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Shelby Cnty Judge of Probate, AL
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ARTICLES OF ORGANIZATION

OF

UPSTAIRS PUB, LLC

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

ARTICLE I

Name

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

ARTICLE II

Duration

The Company shall have a duration from the date of organization until it is dissolved and its affairs are wound up in accordance with the Act or the Company's Operating Agreement.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

(a) 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, of every character and nature and wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(b) To borrow money and issue notes and other evidences of indebtedness, and to secure the payment or performance of its obligations by mortgage, deeds of trust, pledge, or otherwise;

(c) To lend money with or without security, including but not limited to the security of mortgages, deeds of trust, pledges, or other hypothecations of real and personal property, and to invest and reinvest its funds;

(d) To draw, make, accept, endorse, discount, execute or issue promissory notes, drafts, bills of exchange, warrants, and other negotiable or transferable instruments;

(e) To enter into and make, perform and carry out contracts of every kind and description made for lawful purposes, without limit as to amount;

(f) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(g) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, management and other services of every nature, kind, and character, which it may legally render;

(h) To act as agent, representative, or receiver of any person or entity, in respect to any lawful undertaking or transaction;

(i) 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, limited liability companies, firms, associations, partnerships, other business entities, trusts, individuals, or direct or indirect obligations of governmental entities or of any instrumentalities thereof;

(j) To do business under fictitious or assumed names; to act as agent or principal; to become a member, manager or partner of a limited liability company, joint venture, association, general or limited partnership, or any other form of business organization, or a stockholder in a corporation, by purchase, investment, affiliation or otherwise;

(k) To have one or more offices and to carry on all or any of the objects and purposes herein enumerated, and to conduct the business of the Company in any of the states of the United States of America, the District of Columbia, the territories and possessions of the United States, and foreign countries;

(l) To endorse, guarantee, become a surety with respect to, or otherwise obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage, all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any agreement, note, debenture, scrip, coupons, contracts, or any other obligations or evidences of indebtedness, or the performance of any contract or other obligation of any other person or entity;

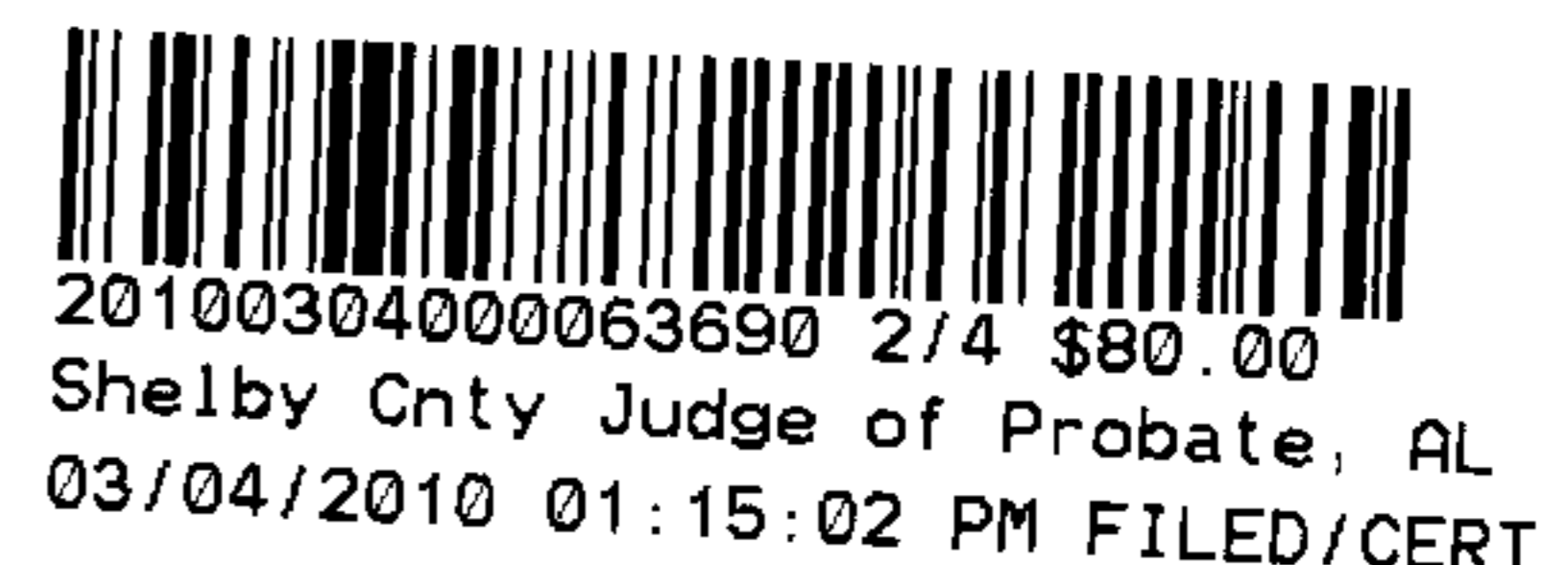
(m) To exercise every power and engage in every activity that may be necessary, appropriate, convenient and incidental to the foregoing enumerated purposes; and

(n) 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 mailing address of the initial registered office of the Company shall be 2045 Grove Park Way, Birmingham, Alabama 35242, and its registered agent at such address shall be Brandon K. MacDonald.



ARTICLE V

Initial Member and Organizer

The name and address of the initial member of the Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brandon K. MacDonald	2045 Grove Park Way Birmingham, AL 35242

The name and address of the organizer of the Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brandon K. MacDonald	2045 Grove Park Way Birmingham, AL 35242

ARTICLE VI

Admission of Additional Members

Additional members may be admitted into the Company upon the unanimous written consent of the members, and upon such other terms and conditions as may be set forth in the Company's Operating Agreement.

