

**SLEEPSCRIBE, LLC**

ARTICLES OF ORGANIZATION

**FIRST:** The name of said Limited Liability Company shall be **SLEEPSCRIBE, LLC**.

**SECOND:** **SLEEPSCRIBE, LLC** shall have a perpetual duration.

**THIRD:** The purposes for which the Limited Liability Company is organized are: to engage in any lawful activity permitted by the state including, but not limited to Medical/Legal transcription and/or consulting. The Limited Liability Company shall also engage in any all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for, on incidental to, the furtherance of the carrying out of the purposes herein mentioned.

**FOURTH:** The location and mailing address of the initial registered office is **1620 Oak Park Lane, Helena, Alabama 35080** and the name of the registered agent at that address is **Brett L. Berry, Sr.**

**FIFTH:** The names and mailing addresses of the initial members of the Limited Liability Company are the same as registered agent above.

**SIXTH:** The member is given the right to admit additional members so long as the decision to do so is unanimous.

**SEVENTH:** The cessation of membership by a member will not automatically dissolve the Limited Liability Company, and the decision is deferred for resolution according to the facts or occurrences.

**EIGHTH:** The right is given to the remaining members of the Limited Liability Company to continue the business after an event of dissociation terminates the continued membership of a member.

**NINETH:** The Limited Liability Company shall be managed by one manager who shall serve as manager until the first annual meeting of the members. The manager shall be **Brett L. Berry, Sr.**


**IN WITNESS WHEREOF**, I have hereunto subscribed my name this **1st day of September, 2009**.

Brett L Berry, Sr.

 9/2/09  
Signature of Member/Organizer

SLEEPSCRIBE LLC

MINUTES OF THE  
FIRST MEETING OF THE MEMBERS

  
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Shelby Cnty Judge of Probate, AL  
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The first meeting of the members of **SleepScribe LLC** an Alabama Limited Liability Company, was held at 1620 Oak Park Lane on the 2<sup>nd</sup> day of September, 2008 at 10:00 A.M. at the call of the members named in the Articles of Organization of the company. The following members, named in the Articles of Incorporation, were present in person at the meeting:

**Brett L. Berry, Sr. and Wife Keely E. Berry.**

**Brett L. Berry, Sr.** acted as Chairman and **Keely E. Berry** acted as Secretary of the meeting.

The Chairman announced that a quorum was present and that the meeting was open for the transaction of business.

The Chairman announced that the Articles of Organization of the company, in form as approved by the members, has been filed in the office of the Probate Judge of Shelby County, Alabama, It was ordered that upon completion of recordation and receipt of a Certificate of Organization it be inserted into the minute book of the company.

The Chairman stated that the first order of business to come before the meeting was the election of officers of the company. Upon motion duly made, seconded and unanimously adopted, it was

**RESOLVED**, that the following named individuals be and hereby are appointed and elected to serve in the offices designated beside their names for a term of one year or until a successor has been elected and qualified:

**Brett L. Berry, Sr** – President/Manager

The Chairman then presented to the meeting a form unit of ownership certificate, which was ordered attached to the minutes of this meeting at the end thereof. Upon motion duly made, seconded and unanimously carried, it was

**RESOLVED**, by the members that the form of certificate presented to this meeting be, and the same hereby adopted as the form of unit of ownership on the company.

The Chairman next presented a proposed Operating Agreement as prepared by the counsel, and suggested that it would be appropriate for the member at this time to recommend its adoption by the members of the company. Upon motion duly made, seconded and unanimously carried, it was

**RESOLVED**, by the members that they do hereby recommend that the Operating Agreement presented to this meeting be adopted by the members of the company as the official Operating Agreement of the company.

The Chairman stated that the company had received subscription for One Hundred (100) units of ownership of the company of the par value of One and No/100 (\$1.00) Dollar per unit. He then presented a subscription agreement to the members. It was agreed that a call would be made under such agreement for payment as provide therein.

Upon motion duly made, seconded and unanimously carried, it was

**RESOLVED**, Appropriations for obtaining a website to market SleepScribe LLC will proceed as quickly as possible. A business checking account will also need to be obtained once business license is approved.


