

## ARTICLES OF ORGANIZATION

OF

### ImageMapUSA, LLC

Pursuant to the provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), as amended, the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

#### ARTICLE I NAME

The name of the limited liability company is ImageMapUSA, LLC (the "Company").

#### ARTICLE II DURATION

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Company Operating Agreement.

#### ARTICLE III PURPOSES

The purposes for which the Company is formed are:

- (a) To provide sales and support in fields of digital mapping, satellite imagery, aerial and LiDAR data collection, remote sensing, environmental classification and GIS application;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, accounting, bookkeeping, management and other services of every nature, kind and character, which it may legally render;
- (c) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships,

individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(f) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(g) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

**ARTICLE IV**  
**REGISTERED OFFICE; REGISTERED AGENT**

The location and street address of the initial registered office of the Company shall be 4590 South Shades Crest Road, Bessemer, Alabama 35022, and its registered agent at such address shall be William Steven Bedsole.

**ARTICLE V**  
**INITIAL MEMBER; ORGANIZER**

The names and mailing addresses of the Initial Member is:

<u>Name</u>	<u>Address</u>
Geographical & Environmental Data Services, Inc.	4590 South Shades Crest Road Bessemer, Alabama 35022

The name and mailing address of the Organizer is:

Ray D. Gibbons, Esq.  
Burr and Forman LLP  
420 North 20th Street  
3100 SouthTrust Tower  
Birmingham, Alabama 35203

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.



**ARTICLE VII**  
**DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP**

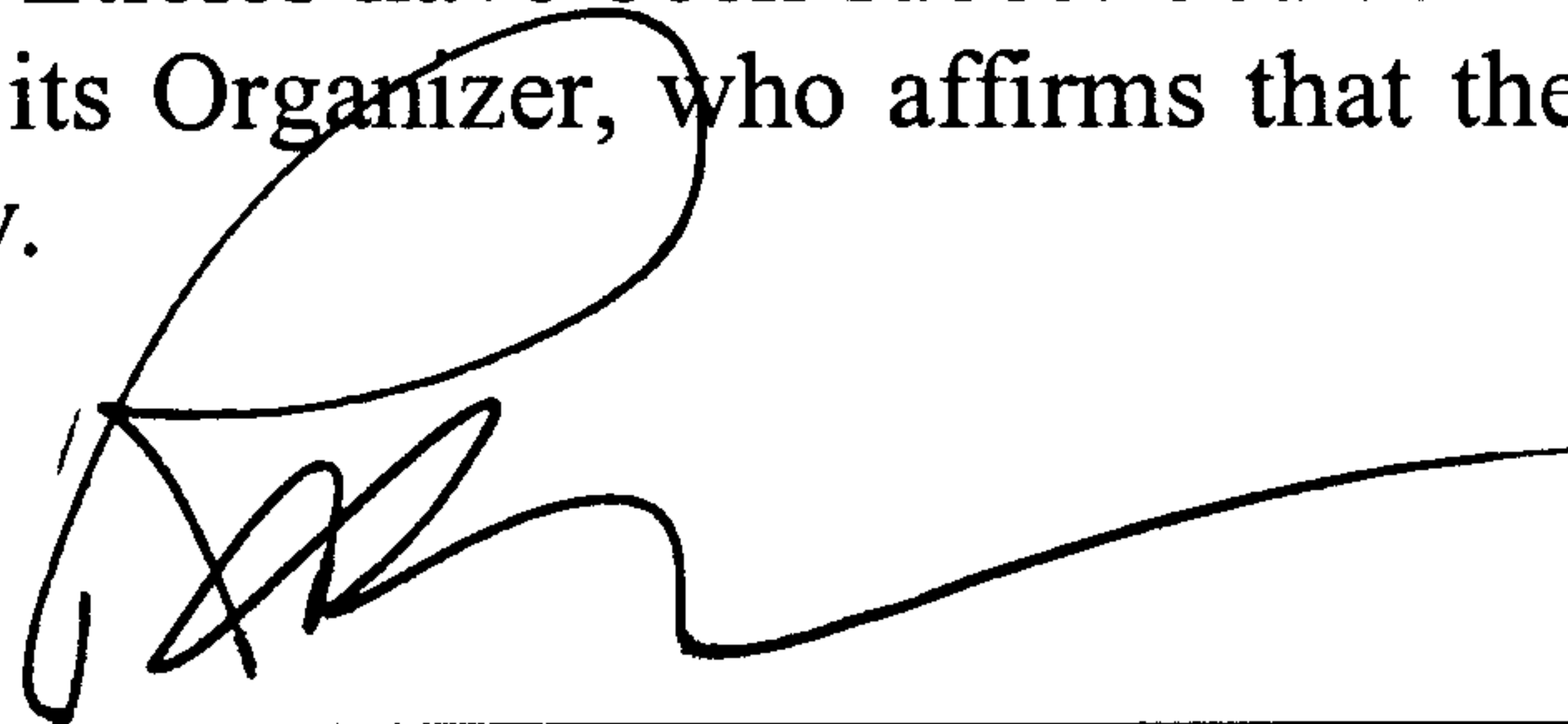
The cessation of membership of one or more members of the Company will not result in the dissolution of the Company.

**ARTICLE VIII**  
**MANAGER**

The Manager of the Company shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The name and address of the initial Manager of the Company, and who shall serve until their successor is elected and begins serving, is:

William Steven Bedsole  
4590 South Shades Crest Road  
Bessemer, Alabama 35022

March **IN WITNESS WHEREOF**, these Articles have been subscribed as of the 18<sup>th</sup> day of March, 2005, by the undersigned, as its Organizer, who affirms that the statements made herein are true under the penalties of perjury.



Ray D. Gibbons, Organizer

This document prepared by:  
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