


Drafted by:
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Office of the Secretary of State
Corporate Section
P.O. Box 5616
Montgomery, Alabama 36103-5616
(Multiple Member – Member Managed)


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Shelby Cnty Judge of Probate, AL
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ARTICLES OF ORGANIZATION
Of
SPOT ON, LLC
An Alabama Domestic Limited Liability Company

BE IT KNOWN that **SPOT ON, LLC**, a limited liability company organized pursuant to the provisions of the Alabama Limited Liability Company Act, *Code of Alabama, as amended*. (1975) (“Act”), and the undersigned hereby adopt these Limited Liability Company Articles of Organization by notice to the Secretary of State of the State of Alabama, as follows:

ARTICLE I
NAME

The name of the limited liability company is: **SPOT ON, LLC**

ARTICLE II
DURATION

The period of duration is as of the filing of the Articles of Organization and shall continue until the earlier of:

- (1) December 31, 2062;
- (2) The written consent of the members and/or the managers to dissolve the Company pursuant to the Provisions of the Operating Agreement referred to below (“Operating Agreement”);
- (3) The occurrence of an event of disassociation of a member specified under the Act, unless the legal existence and business of the company is continued pursuant to the Act or the Operating Agreement;
- (4) The entry of a decree of Judicial Dissolution under the act.

ARTICLE III
PURPOSES

The Limited Liability Company has been organized for the following purposes:
To engage in the transaction of any or all lawful business for which Limited Liability Companies may be organized under the laws of the State of Alabama.

ARTICLE IV
REGISTERED AGENT & OFFICE

Registered Agent and Registered Office. The name of the registered agent as well as the street address of the registered office in Alabama required to be maintained under *the Act* and the principal place of business is in Shelby County Alabama are as follows:

Registered Agent: Rebecca Graves

**Registered Office: 100 Corporate Woods Cir.
Alabaster, AL 35007**

ARTICLE V
INITIAL MEMBERS

Names and Addresses of the original and initial Members are:

**Rebecca Graves
100 Corporate Woods Cir.
Alabaster, AL 35007**


**Susan Kelley Johnsey
100 Corporate Woods Cir.
Alabaster, AL 35007**

ARTICLE VI
MANAGERS

SPOT ON, LLC is to be managed by one or more managers called a "Managing Member." The company shall have two initial managing members. The name and the address of the initial Managing Members are:

**Susan Kelley Johnsey
Rebecca Graves
100 Corporate Woods Cir.
Alabaster, AL 35007**

The above-mentioned managers shall serve as such until their successor is elected and qualified pursuant to the operating agreement. The powers and authority of a managing member are as described in the operating agreement and the act.


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ARTICLE VII
RIGHT TO CONTINUE BUSINESS

The company shall be dissolved and shall commence winding up its affairs upon the first to occur of the expiration of the term of the company or in accordance with the act.

After an event of dissociation of a member, the legal existence and business of the company may be continued if: (i) there are at least one (1) remaining members or at least one (1) remaining member and a new member is admitted; and (ii) within ninety (90) days after the event of dissociation, the holders of a majority of the company's remaining members agree in writing to continue the business and legal existence of the company.

A dissociated member is not entitled to be paid a buy-out price for its interest and shall have only the rights set forth in the company's operating agreement.

