

STATE OF ALABAMA)
)
SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF**

WHITWORTH INSURANCE AGENCY, LIMITED LIABILITY COMPANY

Pursuant to the provisions of Ala. Code, Section 10-12-1, et seq. (this act as amended from time to time is referred to herein as the "Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE ONE

NAME

The name of the Limited Liability Company shall be: Whitworth Insurance Agency, Limited Liability Company.

ARTICLE TWO

PERIOD OF DURATION

The period of duration of the Limited Liability Company is unlimited from the date of the filing of these Articles of Organization.

Inst # 1999-27554

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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE THREE

PURPOSE

The Limited Liability Company has been organized for the following purposes: Issuance of insurance including but not limited home, auto, fire, liability, disability, and life in accordance with the laws of the State of Alabama.

ARTICLE FOUR

REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office shall be and the name of its registered agents at such address are 1109 Townhouse Road, Suite 201, Helena, Alabama 35080. Registered Agent: Allen D. Whitworth.

ARTICLE FIVE

INITIAL MEMBERS

The names and addresses of the initial Members are:

<u>Name</u>	<u>Address</u>
Allen D. Whitworth	326 Wixford Trace Alabaster, AL 35007
Connie Whitworth	326 Wixford Trace Alabaster, AL 35007

ARTICLE SIX

ADDITIONAL MEMBERS

Any Member acquiring an interest directly from the Limited Liability Company must obtain the written consent of all provisions for admission of additional Members. An assignee of an interest of the Limited Liability Company may become a Member only if the other Members unanimously consent, unless otherwise provided in the Operating Agreement, and such consent must be in compliance with Section 10-12-33A(1) of the Act unless otherwise provided in the Operating Agreement.

ARTICLE SEVEN

CONTINUATION AFTER AN EVENT OF DISSOCIATION

The Limited Liability Company shall dissolve upon the death, retirement, expulsion, bankruptcy or dissolution of any of the Members of the Limited Liability Company unless there is at least one remaining members and the business of the Limited Liability Company is continued within ninety (90) days after the occurrence of the event of dissociation, by the written consent of all remaining Members.

ARTICLE EIGHT

MANAGER

The Limited Liability Company will be managed by a manager. The name and address of the manager who will serve until the first annual meeting of Members or until a successor manager is elected and qualified is as follows:

Name

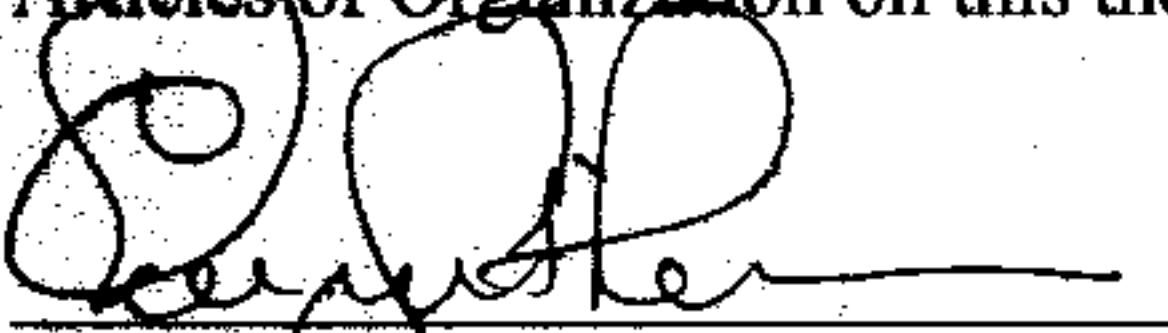
Address

Allen D. Whitworth

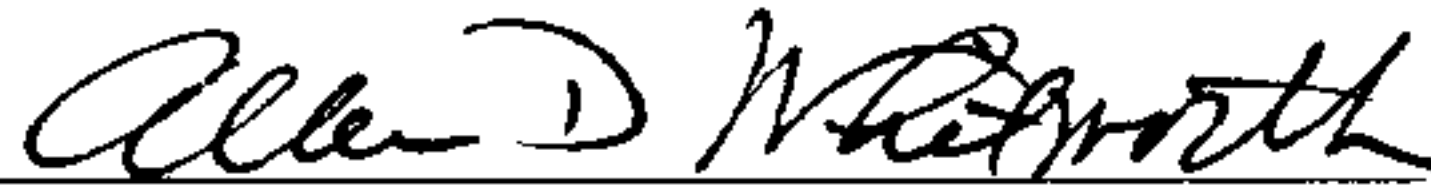
326 Wixford Trace
Alabaster, AL 35007

IN WITNESS WHEREOF, the undersigned Members have executed these

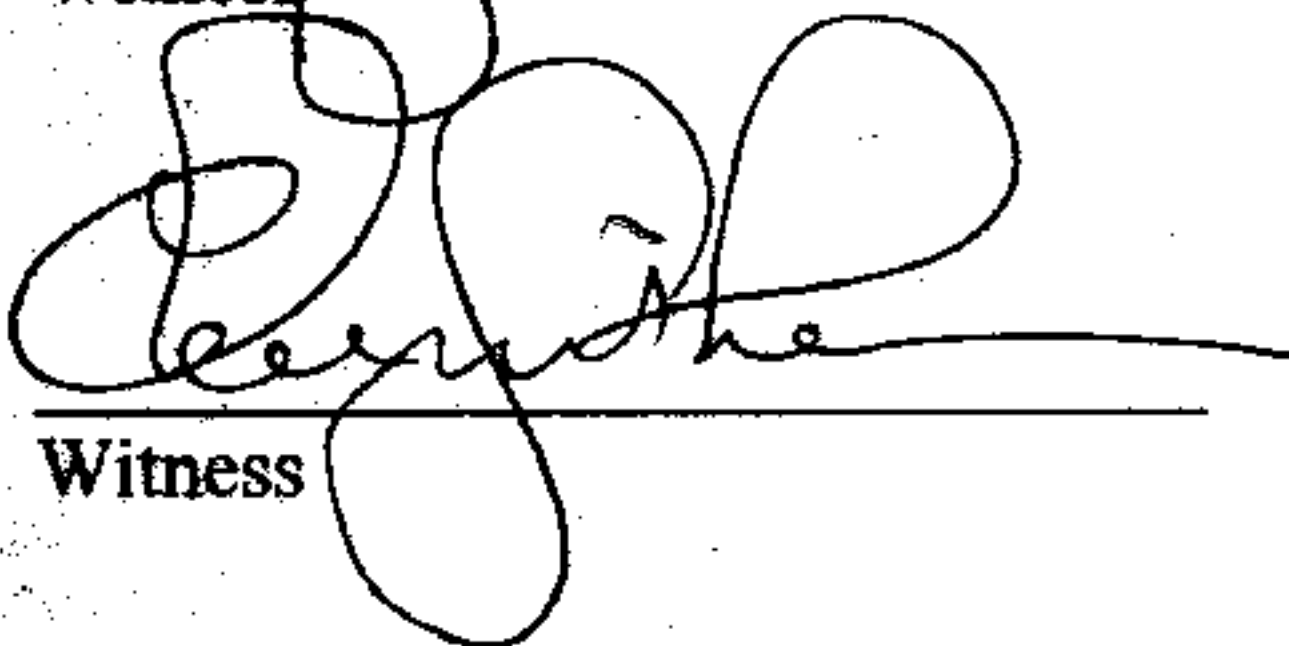
Articles of Organization on this the 28th day of June, 1999.



Witness



Allen D. Whitworth



Witness



Connie Whitworth

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