

## Articles of Organization -- Member-Managed

### ARTICLES OF ORGANIZATION OF CROSS HEATING & AIR, L.L.C

Pursuant to the Provisions of Sections 10-12-1, *et seq.* of the *Code of Alabama* (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

#### ARTICLE I

##### *Name*

The name of the limited liability company is CROSS HEATING & AIR, L.L.C. (the "Company").

#### ARTICLE II

##### *Duration*

The Company shall have a duration from the date of organization until December 31, 2050, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

#### ARTICLE III

##### *Purposes*

The purposes for which the Company is formed are:

- (a) Installation and repair of heating and cooling systems in new and used structures and construction and remodeling such structures and all necessary work to perform the installation and repair of heaters and repair of heating and cooling systems and borrowing money for these purposes and all other activities necessary to carry out these purposes, including but not limited to property and real estate development, asset management and renovating improvements on real estate and real estate;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, property management and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

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(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

#### ARTICLE IV

##### *Registered Office; Registered Agent*

The location and street address of the initial registered office of the Company shall be 5000 Whitling Drive, Pelham, Alabama 35124, and its registered agent at such address shall be Bobby L. Cross.

#### ARTICLE V

##### *Initial Members*

The names and addresses of the initial members are:

Bobby L. Cross (Managing Partner) 5000 Whitling Drive, Pelham, Alabama 35124

#### ARTICLE VI

##### *Admission of Additional Members*

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

## ARTICLE VII

### *Continuation of Business*

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the business of the Company is continued by the written consent of all of the remaining members within 90 days after the occurrence of the event of dissociation.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 15<sup>th</sup> day of January, 19 99, by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.

Bobby L. Cross  
Bobby L. Cross, Member

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