

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF ORGANIZATION

OF

Heartbox, L.L.C.

Pursuant to the provisions of the Alabama Limited Liability Company Act, §§10-12-1 et seq., Code of Alabama, 1975 (the “Act”), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I.

Name

LLC

The name of the limited liability company is Heartbox. (the “Company”).

ARTICLE II.

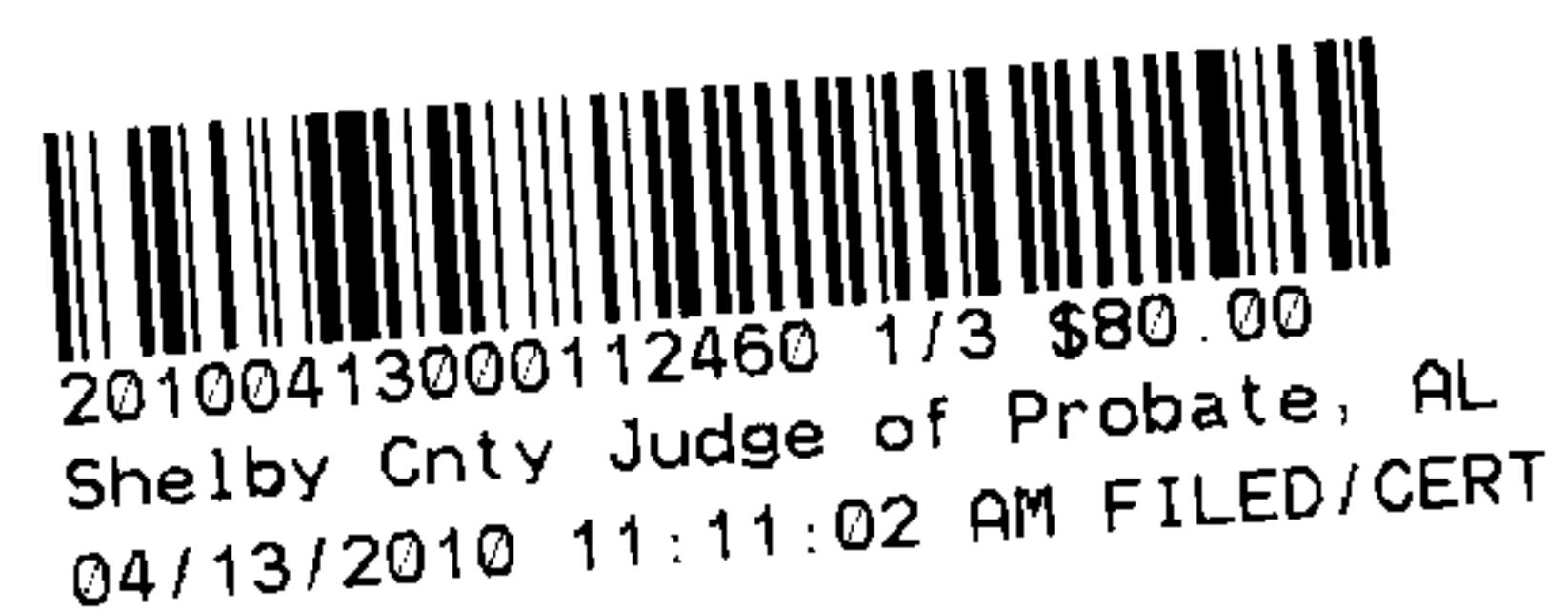
Duration

Pursuant to §10-12-4 of the Code of Alabama (1975), the Company shall have perpetual duration, unless it is dissolved and its affairs wound up in accordance with the Act, or as provided in the Company’s Operating Agreement.

ARTICLE III.

Purposes

The purposes, objects and powers of the Company are to engage in any lawful business, act or activity for which a limited liability company may be organized under the Act, it being the purpose and intent of this Article to vest the Company with the broadest purposes, objects and powers lawfully permitted a limited liability company under the Act, including, without limitation, production and sale of children’s books and related toys, property of any and every



kind and description and to engage in any and all activities necessary or incidental to the foregoing.

ARTICLE IV.

Registered Agent; Registered Office

The location and street address of the initial registered office shall be Heartbox, L.L.C., 345 Grande View Trail, Maylene, AL 35114, and its registered agent at such address shall be Lisa C. Dorough.

ARTICLE V.

Initial Members


The name and mailing address of the initial members of the Company is as follows:

<u>Name</u>	<u>Address</u>
Lisa C. Dorough	345 Grande View Lane Maylene, AL 35114
Patrick G. Dorough	345 Grande View Lane Maylene, AL 35114

ARTICLE VI.

Additional Members

Additional members can be admitted at such times and upon such terms and conditions as all the members may agree.


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ARTICLE VII.

Initial Managers

The Company's business and affairs shall be managed by one or more managers. The name and business address of the initial managers who are to serve as the managers until the first annual meeting of the members or until his successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Lisa C. Dorough	345 Grande View Trail Maylene, AL 35114
Patrick G. Dorough	345 Grande View Trail Maylene, AL 35114

ARTICLE VIII.

Right to Continue Business

Pursuant to §10-12-34 of the Act, the business of the Company may be continued in the event there are no remaining members, if one or more new members are appointed in the manner stated in the operating agreement.

ARTICLE IX.

Assignment

Except as otherwise provided in the operating agreement, a member may not assign, in whole or in part, his interest in the Company without the prior written consent of all the members.

IN WITNESS WHEREOF, the undersigned, has duly executed these Articles of Organization the 12 day of Apr. 1, 2010.

(Signature) Lisa C. Dorough
Lisa C. Dorough

(Signature) Patrick G. Dorough
Patrick G. Dorough