

**ANTHONY'S HEATING & AIR, L.L.C.**

**ARTICLES OF ORGANIZATION**

Pursuant to the Code of Alabama Title 10-12-10, **ANTHONY'S HEATING & AIR, L.L.C.**, files this their Articles of Organization, giving the following required information:

1. **NAME OF THE LIMITED LIABILITY COMPANY:**

**ANTHONY'S HEATING & AIR, L.L.C.**

2. **PERIOD OF DURATION:**

Perpetual.

3. **PURPOSE OF LIMITED LIABILITY COMPANY:**

The purpose for which the L.L.C. is organized is, to engage in the application of heating ventilation air conditioning and heating ventilation air conditioning materials on commercial, industrial, and residential buildings of all types, new and old; and to engage in the general heating ventilation air conditioning contractors business or otherwise, and any other purpose that is legally permitted.

4. **LOCATION OF AND NAME AND ADDRESS OF INITIAL REGISTERED OFFICE AND AGENT:**

**ADDRESS OF REGISTERED OFFICE:**

2025 Diane Lane  
Alabaster, AL. 35007

**NAME AND ADDRESS OF REGISTERED AGENT:**

John Anthony  
2025 Diane Lane  
Alabaster, AL. 35007

5. **NAME AND ADDRESS OF INITIAL MEMBERS:**

John Anthony  
2025 Diane Lane  
Alabaster, AL. 35007

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**6. ADMISSION OF ADDITIONAL MEMBERS:**

Additional members may be admitted to the L.L.C., by a unanimous vote of the members of the L.L.C., and upon full payment by the new member of their equity share, as agreed to by the L.L.C. members and the new member. The L.L.C. reserves the right to amend from time to time, the requirements for membership as set forth in the Operating Agreement.

**7. CESSATION OF MEMBERSHIP CAUSING DISSOLUTION:**

When the L.L.C. has only one member and that member decides for any reason that cessation is in the best interest of the L.L.C., said act shall constitute sufficient reason for the dissolution of the Limited Liability Company.

**8. LIMITED LIABILITY COMPANY MANAGER:**

The L.L.C. will be managed by a Manager who shall be:

John Anthony  
2025 Diane Lane  
Alabaster, AL. 35007

until replaced by the members of the L.L.C., according to the Operating Agreement.

**9. POWERS OF THE L.L.C.:**

- (a) To sue and be sued, complain and defend, in its name.
- (b) To purchase, take and receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property, or an interest in it, wherever situated.

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- (c) To sell, convey, mortgage, encumber, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to and otherwise assist its members.
- (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 shares or other interests in or obligations of domestic or foreign limited liability companies, domestic or foreign corporations, associations, general or limited partnerships, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality, or any instrumentality thereof.
- (f) To make contracts, guarantees, and indemnity agreements and incur liabilities; borrow money at those rates of interest as the Limited Liability Company may determine; issue notes, bonds, and other obligations; and secure any of its obligations by mortgage, pledge of, or creation of security interest in, all or any of its property, franchises, or income; make contracts of guaranty and surety which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company and of a corporation of which the majority of the stock is owned, directly or indirectly, by the contracting company; or make other contracts of guaranty and surety which are necessary or convenient to conduct, promotion, or attainment of the business of the contracting company, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as it may be amended from time to time.
- (g) To lend money for any lawful purpose, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

