


STATE OF ALABAMA        }  
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COUNTY OF SHELBY        }

  
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Shelby Cnty Judge of Probate, AL  
10/05/2007 09:38:01AM FILED/CERT

ARTICLES OF ORGANIZAITON  
OF  
Barr and Associates, LLC

The undersigned organizer, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in these Articles of Organization are true and correct:

ARTICLE I  
NAME

The name of this limited liability company (the "Company") shall be: Barr and Associates, LLC.

ARTICLE II  
DURATION

The period of duration is perpetual unless the Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III  
PURPOSES

The nature of the business of the Company and its objects, purposes and powers are as follows:

- (a) To provide accounting services to clients.
- (b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall

not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV  
REGISTERED AGENT/ OFFICE

The location and mailing address of the initial registered office of the Company shall be 5451 South Shadescrest Road, Birmingham, Alabama 35022, and its registered agent at such address shall be Dena Barr.

ARTICLE V  
INITIAL MEMBERS

The name and address of the initial member (the "Member") of the Company is as follows:

MEMBER  
Dena Barr

ADDRESS  
5451 South Shadescrest Road  
Birmingham, Alabama 35022

ARTICLE VI  
ADDITIONAL MEMBERS

The Member reserves the right to admit additional Members upon the determination by the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII  
OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by the Member and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Alabama or these Articles of Organization.

ARTICLE VIII  
MANAGEMENT

The Company shall be managed by a Manager. The name and address of the initial Manager of the Company is as follows:

MANAGER


ADDRESS

Dena Barr

5451 South Shadescrest Road  
Birmingham, Alabama 35022

IN WITNESS WHEREOF, the undersigned member executed these Articles of  
Organization on this 25<sup>th</sup> day of September, 2007.

This document prepared by:

  
Dena Barr, Organizer