

# **ARTICLES OF ORGANIZATION**

**OF**

## **SWAN ENTERPRISES, LLC**

Pursuant to the Alabama Limited Liability Company Act, the undersigned hereby adopts the following Articles of Organization:

### **ARTICLE ONE**

The name of the Limited Liability Company shall be Swan Enterprises, LLC.,

### **ARTICLE TWO**

The duration of the Limited Liability Company shall be perpetual.

### **ARTICLE THREE**

The Limited Liability Company shall be organized for the following purposes:

1. To engage in management consulting to include but not limited to: project and construction management support; litigation support through expert testimony; commercial, industrial and residential real estate development, sales and management; and generally to perform and provide all kinds and types of related services to individuals, businesses and industrial organizations not specifically prohibited by statute or law.

2. To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm association or any corporation, city, town, county, body politic, state, territory, government, or any governmental division, corporation or agency.

3. To acquire, purchase, lease, rent, hold, convey, sell and otherwise dispose of property of all nature and kind, whether real or personal, tangible or intangible, that are necessary and incidental to the accomplishment of the purposes of this Limited Liability Company.

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4. To acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, or any other property; to hold or in any manner dispose of the whole or any part of the property as purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

5. To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of the capital stock, bonds, or other evidences of indebtedness created by other corporations, and while the holder of such stock, to exercise all rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

6. To borrow money for any of the purposes of this Limited Liability Company, and to issue bonds, debentures, stocks, notes, and other obligations thereof, without security, or secured by, pledge or mortgage of the whole, or any part of its property, real and personal; and to draw, make, accept, endorse, discount, guarantee, execute and issue promissory notes, bill or exchange, drafts, warrants, and all kinds of obligations and certificates and negotiable or transferable instruments.

7. To protect the services of the Limited Liability Company, or any part thereof by trademarks, trade names, or any distinguishing name or title, and to acquire or take over the trademarks, trade name, process, formulas, patent rights, inventions, and apparatus useful and convenient in the conduct of the said services of the Limited Liability Company.

8. To have one or more offices, and to conduct any or all of its operations and business and to promote its objects within or without the State of Alabama, without restriction as to place or amount.

9. To do such other things as are incidental, proper, or necessary to the operation of the business, or to the carrying out of the objects, purposes, powers and privileges herein granted, as well as to exercise all those powers expressly conferred on Limited Liability Companies and enumerated in the Alabama Limited Liability Company, together with all other rights bestowed upon such Limited Liability Companies under the laws of the State of Alabama.

The foregoing clauses shall be construed as objects, purposes, powers and provisions for the regulation and conduct of the business and affairs of the Limited Liability Company, the members, in addition to those powers specifically conferred upon the Limited Liability Company by law, and it is hereby expressly provided that the foregoing specific enumeration of objects shall not restrict in any manner the powers of the Limited Liability Company otherwise granted by law.

#### **ARTICLE FOUR**

The location and mailing address of the initial registered office of the Limited Liability Company shall be 6 Muirfield Village, Birmingham, Alabama 35242. The name of the Limited Liability Company's registered agent at said address shall be G. Dirk Rozendale, 6 Muirfield Village, Birmingham, Alabama 35242.

#### **ARTICLE FIVE**

The names and addresses of the initial members of the Limited Liability Company are:

G. Dirk Rozendale  
6 Muirfield Village  
Birmingham, Alabama 35242

Katherine M. Rozendale  
425 Old Brook Circle  
Birmingham, Alabama 35242

M. Louise Rozendale  
951 Greystone Court Circle  
Birmingham, Alabama 35242

Helen E. Rozendale  
201 Riverview Drive  
Marietta, Georgia 30067

## ARTICLE SIX


The Limited Liability Company shall be managed by the following who shall serve as managers until the first annual meeting of members or their successors are elected and qualify.

G. Dirk Rozendale  
6 Muirfield Village  
Birmingham, Alabama 35242

David S. Rozendale  
6 Muirfield Village  
Birmingham, Alabama 35242

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the Limited Liability Company are permitted to be set out in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned member(s)/organizer executed these Articles of Organization on this the 18<sup>th</sup> day of December 2001.

  
\_\_\_\_\_  
Signature of Member/Organizer

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