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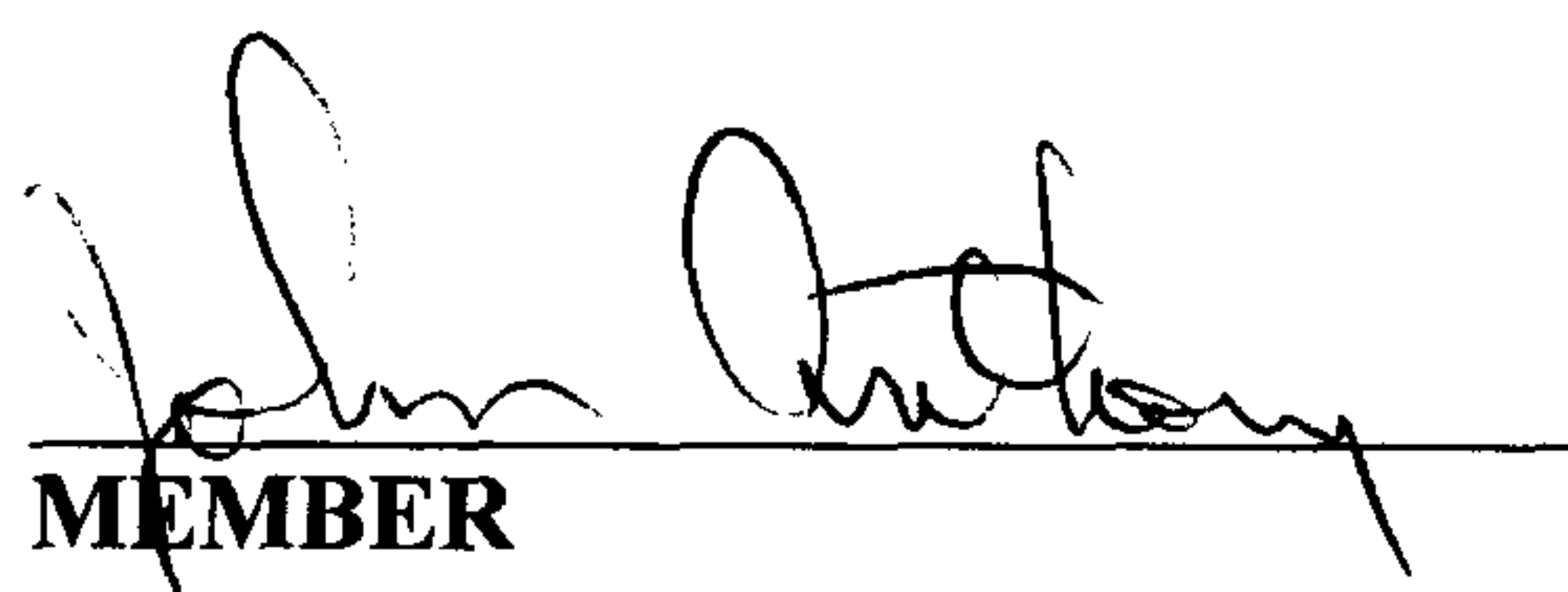
- (h) To conduct its business, carry on its operations, and have exercise the powers granted by the Code of Alabama, Title 10-12-10, in any state, territory, district, or possession of the United States, or in any foreign country.
- (i) To elect or appoint members and agents of the limited liability company, and define their duties and fix their compensation.
- (j) To make and alter the operating agreement, not inconsistent with its articles of organization or with the laws of the State of Alabama, for the administration and regulation of the affairs of the limited liability company.
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (l) To transact any lawful business which the members find will be in aid of L.L.C. policy.
- (m) To pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive plans for any or all of its members, managers, employees, former members, managers, or employees.
- (n) To indemnify a member, manager, or employee, or former member, manager, or employee of the limited liability company against expenses actually and reasonably incurred in connection with the defense of an action, suit, or proceeding, civil or criminal, in which the member, manager or employee is made a party by reason of being or having been a member, manager, or employee of the limited liability company, except in relation to matters as to which the member, manager, or employee is determined in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty; to make any other indemnification that is authorized by the articles of organization, the operating agreement, or by a resolution

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adopted by the members after notice (unless notice is waived); to purchase and maintain insurance on behalf of any person who is or was a member, manager, or employee of the limited liability company against any liability asserted against and incurred by the member, manager, or employee in any capacity or arising out of the member's, manager's, or employee's status as such, whether or not the limited liability company would have the power to indemnify the member, manager, or employee against that liability under the provisions of the Code of Alabama, Title 10-12-10.

- (o) To cease its activities.
- (p) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.
- (q) To become a partner, limited partner, shareholder, member, or associate of a general partnership, limited partnership, registered limited liability partnership, corporation, joint venture or similar association, or another limited liability company.
- (r) To become a promoter, incorporator, organizer, or manager of any corporation, general partnership, limited partnership, registered limited liability partnership, limited liability company, joint venture, trust, or other enterprise.

Signed this 04<sup>th</sup> day of October, 2003.

  
MEMBER

MEMBER