

STATE OF ALABAMA )  
SHELBY COUNTY )

**ARTICLES OF ORGANIZATION  
OF  
D & D CONSTRUCTION, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the Probate Judge of the County in which the initial registered office of the limited liability company will be located and that the facts stated in these Articles of Organization are true and correct:

**ARTICLE I**

**NAME**

The name of this limited liability company (the "Limited Liability Company") shall be:

**D & D CONSTRUCTION, L.L.C.**

**ARTICLE II**

**DURATION**

The period of duration is perpetual, unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

**ARTICLE III**

**PURPOSES**

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To operate a Construction Contracting business engaged in the business of constructing residential or commercial properties and any activities related thereto.

(b) The Limited Liability Company is organized solely for the purpose specified, and except as otherwise provided in this document, the Limited Liability Company shall not engage in any other activity or business that is not reasonably necessary or appropriate to the accomplishment of its purposes.

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SHELBY COUNTY JUDGE OF PROBATE

004 MCD 80.00

Inst # 1995-11316

*Brown, Turner*

## **ARTICLE IV**

### **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office of the Limited Liability Company shall be 1811-G WOODBROOK CIRCLE, ALABASTER, ALABAMA 35007 and its registered agent at such address shall be JAMES B. WOODS.

## **ARTICLE V**

### **INITIAL MEMBERS**

The names and addresses of the initial members (the "Members") of the Limited Liability are:

<b><u>MEMBER</u></b>	<b><u>ADDRESS</u></b>
DUSTIN F. DYKES	1811-G WOODBROOK CIRCLE ALABASTER, ALABAMA 35007
JAMES B. WOODS	521 COUNTY ROAD 151 JEMISON, ALABAMA 35085
JOYCE W. WOODS	521 COUNTY ROAD 151 JEMISON, ALABAMA 35085

## **ARTICLE VI**

### **ADDITIONAL MEMBERS**

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

## **ARTICLE VII**

### **OPERATING AGREEMENT**

The Operating Agreement of the Limited Liability Company shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with laws or these Articles.

## **ARTICLE VIII**

### **CONTINUATION UPON WITHDRAWAL OF MEMBER**

The Members shall have the right to continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company (collectively, "Withdrawal"), as long as there are at least two remaining Members or at least one remaining Member and a new Member is admitted, and the remaining Members agree to continue the Limited Liability Company by unanimous written consent within 90 days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Limited Liability Company.

## **ARTICLE IX**

### **MANAGEMENT**

Management is vested in JAMES B. WOODS, the managing member of the Limited Liability Company.

## **ARTICLE X**

### **LIABILITIES OF MEMBERS AND MANAGERS**

Members of the Limited Liability Company are not liable under a judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization, on this, the **25th** day of **April, 1995**.

WITNESS:

James B. Woods

Dustin F. Dykes  
DUSTIN F. DYKES

WITNESS:

Joyce W. Woods

James B. Woods  
JAMES B. WOODS

WITNESS:

James B. Woods

Joyce W. Woods  
JOYCE W. WOODS

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