


**ARTICLES OF ORGANIZATION
OF
EKKLESIA COFFEE HOUSE, LLC**


20071113000519930 1/5 \$80.00
Shelby Cnty Judge of Probate, AL
11/13/2007 11:43:17AM FILED/CERT

**TO THE HONORABLE JUDGE OF PROBATE
OF 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, Code of Alabama, § 10-12-1 et seq. (the "Act"), hereby certifies as follows:

1. **NAME:** The name of the limited liability company (the "Company") is:

EKKLESIA COFFEE HOUSE, LLC

2. **DURATION:** The period of duration of the Company shall be perpetual; provided, however, that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in the Act.

3. **PURPOSES:** The Company has been organized for the purpose of providing a relaxed atmosphere while serving the general public with various blends of coffee. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

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 that address is:

Michael Ruttko
119 Creekside Circle
Wilsonville, Al 35186

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

NAME
John Turner

ADDRESS :
116 Chase Creek Circle
Pelham, Al 35124

Michael Ruttko

119 Creekside Circle
Wilsonville, Al 35186

6. **ORGANIZER:** The name and mailing address of the person who shall act as the Organizer of the Company is:

Michael Ruttko
119 Creekside Circle
Wilsonville, Al 35186

7. **ADDITIONAL MEMBERS:** Additional members may be admitted to the Company only in accordance with the provisions of the Act.
8. **CESSATION OF MEMBERSHIP OF ALL MEMBERS:** The cessation of membership of all of the members shall result in the dissolution of the Company unless, within ninety (90) days after the cessation of membership of the last member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new members.
9. **MANAGEMENT OF THE COMPANY:** The management of the limited liability company shall be vested in its Manager. The name and address of the person who shall serve as manager until the first annual meeting of the members, or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Michael Ruttko	119 Creekside Circle Wilsonville, Al 35186

10. **INDEMNIFICATION:** The Company may indemnify its members, managers, officers, agents and employees to the maximum extent permitted by law.
11. **AMENDMENT:** The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of the Members pursuant to the provisions of the Act in effect on the date of any such amendment.
12. **POWER OF ATTORNEY:** Each member, including new members who may be admitted from time to time hereafter, by the execution of these Articles of Organization, or an amendment hereto, irrevocably constitutes and appoints the



manager of this limited liability company as his true and lawful attorney-in-fact with full power and authority in his name, place and stead to execute, acknowledge, deliver, swear to, file and record at the appropriate public offices, such documents as may be necessary or appropriate to carry out the provisions of these Articles of Organization and the Operating Agreement of this limited liability company, including, but not limited to

(a) All certificates and instruments other (including counterparts of this agreement), and any amendment thereof that the manager deems appropriate to form, qualify or continue the company as a limited liability company in the jurisdictions in which the company may conduct business or in which such formation, qualification, or continuation is, in the opinion of the manager, necessary to protect the limited liability of the members.

(b) All amendments to these Articles of Organization adopted in accordance with the terms hereof (but not by a vote using the power of attorney) and all instruments that the manager deems appropriate to reflect a change or modification in accordance with the terms of these Articles of Organization or the Operating Agreement, including documents concerning the admission of additional members pursuant to Article 5 hereof.

(C) All conveyances and other instruments that the manager deems appropriate to reflect the dissolution and termination of the company.

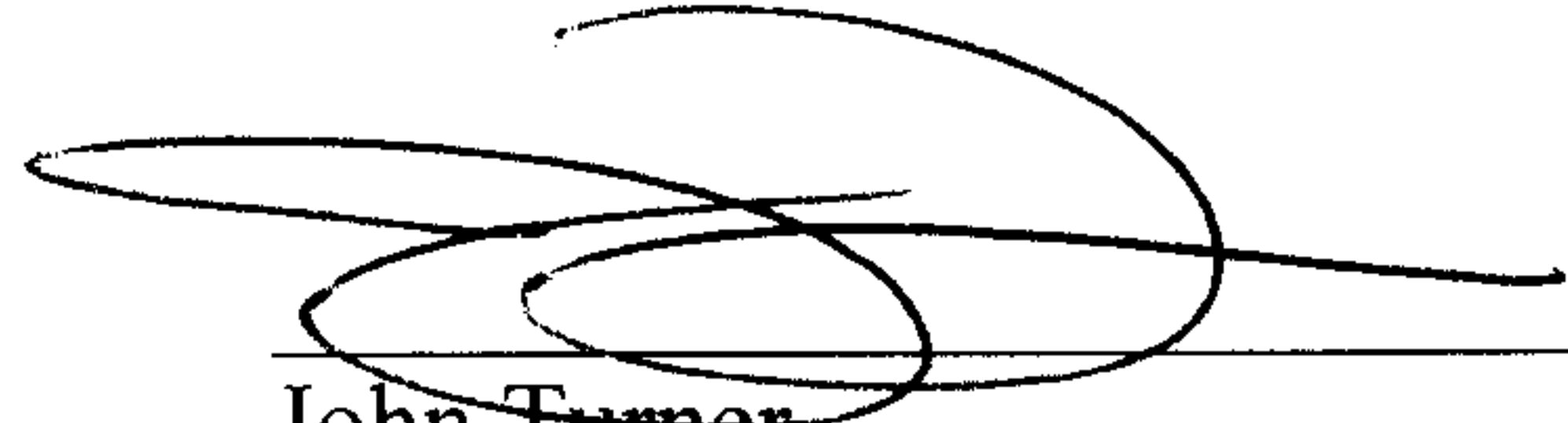
This power of attorney may be exercised by the manager, acting for each member, or by listing all of the members and executing any instrument with the signatures of the manager as attorney-in-fact for all of them.