The Chairman stated that is would be desirable to establish a bank account at USAA Credit Union. Upon motion duly made, seconded and unanimously adopted, it was

**RESOLVED**, that the manager of the company, be, and hereby is authorized to open a bank account at USAA Credit Union for the company and that he alone is Authorized to execute signature cards in order to transact all banking business for the company.

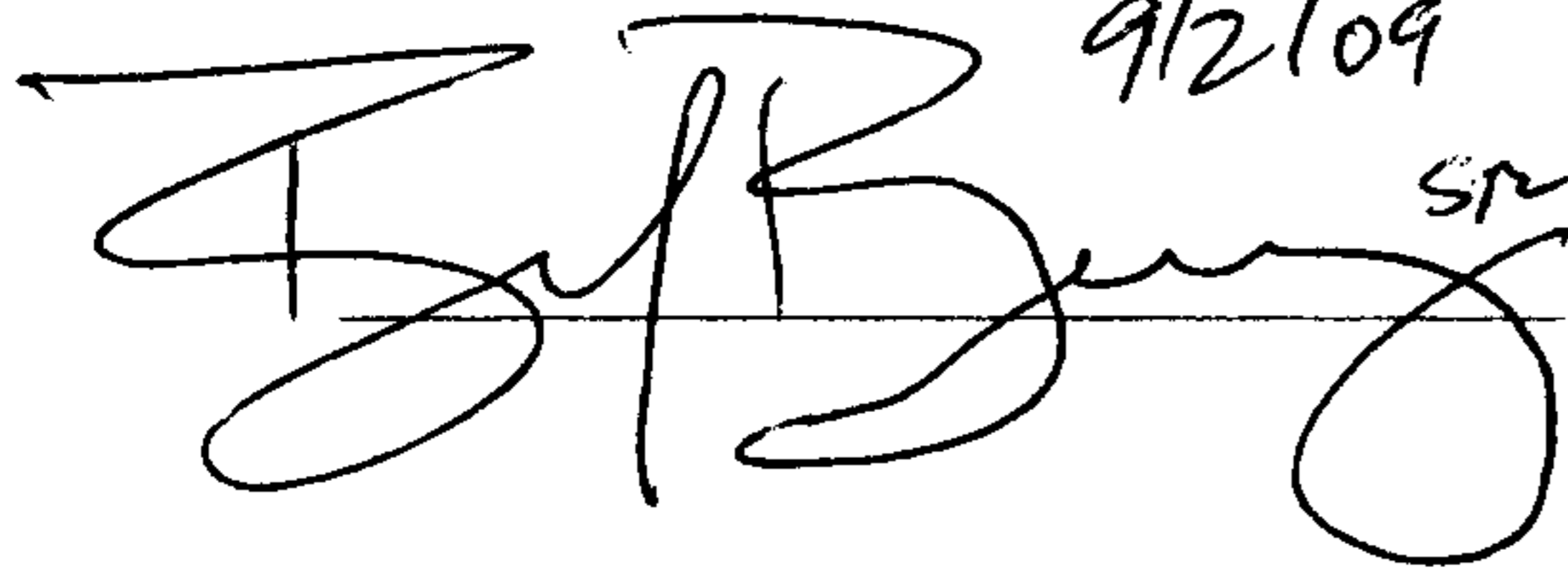
Upon motion duly made, seconded and unanimously carried it was

**RESOLVED**, that the manager of the company be and he hereby is authorized and directed to pay all expenses incident to and necessary for the organization of the company. Manager and/or Secretary are hereby authorized to sign any and all documents and act on behalf of the company in any and all transactions relating to the business of the company. This business includes engaging in any lawful activity permitted by the state including, but not limited to, buying, selling and renting real estate. Manager and/or Secretary are also hereby authorized to sign documents and act on behalf of the company in any all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for, on incidental to, the furtherance of the carrying out of the purposes herein mentioned.

There being no further minutes to come before the meeting, the same was duly adjourned.

  
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**APPROVED:**

*9/2/09*  
 *SR*

President and Chairman