMBERS:** Additional members may be admitted but only upon the unanimous written consent of the then existing members and upon a capital contribution by such new member as unanimously agreed upon in writing.

#### **ARTICLE VII**

**CONTINUITY OF BUSINESS:** Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless the written consent of all the remaining members of the Company is obtained within 90 days after the occurrence of the terminating event.

#### **ARTICLE VIII**

**MANAGEMENT:** The Company shall be managed by a manager or managers pursuant to the operating agreement. The names and mailing addresses of the managers who are to serve as managers until the first annual meeting of the members or until their successors are duly elected and qualified are as follows:



NAME

MAILING ADDRESS

**Ray E. Carter, President**

**139 Clairmont Road  
Sterrett, Alabama 35147**

**Theresa S. Carter, Secretary & Treasurer**

**139 Clairmont Road  
Sterrett, Alabama 35147**

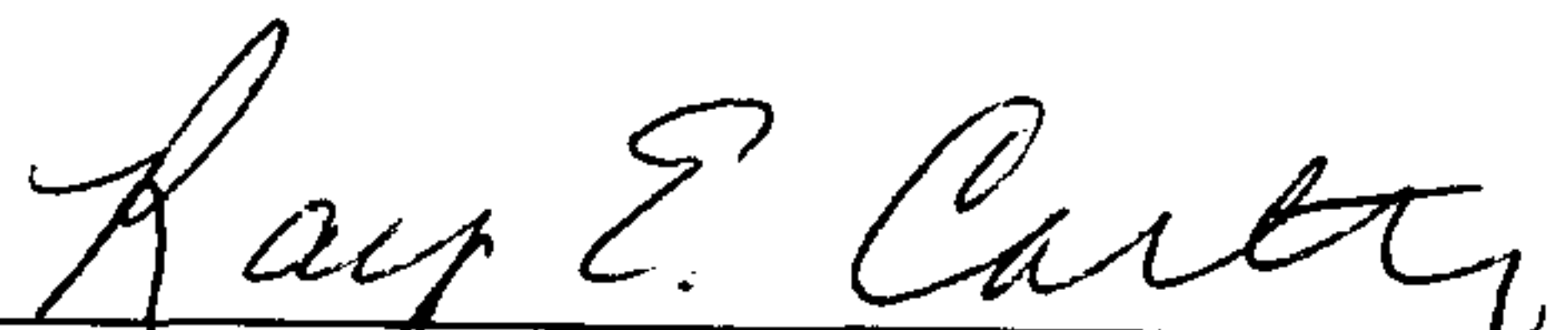
**ARTICLE IX**


**NO LIABILITY:** The members of the Company shall have no personal liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

**ARTICLE X**

**PRINCIPAL PLACE OF BUSINESS:** The initial principal place of business in the State of Alabama for the Company is **139 Clairmont Road, Sterrett, Alabama 35147**. The initial mailing address of the Company shall be **139 Clairmont Road, Sterrett, Alabama 35147**.

**WE THE UNDERSIGNED**, have subscribed our names, constituting all the members of the Company, and have executed these Articles of Organization this 17<sup>th</sup> day of March, 2004.

  
\_\_\_\_\_  
Ray E. Carter

  
\_\_\_\_\_  
Theresa S. Carter

✓ **This Instrument Prepared By:  
The Law Offices of Steven F. Long, P.C.  
2330 Highland Avenue South  
Birmingham, Alabama 35205  
(205) 323-8444**