ARTICLE VII

Cessation of Membership

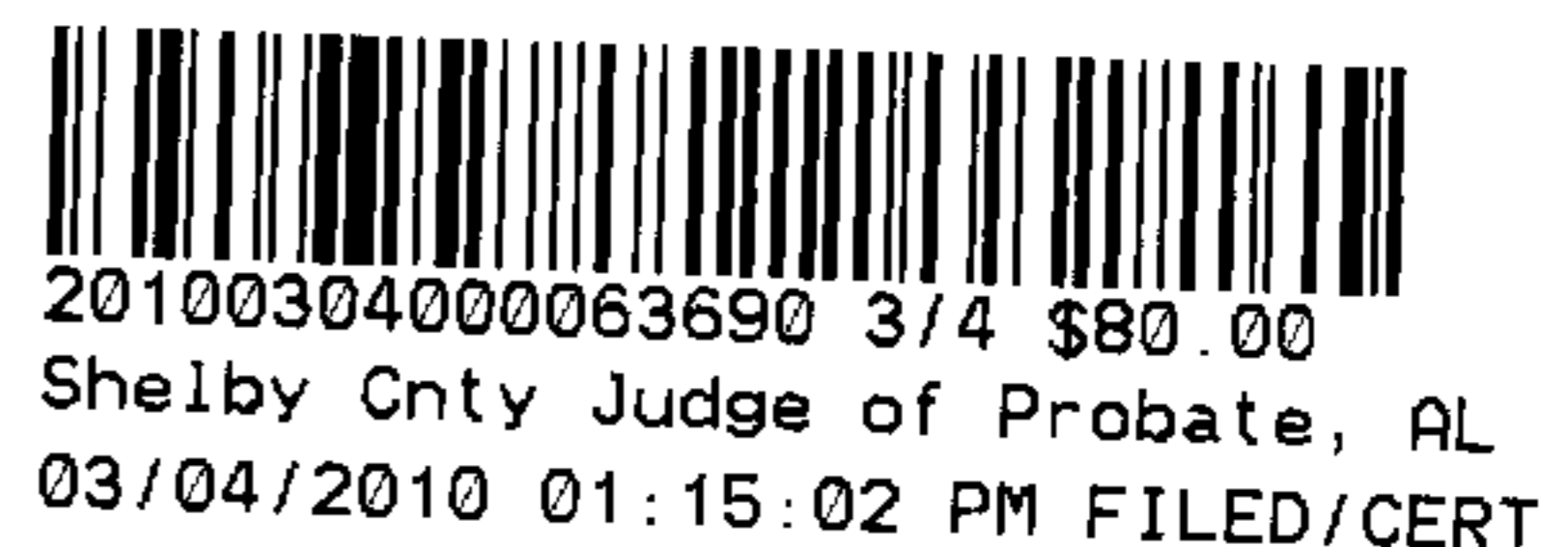
The cessation of membership of one or more members will not result in the dissolution of the Company, except as provided in the Company's Operating Agreement and as required by the Act.

ARTICLE VIII

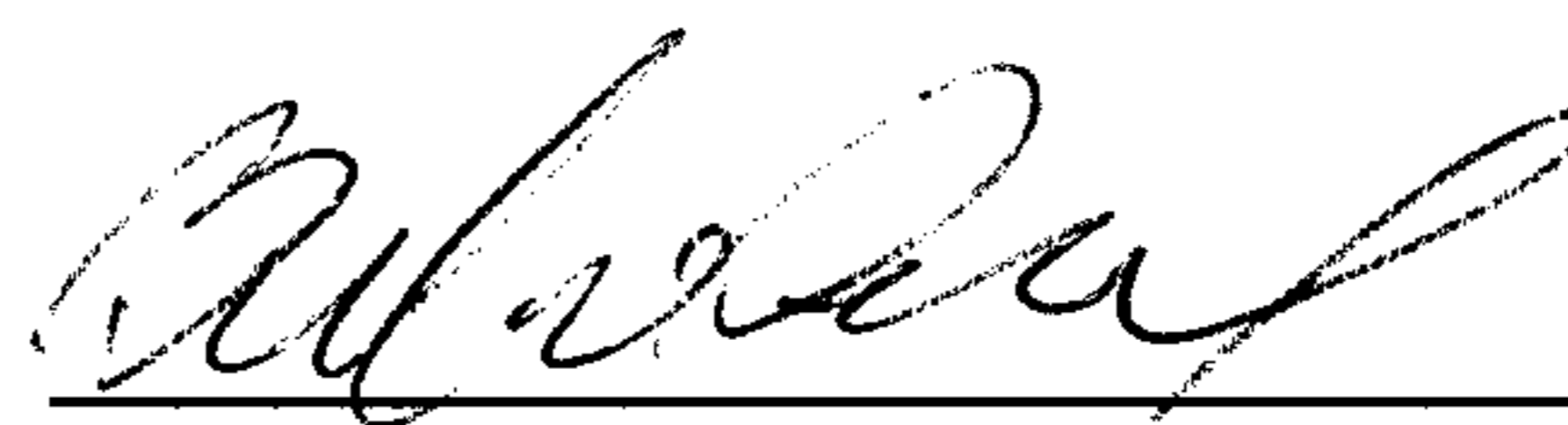
Managers

The business and affairs of the Company shall be managed by one or more managers, as provided in the Company's Operating Agreement. The name and mailing address of the manager who shall serve until its successors are elected and begin serving are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brandon K. MacDonald	2045 Grove Park Way Birmingham, AL 35242




IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this, the 1st day of March, 2010.



Brandon K. MacDonald
Organizer

This instrument prepared by:
John W. Gant, Jr.
Walston, Wells, & Birchall, LLP
1819 5th Avenue North, Suite 1100
Birmingham, AL 35203


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