

# ARTICLES OF ORGANIZATION

OF

## THE TOY STATION, A LIMITED LIABILITY COMPANY

### ARTICLE I

#### NAME

The name of this limited liability company is The Toy Station, L.L.C. referred to in these Articles of Organization as the "Company."

### ARTICLE II

#### REGISTERED OFFICE AND AGENT

The registered office of the Company is <sup>2</sup>78<sup>2</sup> Second Street, Helena, Alabama 35080. The Company's registered agent is Robert Hogg, whose office is located at <sup>2</sup>78<sup>2</sup> Second Street, Helena, Alabama, 35080. *REN* *REN*

### ARTICLE III

#### DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2048. Except for prior amendment to this Article III, no act by the Company or its members can avoid that dissolution.

### ARTICLE IV

#### ORGANIZER

The organizer of the Company is Robert Hogg, a natural person at least eighteen (18) years old.

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## **ARTICLE V**

### **PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

## **ARTICLE VI**

### **MANAGEMENT BY ROBERT HOGG**

The Company will be managed by Robert Hogg. Robert Hogg shall have full and final authority with respect to any and all decisions related to the Company, unless otherwise stated herein.

## **ARTICLE VII**

### **IDENTIFICATION OF MEMBERS**

The names and addresses of the members of the Company are:

Robert Hogg  
301 Ashland Lane  
Birmingham, Alabama 35226

Michael Hogg  
1621 Riverchase Trail  
Hoover, Alabama 35244

Geoff Hogg  
2975 Long Meadow Lane  
Birmingham, Alabama 35216

## **ARTICLE VIII**

### **ADMISSION OF NEW MEMBERS**

#### **Section 8.01          New Members Who Acquire Their Membership Interests From the Company**

(a) Admission by Members. The members may admit a new member on whatever terms the members see fit. However, Robert Hogg shall have final decision making authority to

approve the admission of a new member subject to 8.01 (b).

(b) Admission by Sole Remaining Member.

A sole remaining member of the Company may admit a new member as he sees fit.

**Section 8.02                      New Members Who Acquire Their Membership Interests From a  
Current Member**

No member may transfer any portion of the member's membership interest, or any rights to participate in the management of the Company, without the written consent of all of the other members. If the members give the required consent, the transferee is admitted to membership in the Company. If the members do not give the required consent, the transferee does not become a member and has no right to participate in the management of the company.

**ARTICLE IX**

**DISSOLUTION**

**Section 9.01 Dissolution Upon the Occurrence of Specified Events**

The occurrence of any of the following events or conditions will cause the Company to dissolve automatically:

- a. the sole written consent of the manager, Robert Hogg.
- b. any member dies, withdraws, becomes a Bankrupt Member, or dissolves, or any other event occurs that terminates the continued membership in the Company of any Member; provided, however, that if an event described in this section occurs and at least two other members remaining, the Company shall not be dissolved, and the business of the Company shall be continued, if all Members so agree.
- c. any event specified in the Alabama Limited Liability Company Act.
- d. the written consent of all members.

Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

## ARTICLE X

### DISTRIBUTIONS

#### Section 10.01 Interim Distributions

The Company may make interim distributions of property to its members as determined by the manager, Robert Hogg.

#### Section 10.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as determined by manager, Robert Hogg.

## ARTICLE XI

### RELATIONSHIP OF ARTICLES OF INCORPORATION TO OPERATING AGREEMENT

Should the members of the Company ever decide to adopt an operating agreement, then, if a provision of these Article of Organizations differs from a provision of the Company's operating agreement, to the extent allowed by law, the operating agreement will govern.

Executed this 27<sup>th</sup>, day of January, 1999.

BY:

Robert Hogg  
Robert Hogg

Michael Hogg  
Michael Hogg

Geoff Hogg  
Geoff Hogg

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