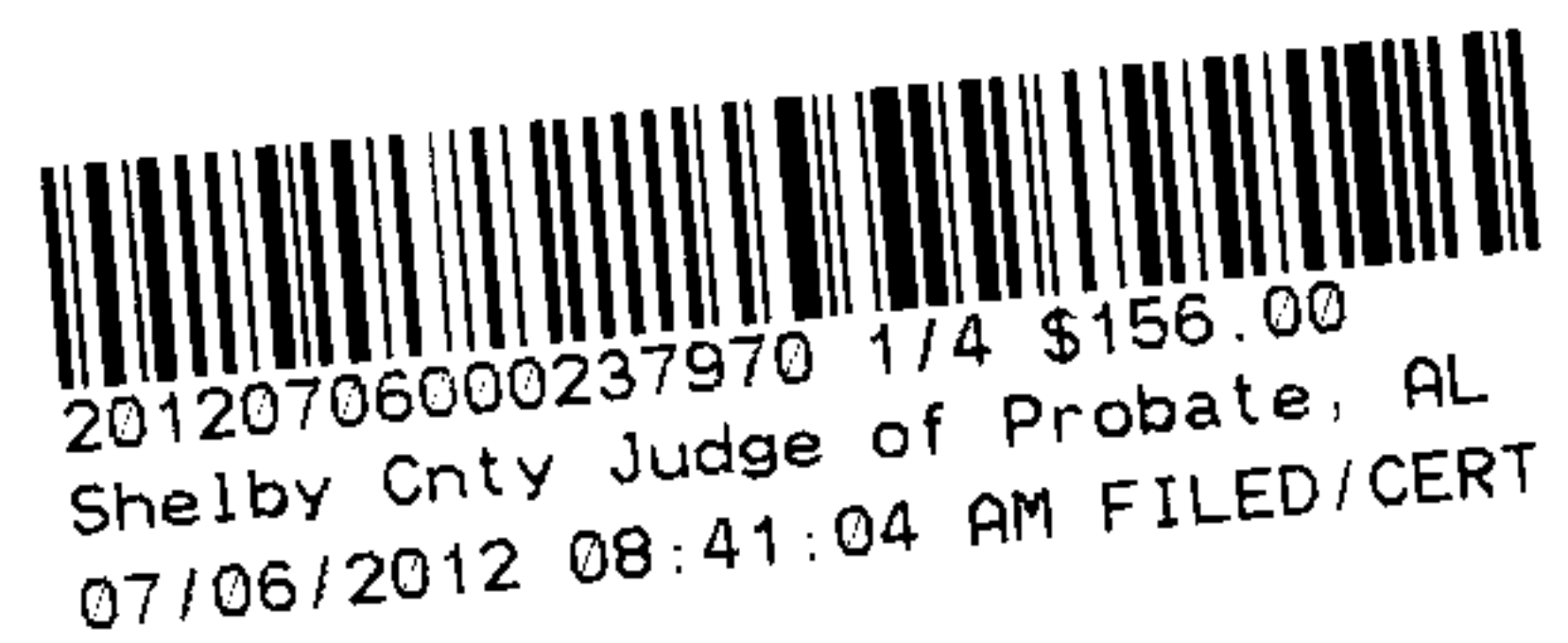


STATE OF ALABAMA)

COUNTY OF SHELBY)



ARTICLES OF ORGANIZATION
OF
DWELLING PROJECT, LLC

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is as follows:

Dwelling Project, LLC.

2. The purpose for which this Limited Liability Company is organized is:

- (a) To engage in the business of sales, refurbishment, and consignment of home décor, furniture and accessories.
- (b) To engage in the transaction of any and all lawful business for which Limited Liability Companies may be organized under the laws of the State of Alabama.

3. The term of the Limited Liability 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 shall be perpetual, provided, however, that the Limited Liability Company shall be dissolved (a) upon written consent of all the Members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

4. The name of the initial registered agent and location and mailing address of the initial registered office, for the Limited Liability Company shall be as follows:

NAME	MAILING ADDRESS
Sidney Jones McDowell	2085 Rossburg Place Calera, AL 35040

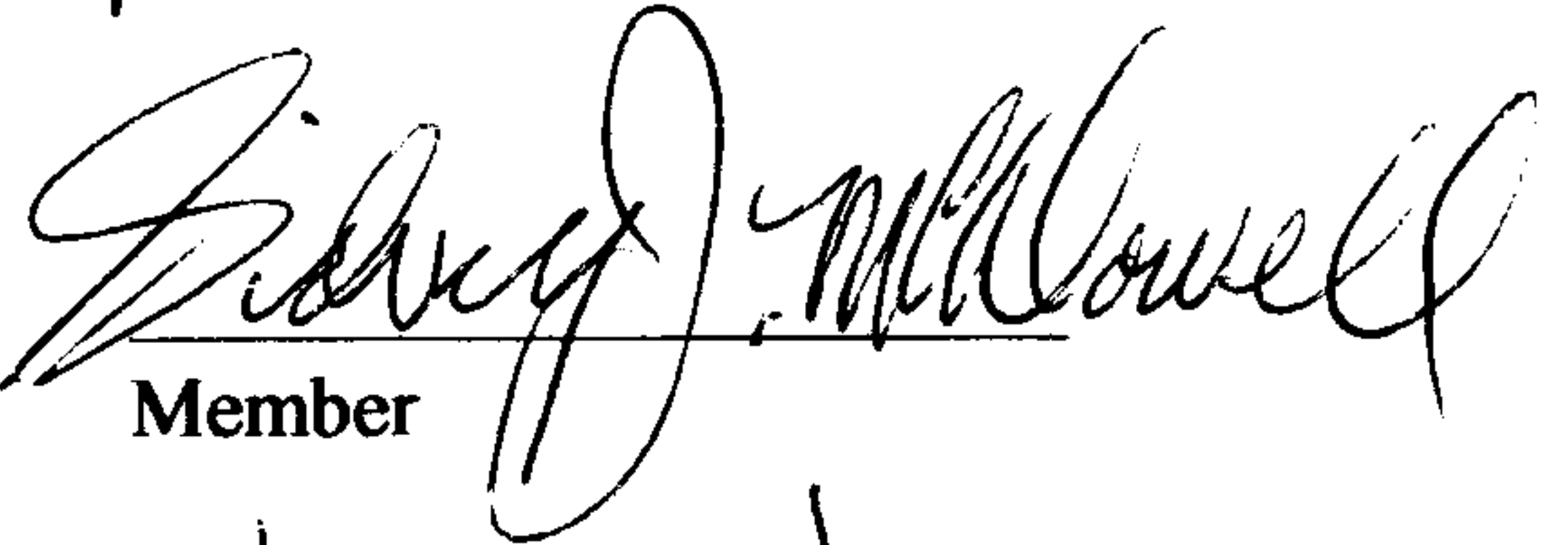
5. The name and mailing address of the initial members in the Limited Liability Company are as follows:

