


# Limited Liability Company Articles of Organization Of DGB Enterprises, LLC

  
20040505000237160 Pg 1/5 80.00  
Shelby Cnty Judge of Probate, AL  
05/05/2004 14:10:00 FILED/CERTIFIED

KNOW ALL MEN BY THESE PRESENTS, pursuant to the provisions of Act Number 93-724 of the 1993 Alabama Legislature titled the Alabama Limited Liability Company Act, the undersigned hereby adopt the following Limited Liability Company Articles of Organizations, to establish a business organization dedicated to the pursuit of all legal trade and commerce in the State of Alabama.

1. The name of the Liability Company shall be DGB Enterprises, LLC  
LIMITED LIABILITY COMPANY.
2. The registered office of the company is located at 3405 Charming Wood Lane, City of Birmingham, State of Alabama. Its registered agent is Donald P. Brobst for service of process.
3. The principal place of business of the Company is located at 3405 Charming Wood Lane, City of Birmingham, State of Alabama.
4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.
5. The duration of the Limited Liability Company shall be indefinite, unless sooner dissolved in accordance with the Laws of the State of Alabama pertaining to the dissolution of Limited Liability Companies.
6. Indemnification.
  - a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending, or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that he or she is or was a managing member of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts

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paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.

- b. The foregoing indemnification shall not apply in the case of an action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnization; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court.
- c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a manager, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnification by the corporation.

7. Composition of management. The management of the company will be vested in a board of managers, consisting of a number not more than one, who are required to be members of the company, designated in accordance with the terms of the company operating agreement.

8. The amount of capital each Member has contributed or has agreed to contribute:

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**Member  
Capital Contributed**

Donald P. Brobst	40%
Gwen R. Brobst	30%
Jonathan Brobst	10%
Wendy Brobst	10%
Andrea Brobst	10%

9. The number of initial members shall be four, and they shall govern the affairs and business of the Limited Liability Company. The names and addresses of the Member(s) of the Company are as follows:

Donald P. Brobst  
3405 Charing Wood Lane  
Birmingham, AL 35242

Gwen R. Brobst  
3405 Charing Wood Lane  
Birmingham, AL 35242

Jonathan Brobst  
3405 Charing Wood Lane  
Birmingham, AL 35242

Wendy Brobst  
3405 Charing Wood Lane  
Birmingham, AL 35242

Andrea Brobst  
3405 Charing Wood Lane  
Birmingham, AL 35242

10. One manager shall manage the Limited Liability Company and will serve until his/her successor is elected and qualified. The Limited Liability Company will be member managed. The manager of the Limited Liability Company will have the sole discretion as to the admission of additional members. The manager is listed herewith as follows:

**Donald P. Brobst**

b. The 1st Manager of the Limited Liability Company as listed above, shall serve as the registered agent of the Limited Liability Company.

11. The company shall have the right to add additional Members or dismiss


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such members according to the terms of the Operating Agreement.

12. The Members may only discontinue business upon an event of dissolution only according to the terms of the Operating Agreement.


13. The company shall be initially organized with at least two Members.


**MANAGING MEMBER(S):**

  
Signature

  
Signature

**MEMBERS:**

  
Signature

  
Signature

  
Signature

\_\_\_\_\_  
Signature

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Articles of Organization  
DGB Enterprises, LLC

STATE OF Alabama

COUNTY OF Tuscaloosa

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On the 5<sup>th</sup> day of May, 2004, personally appeared  
before me Donald + Gwen Brobst, the signer(s) of the within  
instrument, who duly acknowledged to me that they executed the same.

Amy Boinclain  
Notary Public State at Large

Po Box 2250 Tuscaloosa, AL 35403  
Residing at:

07-29-2006  
My Commission expires:

DB\_\_\_\_, GB\_\_\_\_  
WB\_\_\_\_, JB\_\_\_\_, AB\_\_\_\_