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Shelby Cnty Judge of Probate, AL  
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STATE OF ALABAMA )  
:  
SHELBY COUNTY )

**ARTICLES OF ORGANIZATION  
OF  
AQUINAS MANAGEMENT LLC**

The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, Title 10, Chapter 12 (1975), as the same may be amended from time to time, hereby adopts the following Articles of Organization for **Aquinas Management LLC**, (the "limited liability company"):

**ARTICLE ONE  
NAME**

The name of the limited liability company is Aquinas Management LLC.

**ARTICLE TWO  
PERIOD OF DURATION**

The limited liability company shall continue in existence until dissolved in accordance with the provisions of the limited liability company's operating agreement, or, if there is no provision in an operating agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

*Stuiter Don*

### **ARTICLE THREE PURPOSE**

The business of the company shall be, to the extent permitted by law, to engage in the business of managing businesses of Terry M. Habshey and to engage in any lawful business or other activity, whether or not related or incidental to any of the foregoing activities.

### **ARTICLE FOUR INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office is 4097B Helena Road, Suite 103, Helena, Alabama, 35080, and the name of the initial registered agent of the limited liability company at such address is Terry M. Habshey.

### **ARTICLE FIVE INITIAL MEMBERS**

The names and mailing addresses of the initial member of the limited liability company are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Terry M. Habshey	4097B Helena Road Suite 103 Helena, Alabama 35080

### **ARTICLE SIX ADDITIONAL MEMBERS**

Additional members may be admitted in accordance with the terms of the limited liability company's operating agreement, if any. If the limited liability company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.



## **ARTICLE SEVEN CONTINUATION OF THE BUSINESS**

In the event there are no remaining members, and except as otherwise provided in the limited liability company operating agreement, if any, the limited liability company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of a majority in interest of the financial rights in the limited liability company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the limited liability company and to appoint one or more new members; or

(b) The legal existence and business of the limited liability company is continued and one or more new members are appointed in the manner stated in an operating agreement of the limited liability company.

For the purpose of this Article, a majority in interest of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, exceed fifty percent (50%) of the capital interests and fifty percent (50%) of the profits interests of the remaining financial rights owners.

## **ARTICLE EIGHT MANAGEMENT**

The management of the Company is vested in its members. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business and affairs of the Company and to make all decisions with respect thereto.

**ARTICLE NINE  
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended only by the vote or written consent of all of the members of the Company.

**ARTICLE TEN  
INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT**

The provisions of the limited liability company's operating agreement, if any, are incorporated herein by reference as though fully set forth herein.

**ARTICLE ELEVEN  
ORGANIZER**

The name and address of the organizer are as follows:

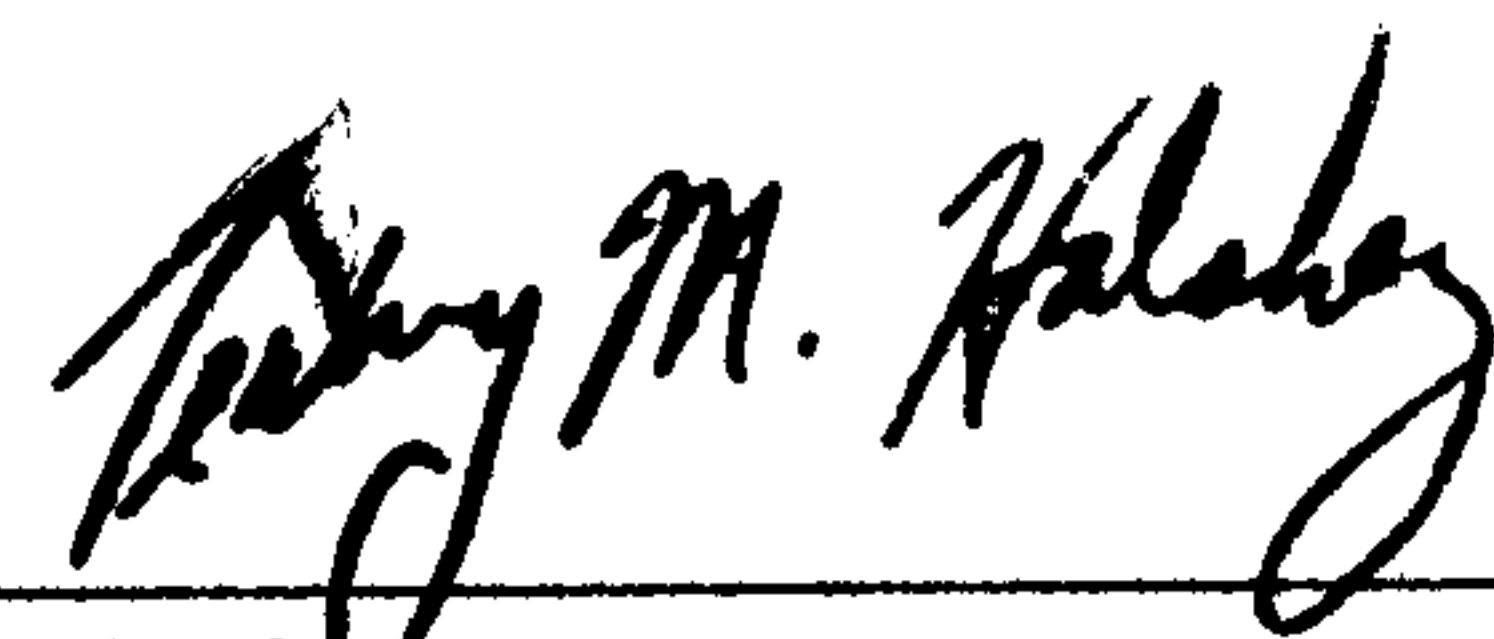
**NAME**

**ADDRESS**

Terry M. Habshey

4097B Helena Road, Suite 103  
Helena, Alabama 35080

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization as of the 27th day of December, 2006, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.

  
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Terry M. Habshey