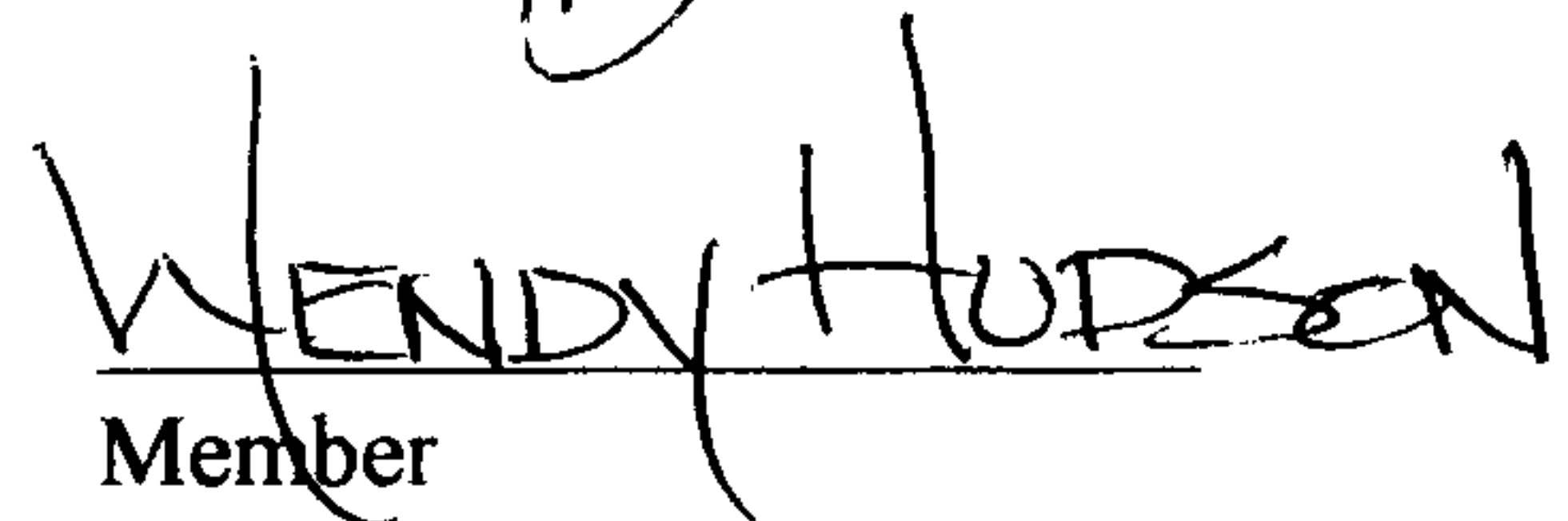
NAME	MAILING ADDRESS
Sidney Jones McDowell	2085 Rossburg Place Calera, AL 35040
Wendy Jane Hudson	2029 Chandapine Cr. Pelham, AL 35124

6. The members or any future members of the Limited Liability Company shall have the right to admit additional members to the Limited Liability Company upon the written consent of all members.
7. The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if there are at least one (1) remaining member.
8. Management of the Limited Liability Company shall be vested exclusively in its members, who shall vote according to their proportionate interests in the company.



IN WITNESS WHEREOF, the undersigned, acting as the initial members of the Limited Liability Company named herein, in accordance with the Alabama Limited Liability Company Act, execute these Articles of Organization this 6th day of July, 2012.


Member


Member

This instrument was prepared by:

Christopher S. Hamer, Esq.

Hamer Law Group, LLC

205 20th Street North, STE 205

Birmingham, Alabama 35203

Phone: 205-218-4436

Fax: 888-908-7234

Email: chris.hamer@hamerlawgroup.com



20120706000237970 3/4 \$156.00
Shelby Cnty Judge of Probate, AL
07/06/2012 08:41:04 AM FILED/CERT

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616


STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Dwelling Project, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Sidney Jones McDowell, 2085 Rossburg Place, Calera,
AL 35040 for a period of one hundred twenty days beginning June 15, 2012 and
expiring October 13, 2012.


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Shelby Cnty Judge of Probate, AL
07/06/2012 08:41:04 AM FILED/CERT



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**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

June 15, 2012

Date

A handwritten signature in cursive script that reads "Beth Chapman".

Beth Chapman

Secretary of State