

# ARTICLES OF ORGANIZATION

OF

## ALLISON, MAY, ALVIS, FUHRMEISTER & KIMBROUGH, 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 affirm that the facts stated in these Articles of Organization are true and correct:

### ARTICLE I

#### Name

The name of the limited liability company ("Company") is Allison, May, Alvis, Fuhrmeister & Kimbrough, L.L.C.

### ARTICLE II

#### Duration

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

### ARTICLE III

#### Purposes

The Company has been organized for the purpose of performing legal services.

### ARTICLE IV

#### Registered Agent and Office

The address of the Company's initial registered office in Alabama is 4513 Valleydale

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Road, Birmingham, Alabama 35242. The name of Company's initial registered agent at that address is Wm. Randall May.

#### **ARTICLE V Initial Members**

The names and addresses of the Company's initial members are:

Lindsey J. Allison  
4513 Valleydale Road  
Birmingham, Alabama 35242

Wm. Randall May  
4513 Valleydale Road  
Birmingham, Alabama 35242

W. Barry Alvis  
4513 Valleydale Road  
Birmingham, Alabama 35242

James W. Fuhrmeister  
4513 Valleydale Road  
Birmingham, Alabama 35242

Julia C. Kimbrough  
4513 Valleydale Road  
Birmingham, Alabama 35242

#### **ARTICLE VI Management**

The Company is to be managed by one or more managers. Each initial manager will serve until the first annual meeting of the members or until their successors are elected and qualified. The initial managers are identified as follows:

Lindsey J. Allison whose mailing address is P.O. Box 380275, Birmingham, Alabama 35238.

Wm. Randall May whose mailing address is P.O. Box 380275, Birmingham, Alabama 35238.

W. Barry Alvis whose mailing address is P.O. Box 380275, Birmingham, Alabama 35238.

James W. Fuhrmeister whose mailing address is P.O. Box 380275, Birmingham, Alabama 35238.

Julia C. Kimbrough whose mailing address is P.O. Box 380275, Birmingham, Alabama 35238.

#### **ARTICLE VII**

##### **Admission of New Members**

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

#### **ARTICLE VIII**

##### **Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.

#### **ARTICLE IX**


##### **No Liability**


The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.


IN WITNESS WHEREOF, we have executed these Articles of Organization on this

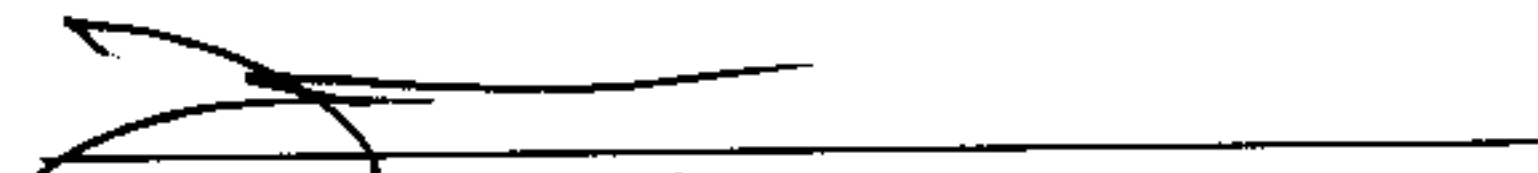
7 day of December, 1997 at Birmingham, Alabama.

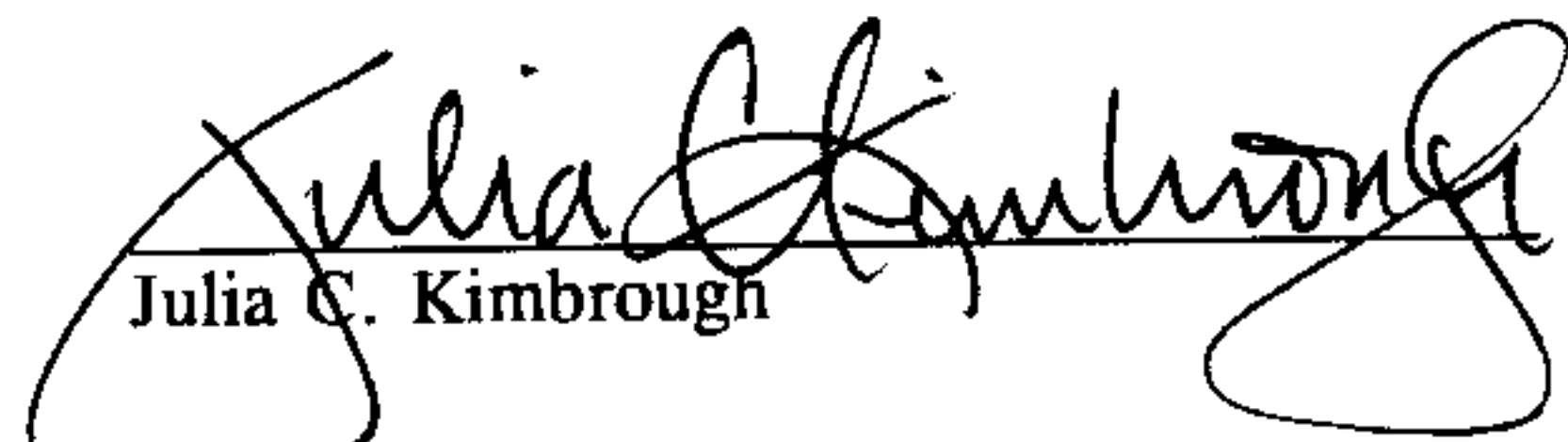
**MEMBERS:**

  
Lindsey J. Allison

  
Wm. Randall May

  
W. Barry Alvis

  
James W. Fuhrmeister

  
Julia C. Kimbrough

Inst # 1997-40112

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SHELBY COUNTY JUDGE OF PROBATE  
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