

STATE OF ALABAMA)

COUNTY OF SHELBY)

20050323000130150 1/4 \$80.00
Shelby Cnty Judge of Probate, AL
03/23/2005 10:48:05AM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
Pregailia's Lathers, LLC
A limited liability company**

KNOW ALL MEN BY THESE PRESENTS, THAT, the undersigned, desiring to form a limited liability company ("the Company") pursuant to the laws of the State of Alabama, does hereby file these Articles of Organization and certify as follows:

1. **NAME:** The name of the limited liability company shall be:

Pregailia's Lathers, LLC

2. **COMMENCEMENT/DURATION:** The existence of the Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the Company shall be dissolved (a) upon the written consent of all of the Members, (b) as provided in the Operating Agreement, or (c) as may be required by the *Alabama Limited Liability Company Act* (Act).

3. **PURPOSES:** The Company is organized to engage in and conduct all lawful activities and business, including, without limitation, the following, to-wit:

- (i) to design, develop, manufacture, produce, sell, distribute, market, advertise, buy and own soap and soap products, toiletries, fragrances, perfumes, and beauty aids and products of all types and kinds.
- (ii) to engage, employ, contract with, commission, and consult with agents, consultants, employees, vendors, and contractors of all types and kinds for the purposes as herein set forth.
- (iii) to own, lease, rent, construct, improve, occupy, buy, sell and maintain buildings, structures and real property, improved or unimproved, and personal property, of all types and kinds, and necessary, expedient, or desirable in order to carry out the purposes herein described or for any other lawful purpose or activity.
- (iv) To manufacture, purchase, lease, or otherwise acquire, and to hold, own, mortgage, pledge, sell transfer, or in any manner dispose of, and to deal and trade in and with goods, wares, fixtures, merchandise and personal property and all articles of commerce of every class and description, wherever situated.



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- (v) To purchase, acquire, occupy, hold, own, mortgage, sell convey, lease, or otherwise deal in real and personal property of every class and description in any district, territory, colony or foreign country.
- (vi) To borrow or raise money for any of the purposes of the Company, without limit as to amount, and in connection therewith to grant collateral or other security either alone, or jointly with any other person, firm or corporation, by mortgage, pledge, deed of trust, or otherwise, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell or otherwise dispose of warrants, promissory notes, drafts, bills of exchange, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Company, to the extent permitted under the law of the State of Alabama; to lend and advance money, either with or without security, to extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.
- (vii) To acquire by purchase, trade, gift or lease and to sell, rent, hold and own automobiles, trucks, ships, vessels, aircraft, and watercraft of all types and kinds, rolling stock and motor vehicles of all types and kinds whatsoever, in any state or territory of the United States of America or any foreign country and to engage in, operate, and furnish any and all services of every kind and description whatsoever relative thereto.
- (viii) To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, develop explore, exploit, improve, operate, lease, sublease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, wherever situated within or without the State of Alabama, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estate hereditaments, interests, and properties of every kind, nature and description whatsoever.
- (ix) To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract or negotiate for, take licenses or other rights in respects of, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose or, deal in and turn to account, letters patent, patents, patent rights, patents applied for, or to be applied for, trademarks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, licenses, processes, data and formulae of any and all kinds granted by or recognized under or pursuant to the laws of the United States of America, or of any state thereof, or of any other country or countries whatsoever.
- (x) To enter into, make and perform contracts of every kind and description with any person, firm, association or corporation, municipality, body politic, country, territory, state,

government or colony dependency thereof.

- (xi) To have and maintain one or more offices to carry on all of its operations and businesses without restriction or limit as to amount, both within and without this state, other states, districts, territories, possessions, or colonies of the United States, and in any and all foreign countries, in any lawful manner.
- (xii) to engage in, perform and conduct the transaction of any or all lawful business or activity, within and outside the State of Alabama, and to perform all lawful acts for which a limited liability company may be organized under the laws of the State of Alabama.

4. **INITIAL REGISTERED AGENT AND REGISTERED OFFICE:** The name of the initial registered agent and the location and mailing address of the initial registered office of the Company shall be:

Pregailia R. Stewart

**2401 Inverness Landing
Birmingham, Alabama 35242**

5. **MEMBERS:** The name and mailing address of the initial Member of the Company is as follows:

Name

Mailing Address

Pregailia R. Stewart

**2401 Inverness Landing
Birmingham, Alabama 35242**

6. **ADDITIONAL MEMBERS:** The admission of additional members to the Company shall be in accordance with the Act and the Operating Agreement.

7. **ORGANIZERS:** The names and mailing addresses of the organizers of the Company are as follows:

Name

Mailing Address

Pregailia R. Stewart

**2401 Inverness Landing
Birmingham, Alabama 35242**

8. **DISSOLUTION:** The Company shall be dissolved and its affairs shall be wound up on the cessation of membership of one or more members where there is no remaining member, unless (i) all of the unit holders in the Company agree in writing, within 90 days after the cessation of membership of the last Member, to continue the legal existence and business of the Company and to appoint one or more new Members, or (ii) the legal existence and business of the Company is continued and one or more new Members are appointed in the manner stated in the

Operating Agreement or the Articles.

9. **MANAGERS:** The Company is to be managed by managers. The names and the mailing addresses of the manager or managers who are to serve as managers until their successors are elected and begin serving are:

Name

Mailing Address

Pregailia R. Stewart

**2401 Inverness Landing
Birmingham, Alabama 35242**

21 day of March, 2005. **IN WITNESS WHEREOF**, the undersigned has affixed her hand and seal on this

Organizer/Member:

Pregailia R. Stewart
Pregailia R. Stewart

STATE OF ALABAMA)

Jefferson COUNTY)

Before me, the undersigned authority, personally appeared Pregailia R. Stewart, who being known to me and who being by me duly sworn deposes and says on oath that the facts contained and the matters alleged in the foregoing instrument are true and correct and having read the same she executed the same voluntarily on the day the same bears date.

Sworn to and subscribed before me on this the 21 day of March, 2005.

Kimberly Woodward
Notary Public

This instrument was prepared by:

Charles W. Cochran, III
Attorney at Law
P.O. Box 1197
Florence, AL 35631
(256) 764-2151

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Nov 18, 2007
BONDED THRU NOTARY PUBLIC UNDERWRITERS