

STATE OF ALABAMA

COUNTY OF SHELBY

125 385

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INCORPORATION Book & Page

08/20/96 03:42:32 PM

W. Hardy McCollum - Probate Judge

Tuscaloosa County, Alabama

ARTICLES OF ORGANIZATION

OF

BEHAVIORAL RESEARCH SERVICES, LLC.

The undersigned two or more persons hereby form a limited liability company under the Alabama Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

I. THE NAME OF THE LIMITED LIABILITY COMPANY:

BEHAVIORAL RESEARCH SERVICES, LLC.

II. THE PERIOD OF ITS DURATION:

Thirty years from the date of filing of these Articles of Organization with the Probate Court of Shelby County, State of Alabama, unless sooner dissolved as provided by statute.

III. THE PURPOSE FOR WHICH THE LIMITED LIABILITY COMPANY IS ORGANIZED:

The Company is organized to operate a private investigative firm, and such other services for which a limited liability company may be organized as agreed upon by the members.

IV. THE LOCATION AND MAILING ADDRESS OF (A) ITS INITIAL REGISTERED OFFICE, AND (B) THE NAME OF ITS INITIAL REGISTERED AGENT AT THAT ADDRESS:

(A) 334 Cahaba Forest Cove, Birmingham, Alabama 35242

(B) John Williams

V. THE NAMES AND MAILING ADDRESSES OF THE INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY:

John Williams, 334 Cahaba Forest Cove, Birmingham, Alabama 35242

Michael Whitlock, 707 E. 6th Street, Tuscumbia, Alabama 35674

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SHELBY COUNTY JUDGE OF PROBATE
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Parson, e. Sutter

Inst # 1996-27956

**VI. THE RIGHT, IF GIVEN, OF THE MEMBERS TO ADMIT
ADDITIONAL MEMBERS, AND THE TERMS AND CONDITIONS OF THE
ADMISSION:**

Additional members may be admitted only at such times and on such terms and conditions as Members may unanimously agree.

**VII. THE RIGHT, IF GIVEN, OF THE REMAINING MEMBERS OF THE
LIMITED LIABILITY COMPANY TO CONTINUE THE BUSINESS AFTER AN
EVENT OF DISSOCIATION TERMINATES THE CONTINUED MEMBERSHIP
OF A MEMBER IN THE LIMITED LIABILITY COMPANY.**

The remaining members of the Company may continue the business upon termination of membership of a Member in the Company upon unanimous agreement and as provided in the Operating Agreement of the Company.

VIII. MANAGEMENT:

The company will be operated by the members and no manager will be assigned. The names and addresses of the members are:

John Williams, 334 Cahaba Forest Cove, Birmingham, Alabama 35242
Michael Whitlock, 707 E. 6th Street, Tusculumbia, Alabama 35674

**IX. ANY OTHER PROVISION FOR THE REGULATION OF THE
INTERNAL AFFAIRS OF THE LIMITED LIABILITY COMPANY:**

None.

IN WITNESS WHEREOF, the undersigned have caused these Articles of
Organization to be executed this 20th day of August, 1996

By: 

John Williams

By: 

Michael Whitlock

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W. Hardy McCollum - Probate Judge

Tuscaloosa County, Alabama

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

I, Melyn S. Grindle, a Notary Public, do hereby certify that on this 20th day of August, 1996, personally appeared before me John Williams, who, being first duly sworn, declared that he read and signed the foregoing Articles of Organization and that the statements therein are true and correct to the best of his knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of August, 1996.

Melyn S. Grindle
Notary Public
My Commission Expires: 3-6-2000

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W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

I, Melyn S. Grindle, a Notary Public, do hereby certify that on this 20th day of August, 1996, personally appeared before me Michael Whitlock, who, being first duly sworn, declared that he read and signed the foregoing Articles of Organization and that the statements therein are true and correct to the best of his knowledge.



IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of August, 1996.

Melyn S. Grindle
Notary Public
My Commission Expires: 3-6-2000

WAIVER OF NOTICE OF THE ORGANIZATIONAL MEETING
OF THE MEMBERS OF
BEHAVIORAL RESEARCH SERVICES, LLC

We, the undersigned, being all of the Members of Behavioral Research Services, LLC, an Alabama Limited Liability Company, hereby waive notice of the organizational meeting of the Members, and hereby consent that the same be held on the 15th day of August, 1996, at _____ .m., in Birmingham, Alabama, and hereby consent that such business be transacted there as may lawfully come before said meeting.

Dated this the 20th day of August, 1996


John Williams

Michael Whitlock

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W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

RESOLUTION OF THE MEMBERS OF
BEHAVIORAL RESEARCH SERVICES, LLC
(AUTHORITY TO OPEN DEPOSIT ACCOUNT)

WHEREAS, it is deemed desirable by the Members of Behavioral Research Services, LLC, that the Company establish a depository for company funds and that the Company designate the persons authorized to withdraw funds from said account,

NOW, THEREFORE, BE IT HEREBY:

RESOLVED, that John Williams and Michael Whitlock may sign all checks and withdraw funds belonging to or held in the name of Behavioral Research Services, LLC in any financial institution.

The signatures of any of the above shall be sufficient to obtain cash on checks made payable to the Company and to negotiate and otherwise transfer such checks.

FURTHER RESOLVED, that the foregoing powers and authority shall continue until written notice of a revocation or modification is received by any financial institution furnished a copy hereof, and this resolution shall supersede all resolutions of like tenor previously furnished to any such financial institution.

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RESOLUTION OF THE MEMBERS OF
BEHAVIORAL RESEARCH SERVICES, LLC
(AUTHORITY TO INVEST FUNDS)

WHEREAS, it is deemed desirable by the Members of Behavioral Research Services, LLC, that the Company's funds be invested from time to time,

NOW, THEREFORE, BE IT HEREBY:

RESOLVED, that the Members shall be authorized to invest the funds of the Company in one or more of the following:

- (1) certificates of deposit from F.D.I.C. or F.S.L.I.C. - insured institutions,
- (2) money market funds sponsored by F.D.I.C. or F.S.L.I.C. members,
- (3) investment grade commercial paper debt instruments, and
- (4) bank repurchase agreements.

FURTHER RESOLVED, that in no event shall the Company's funds be invested in stocks.

FURTHER RESOLVED, that the foregoing powers and authority shall continue until written notice of a revocation or modification is received by any person furnished a copy hereof, and resolution shall supersede all resolutions of like tenor previously furnished any such person.

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W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama
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Cashier: MYR Total: 37.00
Bk/Pg: 125-385
INC INCORPORATION 35.00
Inst # 1996-27956 PJF PROBATE FEES 2.00

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006 MCD 21.00