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Shelby Cnty Judge of Probate, AL
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**ARTICLES OF ORGANIZATION
OF
CastleGuard Mortgage, L.L.C.**

An Alabama Limited Liability Company

ARTICLE 1: NAME

The name of the Limited Liability Company is **CastleGuard Mortgage, L.L.C.**

ARTICLE 2: DURATION

The duration of the Limited Liability Company will continue in existence until dissolved in accordance with the provisions of the limited liability's Operating Agreement, or if there is no provision in an Operating Agreement of the limited liability company governing dissolution of the limited liability company, then in accordance with the provisions of the Alabama Limited Liability Company Act. Alabama Secretary of State, Corporations Division:

Physical Address

11 S. Union St. Suite 207
Montgomery, AL 36104

Mailing Address

PO Box 5616
Montgomery, AL 36103-5616

ARTICLE 3: PURPOSE

The business of this limited liability company shall be, to the extent permitted by law, (1) to have and exercise all powers set forth in the Code of Alabama, 1975, § 10-12-4, as the same may be amended from time to time, and (2) to engage in any lawful business or other activity, whether or not related or incidental to any of the foregoing activities.

ARTICLE 4: RESIDENT AGENT

The name and address of the resident agent is: Hossein Movahed, 6025 Terrace Hills Drive, Birmingham, AL 35242.

ARTICLE 5: PRINCIPLE OFFICE

The address of the principal office is in care of: Hossein Movahed, 6025 Terrace Hills Drive, Birmingham, AL 35242.

ARTICLE 6: MEMBERS AND PERCENTAGE OF SHARES

The names and mailing addresses of the initial members of the limited liability company are:

<u>NAME</u>	<u>ADDRESSES</u>
Hossein Movahed (25% shares of ownership) (President)	6025 Terrace Hills Drive, Birmingham, AL 35242
<u>Mondonna Movahed</u> (25% shares of ownership) (Vice President)	6025 Terrrace Hills Drive, Birmingham, AL 35242
Jafar Yadyasar (50% shares of ownership) (Secretary/ Treas.)	2229 Forest Lakes Lane, Sterrett, AL 35147

ARTICLE 7: ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the limited liability's Operating Agreement, if any. If the limited liability company does not have an Operating Agreement which provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE 8: CONTINUATION OF BUSINESS

The remaining members of the limited liability company shall continue the legal existence and business of the limited liability company after an event of dissociation terminates the continued membership of a member in the limited liability company if:

- (a) There are at least two remaining members, or there is at least one remaining member and a new member is admitted; and
- (b) The legal existence and business of the limited liability company is continued by written consent of all remaining members within ninety (90) days after the occurrence of the event of dissociation;
- (c) Hossein Movahed names has his personal representative his wife Mondonna Movahed should Hossien Movahed become deceased as to act as his agent in conducting the business of his shares in CastleGuard Mortgage, L.L.C.
- (d) Yadyasar names has his personal presentative Hossein Movahed until his son, Kiarsh Yadyasar reaches majority on May 04, 2007.

ARTICLE 9: MANAGEMENT

The management of the limited liability company is vested in the members. Subject to any provisions in an Operating Agreement of the limited liability company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the limited liability company and to make all decisions with respect thereto:

The company will be managed by its President Hossein Movahad and Sec./Treas. Jafar Yadyasar who will serve until the first annual meeting of the members or until their successors are elected and qualified. The Vice President will be authorized to manage the business or affairs of the limited liability company only if both the President and Sec./Treas. are not available to make the decisions.

Checks written on bank accounts which belong to the limited liability company CastleGuard Mortgage, L.L.C. will require two signatures before the checks will be considered authorized to bind the limited liability company.

ARTICLE 10: POWERS

The company shall have the powers authorized by law or statute including:

A) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property; or an interest in it, wherever situated.

B) To sell, convey, mortgage, encumber, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

C) To lend money to and otherwise assist its members.

D) To purchase, take, receive, subscribe for, or otherwise acquire, own, and vote, use, employ, sell, mortgage, lend, pledge, or 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 government, state, territory, governmental district, or municipality, or of any instrumentality thereof.

E) 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 its notes, bonds, and other obligations; and secure any 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 suretyship 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 outstanding stock is owned, directly or indirectly, by the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the 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.

F) 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.

G) To conduct its business, carry on its operations, and have and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country.

H) To elect or appoint managers and agents of the limited liability company, and define their duties and fix their compensation.

I) To make and alter the operating agreement, not inconsistent with its articles of organization or with the laws of this state, for the administration and regulation of the affairs of the limited liability company.

J) To make donations for the public welfare or for charitable, scientific, or educational purposes.

K) To transact any lawful business which the managers or members find will be in aid of government policy.

L) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers, employees, former managers, or former employees.

M) 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 any 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, matters 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 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 this subsection.

N) To cease its activities.

O) To have and exercise all powers necessary or convenient to effect any purposes for which the limited liability company is organized.

P) To have any and all power not specifically enumerated, but authorized pursuant to §10-12-4 Ala. Code (1975) as amended.

ARTICLE 11: MEMBER LIABILITY

Members shall not be personally liable for the debts, obligations, or liabilities of the company.

ARTICLE 12: AMENDMENT

The power to amend, alter or repeal these articles of organization shall be vested in the members. The articles of organization may be amended at any time and in any manner by the unanimous(majority) written(or oral) consent of the members.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 2nd day of Feb. 2007

Hossien Movahed
Hossien Movahed

Jafar Yadyasar
Jafar Yadyasar

Mondonna Movahed
Mondonna Movahed

STATE OF ALABAMA SHELBY COUNTY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that HOSSEIN MOVAHED, JAFAR YADYASAR, and MONDONNA MOVAHED whose names are signed to the forgoing Articles of Organization of CastleGuard Mortgage, L.L.C. and who are known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Organization, they executed the same voluntarily on the day the same bears date and said Articles are the act and deed if the signer and the facts stated therein are true and correct.

Given under my hand and seal this the 2nd day of Feb. 2007.

(SEAL)

My commission expires: 4/11/09

Royce B. Blum
Notary Public