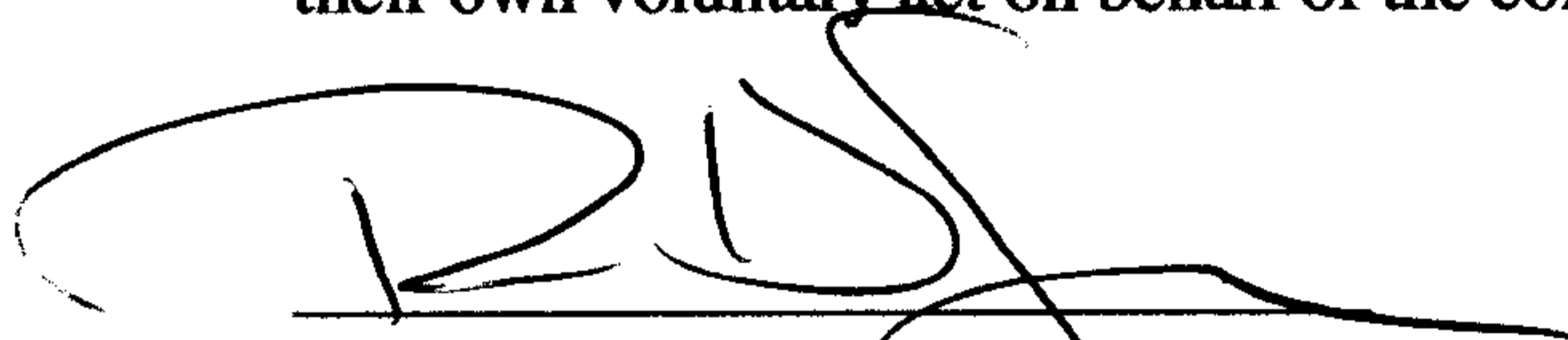
ARTICLE VIII
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS

Additional persons may be admitted to the company as members and membership interests may be created and issued to those persons and to existing members on such terms and conditions as are set forth in the operating agreement.

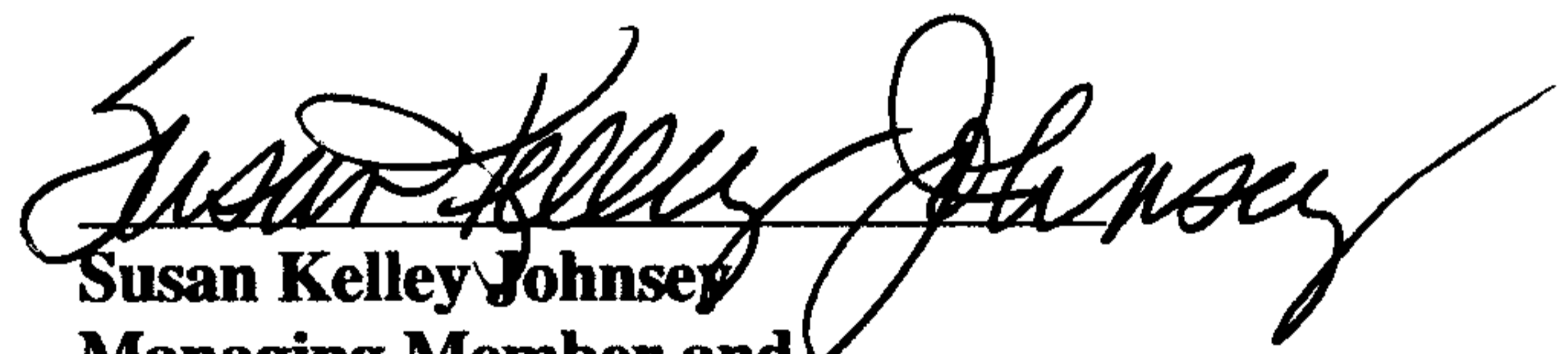
ARTICLE IV
OPERATING AGREEMENT

The business of the company and the relationship of the members are subject to the terms and conditions of that certain operating agreement by and among the initial members. A copy of the operating agreement is maintained at the company's principal office.


IN WITNESS THEREOF, the undersigned Managing Members have executed these articles of organization for **SPOT ON, L.L.C.**, effective as of the **31st** day of **August 2012** as their own voluntary act on behalf of the company.



