


ARTICLES OF ORGANIZATION OF  
*Shade Holdings, LLC*

  
20040702000367950 Pg 1/2 80.00  
Shelby Cnty Judge of Probate, AL  
07/02/2004 14:48:00 FILED/CERTIFIED

PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE  
UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.

ARTICLE I  
NAME OF LIMITED LIABILITY COMPANY

The name of the Limited Liability Company is Shade Holdings, LLC.

ARTICLE II  
DURATION OF LIMITED LIABILITY COMPANY

The L.L.C. shall exist for a period of time allowed under Alabama Limited Liability Company Act.

ARTICLE III  
PURPOSE AND POWERS

Purpose: The purpose of the L.L.C. shall be to transact all lawful business or businesses for which a LLC may be organized pursuant to applicable state law.

Powers: In addition to the powers specifically provided by state law, the L.L.C. shall have and may exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV  
REGISTERED AGENT AND OFFICE

The name and address of the Registered Agent and office is Samuel R. Shade, 110 Southledge, Birmingham, AL 35242.

ARTICLE V  
INITIAL MEMBERS & ORGANIZER

The name and address of the initial members and organizer is as follows:

NAME	ADDRESS
Samuel R. Shade, Organizer & Member	110 Southledge Birmingham, AL 35242
Justin Shade, Member	110 Southledge Birmingham, AL 35242

## ARTICLE VI LIMITED LIABILITY COMPANY MANAGERS

The number of Managers is one and the name and address of the Manager to serve until the first annual meeting of the members or until successors are elected and qualified are:

NAME	ADDRESS
Samuel R. Shade	110 Southledge, Birmingham, AL 35242

The personal liability of member(s) for fiduciary breaches of care to the L.L.C. shall be eliminated, or in the alternative, limited to the extent that the elimination or limitation of personal liability of the director is permitted by the Alabama Limited Liability Company Act, as well as by any statutory amendments that expand the elimination or limitation of such liability.

## ARTICLE VII INDEMNIFICATION OF MEMBERS, MANAGERS, EMPLOYEES, FIDUCIARIES, AND AGENTS

Pursuant to applicable state law, each Member, Manager, Employee, Fiduciary or Agent of the L.L.C. (and his heirs, executors and administrators) shall be indemnified by the L.L.C. against expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved or to which he/she may be made party by reason of his/her being or having been a Member, Manager, Employee, Fiduciary or Agent of the L.L.C. (whether or not he/she continues to be a Member, Manager, Employee, Fiduciary or Agent at the time of imposing or incurring such expenses), except in respect of matter as to which he/she shall be finally adjudged in such action, suits or proceeding to be liable for negligence or misconduct. Subject to applicable state law, in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matter covered by the settlement as to which the L.L.C. is advised by counsel that the person to be indemnified did not commit breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled under applicable state law.

IN WITNESS THEREOF, the undersigned member executed these Articles of Organization on the 21 day of June, 2004 at Birmingham, Alabama.

*June*

*Samuel Shade*

Samuel R. Shade  
Member/Organizer