

**ARTICLES OF ORGANIZATION**  
**OF**  
**GIFFORD & ASSOCIATES, 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 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**

The name of the limited liability company (“Company”) is **GIFFORD & ASSOCIATES, LLC**.

**ARTICLE II**

**Duration**

The Company 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 Alabama Limited Liability Company Act.

### **ARTICLE III**

#### **Purposes**

The Company has been organized for the purposes of Financial and Retirement Planning and towards that end shall sell, furnish or otherwise provide financial products and advice, including but not limited to annuities, stocks, bonds, certificates of deposit, mutual funds, individual retirement accounts, 401 K's, 403 b's, etc. Further to engage in any other business or activity that now or hereafter may be necessary, incidental, proper, advisable, or convenient to accomplish the foregoing purposes (including, without limitation, obtaining financing therefor) and that is not forbidden by the laws of Alabama.

### **ARTICLE IV**

#### **Registered Agent and Office**

The address of the Company's initial registered office in Alabama is **112 Kings Crest Lane, Pelham, AL 35124**. The name of the Company's initial registered agent at that address is **John Gifford**.

### **ARTICLE V**

#### **Initial Members**

The name and address of the Company's initial members are:

**John Gifford  
112 Kings Crest Lane  
Pelham, AL 35124**

**Rita Gifford  
112 Kings Crest Lane  
Pelham, AL 35124**

## **ARTICLE VI**

### **Management**

The Company is to be managed by one or more managers. Each initial manager will serve until the first annual meeting of the members or until their successors are elected and qualified. The initial managers are identified as follows:

**John Gifford**

**Rita Gifford**

## **ARTICLE VII**

### **Admission of New Members**

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

## **ARTICLE VIII**

### **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 there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.


## **ARTICLE IX**


### **No Liability**

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

IN WITNESS WHEREOF, we have executed these Articles of Organization on this  
22nd day of April, 2004, at **Pelham, Alabama.**

**MEMBERS:**

  
\_\_\_\_\_  
**JOHN GIFFORD**

  
\_\_\_\_\_  
**RITA GIFFORD**

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Shelby Cnty Judge of Probate, AL  
04/28/2004 10:52:00 FILED/CERTIFIED