This appointment by all members of the manager as attorney-in-fact shall be deemed to be a power coupled with an interest, in recognition of the fact that each member under these Articles of Organization shall be relying upon the power of the manager to act as contemplated by these Articles of Organization and the Operating Agreement and any filing in any other action on behalf of the company, and shall survive the incapacity of any person hereby giving the power and the transfer or assignment of this interest. The foregoing power of attorney of a member shall survive each transfer only until such time as the transferee shall have been admitted to the company as a new member and all required documents and instruments shall have been duly executed, filed, and recorded to effect a substitution of membership.



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IN WITNESS WHEREOF, the undersigned, being the initial members of this limited liability company, have hereunto set their hands and seals on the 11th day of November, 2007.




John Turner



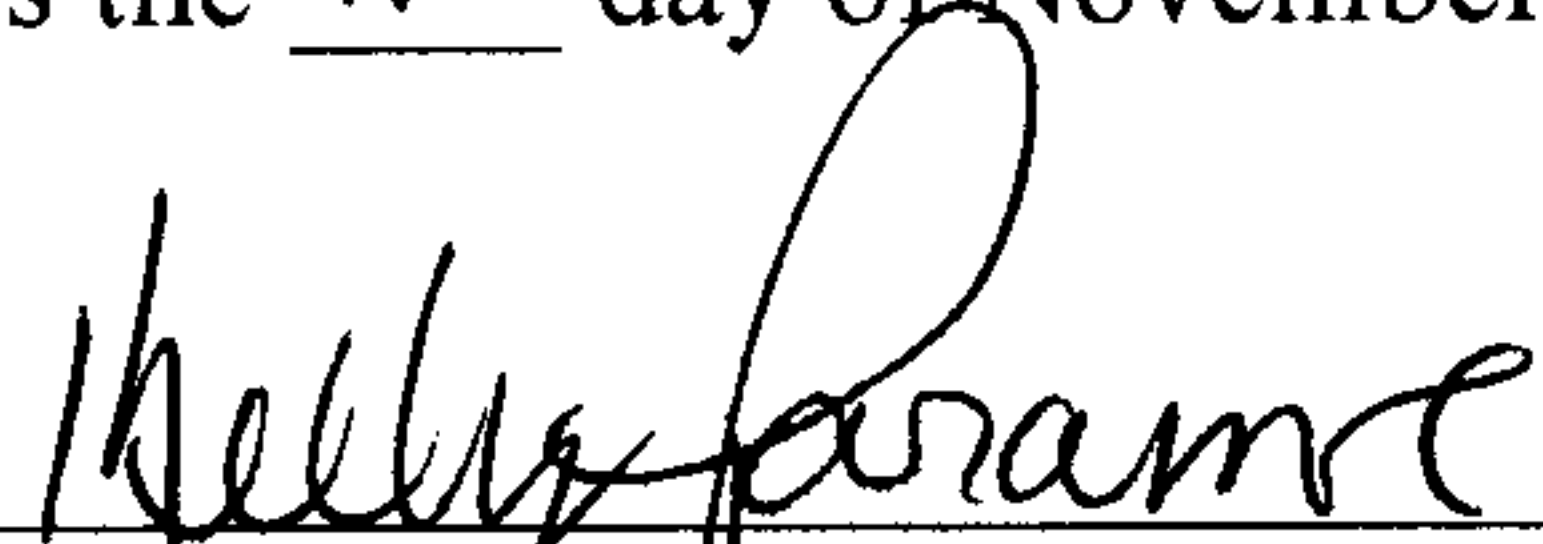
Michael Ruttka

**STATE OF ALABAMA
SHELBY COUNTY**


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On this day personally appeared before me, a notary public in and for the State of Alabama at Large, John Turner and Michael Ruttko whose names are subscribed above, who are known to me and who after being by me first duly sworn, depose and stated on oath that they executed the foregoing instrument voluntarily and with full knowledge of the contents therein.

Sworn to and subscribed before me on this the 11th day of November, 2007



Notary Public in and for the State
Of Alabama at Large.

Expires 2/20/2011