Rebecca Graves,
Managing Member and
Chief Operating Officer



Susan Kelley Johnsey
Managing Member and
President


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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

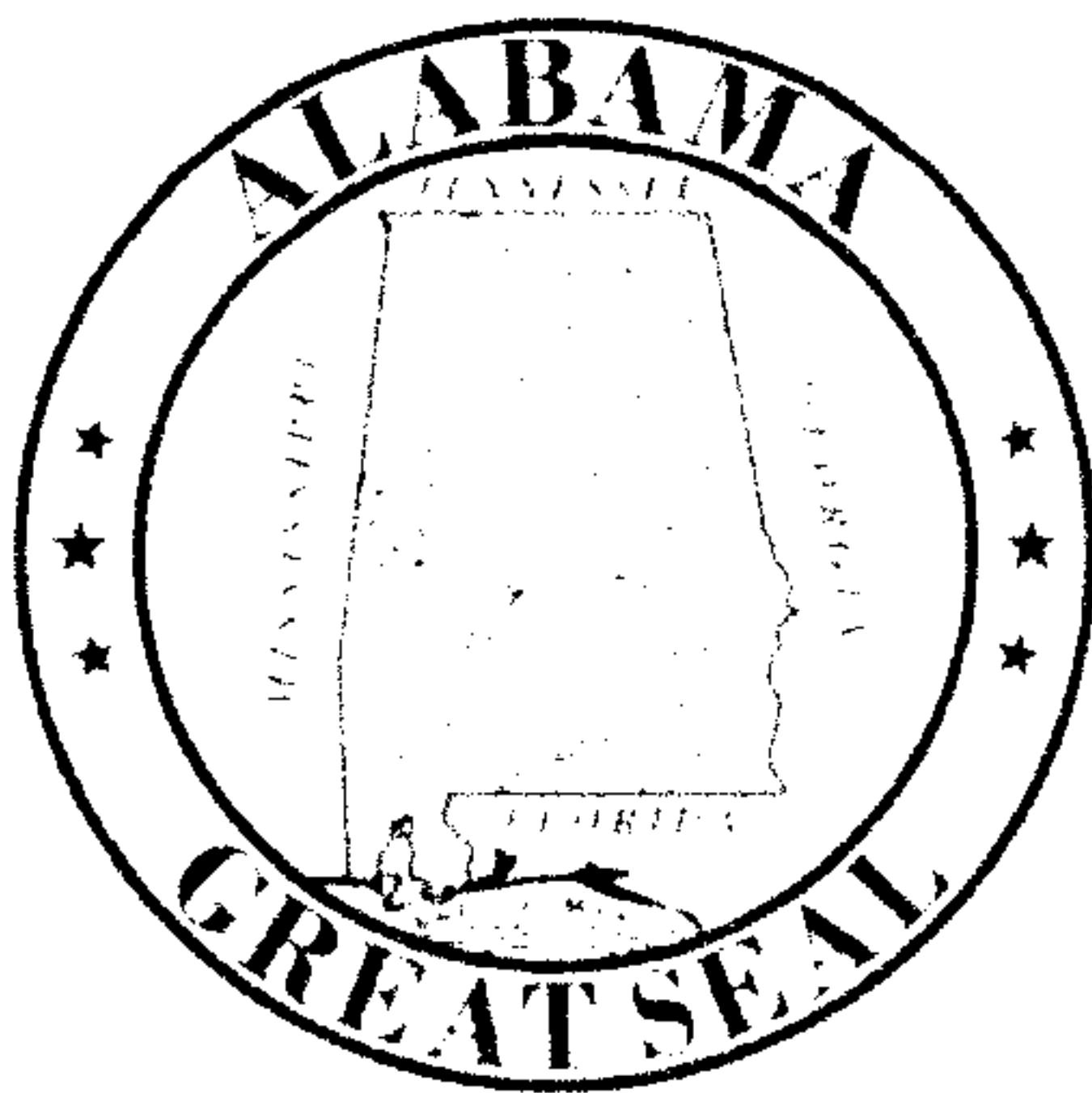
pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

SPOT ON, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Gerald A. Templeton, 400 Union Hill Drive, Ste 210, Birmingham, AL 35209 for a period of one hundred twenty days beginning August 31, 2012 and expiring December 29, 2012.



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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.

August 31, 2012

Date

Beth Chapman

610-327

Beth Chapman

Secretary of State