


STATE OF ALABAMA)
)
SHELBY COUNTY)


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Shelby Cnty Judge of Probate, AL
04/04/2006 11:41:45AM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
FLASHBACK'S, LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Ala. Code, Section 10-12-1, et seq. (this act as amended from time to time is referred to herein as the "Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE ONE

NAME

The name of the Limited Liability Company shall Be: Flashback's, Limited Liability Company.

ARTICLE TWO

PERIOD OF DURATION

The period of duration of the Limited Liability Company is unlimited from the date of the filing of these Articles of Organization.

Smithen

ARTICLE THREE

PURPOSE

The Limited Liability Company has been organized for the following purposes of a retail and/or consignment shop for the sale of gifts, art, furniture, novelty items, vintage items, etc. including activities of any lawful business for which a limited liability company may be organized.

ARTICLE FOUR

REGISTERED OFFICE AND REGISTERED AGENT

The location of the initial office 252 Nottingham Drive, Calera, Alabama 35040, and the name and address of its registered agent is, Michelle Overton, 252 Nottingham Drive, Calera, Alabama 35040.

ARTICLE FIVE

INITIAL MEMBERS

The name and address of the initial Members are:

Name

Address

Mica Shane Overton

252 Nottingham Drive
Calera, AL 35040

Michelle Overton

252 Nottingham Drive
Calera, AL 35040

ARTICLE SIX

ADDITIONAL MEMBERS

Any Member acquiring an interest directly from the Limited Liability Company must obtain the written consent of all members for admission of additional Members. An assignee of an interest of the Limited Liability Company may become a Member only if the other Members unanimously consent, unless otherwise provided in the Operating Agreement, and such consent must be in compliance with Section 10-12-33A(1) of the Act unless otherwise provided in the Operating Agreement.

ARTICLE SEVEN

CONTINUATION AFTER AN EVENT OF DISSOCIATION

The Limited Liability Company shall dissolve upon the death, retirement, expulsion, bankruptcy or dissolution of any of the Members of the Limited Liability Company unless there is at least one remaining members and/or the business of the Limited Liability Company is continued within ninety (90) days after the occurrence of the event of dissociation as permitted by the Act, these Articles, and the Operating Agreement.

ARTICLE EIGHT

MANAGER

The Limited Liability Company will be managed by a manager. The name and address of the manager who will serve until the first annual meeting of Members or

until a successor manager is elected and qualified is as follows:

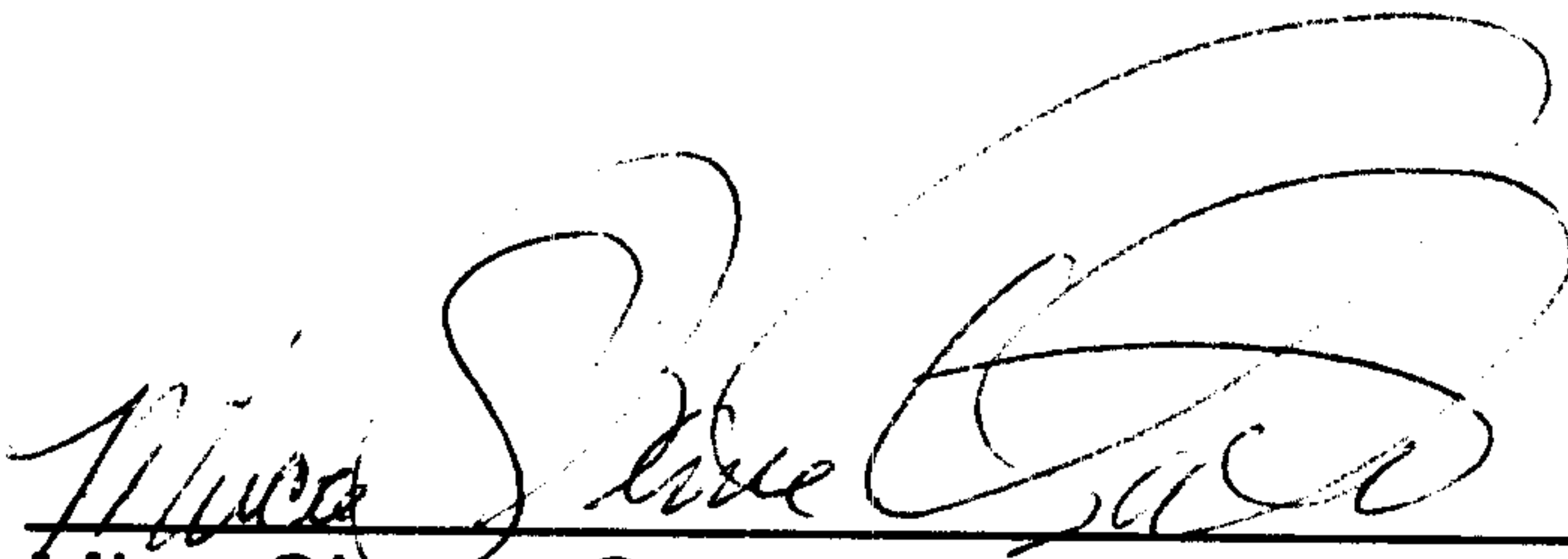
Name

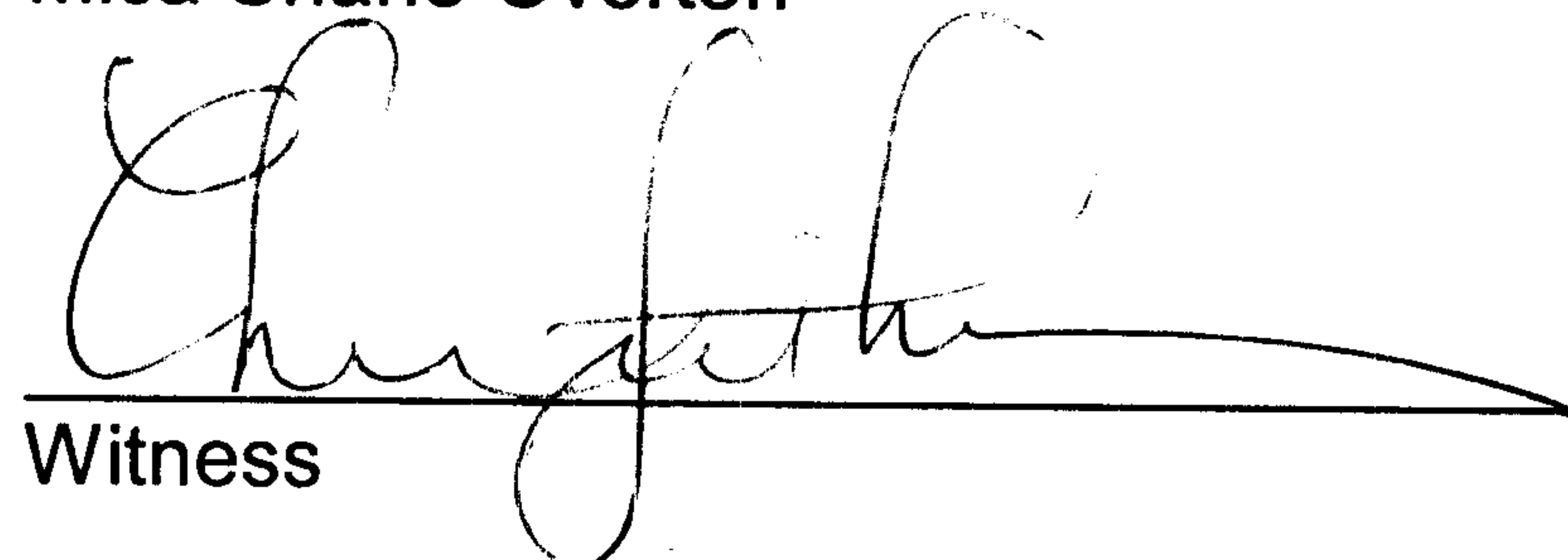
Address

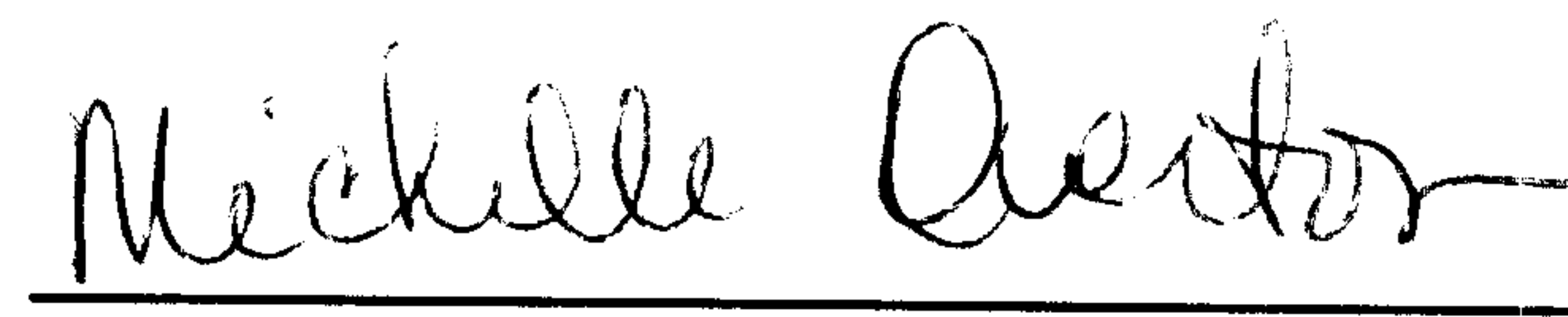
Michelle Overton

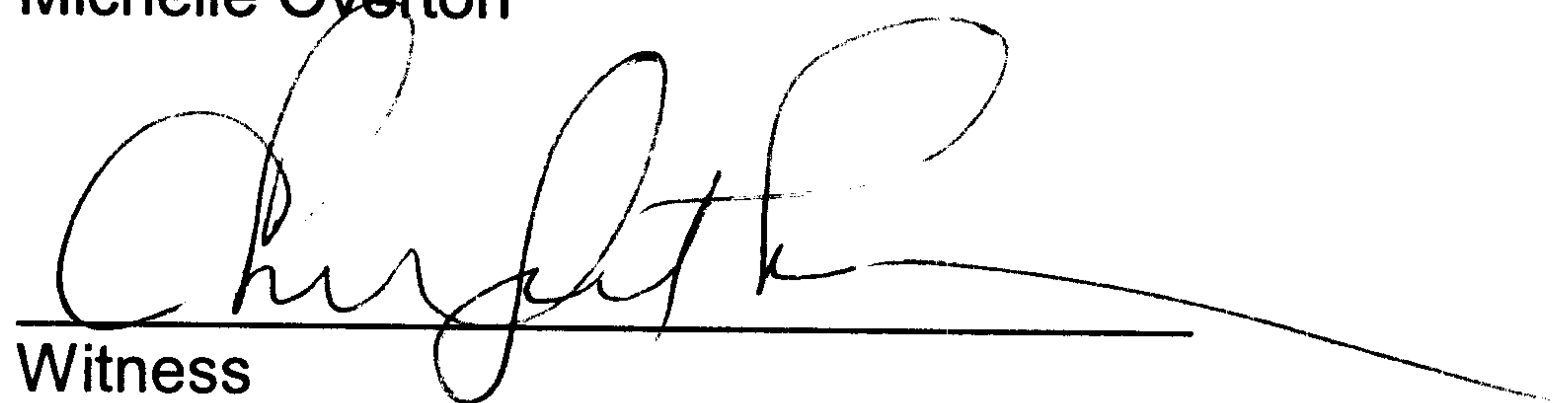
252 Nottingham Drive
Calera, AL 35040

IN WITNESS WHEREOF, the undersigned Members have executed these
Articles of Organization on this the 30th day of March, 2006.


Mica Shane Overton


Witness


Michelle Overton


Witness