

**ARTICLES OF ORGANIZATION  
OF  
TIME OUT SPORTS CLUB OF PELHAM, 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 Time Out Sports Club of Pelham, L.L.C. (the "Company").

**ARTICLE II**

*Duration*

The duration of the Company shall be perpetual unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act").

**ARTICLE III**

*Purposes*

The purposes for which the Company is formed are:

- (a) To operate as a Sunday club pursuant to all applicable laws and under any name as allowed by law, including, but not limited to, d/b/a Time Out Sports Club of Pelham;
- (b) To operate, administer, manage, direct, oversee, control, purchase, acquire, own, hold, use, sell, convey, assign, exchange, trade, transfer, lease, and deal in any aspect of restaurant or dining businesses, or any other related businesses, of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation; including, but not limited to, the serving of food, beverages, alcohol, liquor, and the sale of any goods, wares and merchandise of any kind or character, wherever situated, or the operation,

administration, management, and direction of any form of restaurant or eating establishment or any similar operation or business, or any interest therein of any kind or character;

(c) To purchase, take, receive, rent, lease or otherwise acquire, own, hold, manage, improve, rent, lease, 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;

(d) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(e) 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, stocks, shares, bonds or other interests in, or obligations of, corporations, associations, partnerships, limited liability companies, limited liability partnerships, mutual funds, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(f) 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

(g) 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 Suite 100, 3176 Cahaba Heights Road, Birmingham, Alabama 35243, and its registered agent at such address shall be C. Amos Mitchim.

## **ARTICLE V**

### *Initial Members*

The names and addresses of the initial members are:

Dewayne Wood	6240 CR 51 Wilsonville, Alabama 35186
Dominick Giovannelli	P.O. Box 660847 Birmingham, Alabama 35226
John DiGiorgio	3043 Cahaba Cliff Drive Birmingham, Alabama 35243

## **ARTICLE VI**

### *Admission of Additional Members*

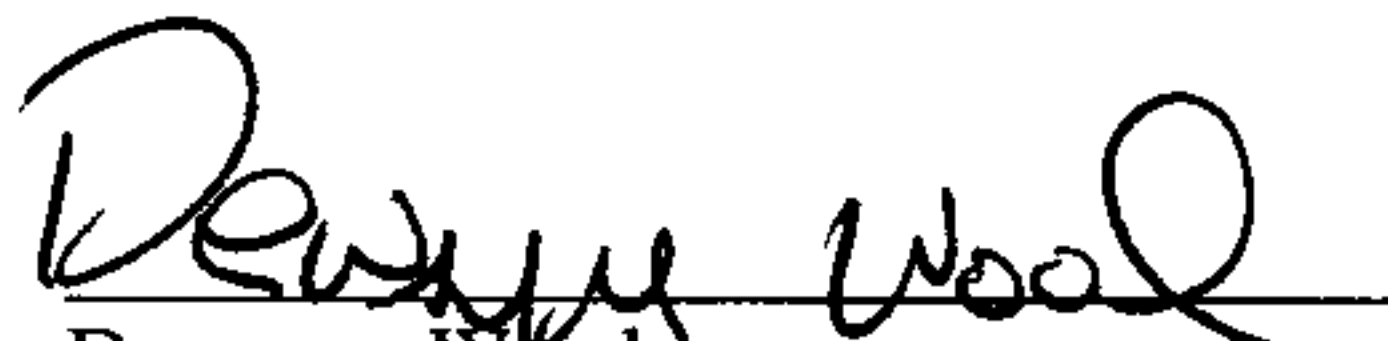
Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

## **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) 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, and (ii) any other applicable requirements of the Provisions of Sections 10-12-1, *et seq.*, of the *Code of Alabama* (1975) for the continuation of business are met.

IN WITNESS WHEREOF, these Articles have been subscribed as of the \_\_\_\_\_ day of January, 2002, by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.

  
Dewayne Wood

  
Dominick Giovannelli

  
John DiGiorgio

Inst # 2002-02585

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01/15/2002-02585  
11:50 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 MEL 80.00