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Shelby Cnty Judge of Probate, AL
06/01/2005 03:56:28PM FILED/CERT

This instrument prepared by:
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2080 Valleydale Road, Suite 10
Birmingham, AL 35244

**ARTICLES OF ORGANIZATION
OF
REBECCA'S, LLC**

TO THE JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act (the "Act"), Section 10-12-1, et seq., Code of Alabama (Supp. 1998), does hereby certify as follows:

1. **NAME.** The name of the limited liability company is:
REBECCA'S, LLC
(hereinafter referred to as the "Company").

2. **DURATION.** The period of the company's duration shall be perpetual, provided that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in Section 10-12-27 of the Act.

3. **PURPOSES.** The Company has been organized and the objects to be carried on and promoted by it are as follows:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the company may engage.

(b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the company may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Alabama with all the powers conferred on limited liability companies by the laws of the State of Alabama.

(e) To restrict the manner in which the persons become members of the company and to execute a written operating agreement to carry these restrictions into effect.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose of the attainment of any of the objectives or the furtherance of any of the powers set forth in these ARTICLES OF ORGANIZATION, incidental to, pertaining to, or growing out of its business or otherwise, and at all times to comply with the

provisions of the Alabama Limited Liability Company Act as currently enacted and as may be hereafter amended or superseded by any other statute.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at such address are as follows:

REBECCA CALDWELL COWDEN
5204 Harvest Ridge Lane
Birmingham, AL 35242

5. INITIAL MEMBERS. The names and mailing addresses of the initial members of the Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
REBECCA CALDWELL COWDEN	5204 Harvest Ridge Lane Birmingham, AL 35242
MERRI CALDWELL	5204 Harvest Ridge Birmingham, AL 35242
ANN PLOURDE	504 19 th Street South Birmingham, AL 35205

6. ORGANIZER. The name and address of the person authorized to act as Organizer of the Company is as follows:

REBECCA CALDWELL COWDEN
5204 Harvest Ridge Lane
Birmingham, AL 35242

7. ADDITIONAL AND SUBSTITUTE MEMBERS. Any new or substitute members shall be admitted to the Company only in accordance with the terms set forth in the Operating Agreement of the Company.

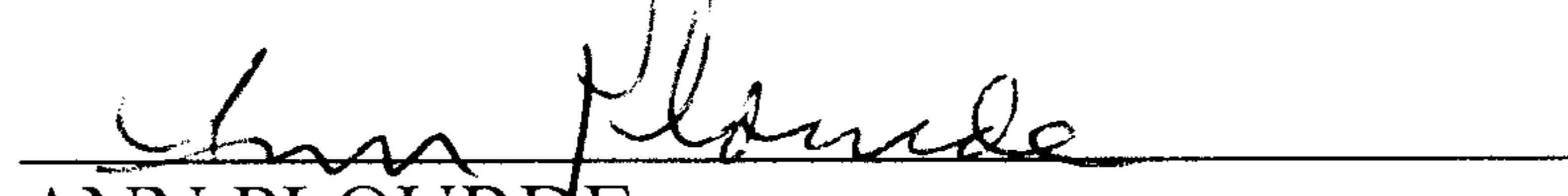
8. CESSATION OF MEMBERSHIP. The cessation of membership of all members will result in the dissolution of the Company unless the holders of all financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members.

9. MANAGEMENT OF THE COMPANY. The Company shall be managed by its member(s).

IN WITNESS WHEREOF, the undersigned, acting as the Organizer of the Company, has executed these Articles of Organization on this the 1st day of June, 2005.


REBECCA CALDWELL COWDEN


MERRI CALDWELL


ANN PLOURDE