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STATE OF ALABAMA     )  
                                  )  
COUNTY OF SHELBY    )

**ARTICLES OF ORGANIZATION**  
  
**OF**  
  
**PLANET THRIFT 1, LLC**

The undersigned, acting as an organizer of a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the “Alabama 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: **Planet Thrift 1, 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:

(a) To operate a retail thrift business that will sell various items, including, but not limited to, clothing;

(b) To manage, purchase, or acquire by assignment, transfer, or otherwise, and hold, mortgage, or otherwise pledge, and to sell, exchange, transfer, deal in, and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out, and enjoy any licenses, power, authority, concession, right, or privilege which any company may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds, or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges, and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets, and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association, or corporation; to pay for the same in cash, debt obligations of the Company, or by the transfer of an interest or the granting of membership in the Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) 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 532 Sheffield Way, Birmingham, Alabama 35242, and its registered agent at such address shall be Robert L. Reynolds.

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## **ARTICLE V** **INITIAL MEMBERS**

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

### **MEMBER**

Living Green, LLC

### **ADDRESS**

532 Sheffield Way  
Birmingham, Alabama 35242

## **ARTICLE VI** **ADDITIONAL MEMBERS**

The Member reserves the right to admit additional Members upon the agreement by the Member 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** **CONTINUATION UPON CESSATION OF MEMBER**

The Member(s) shall have the right to continue the Company upon the cessation of a Member's interest in the Company as long as there is at least one remaining Member or (i) the holders of all of the financial rights in the Company agree in writing within ninety (90) days of the cessation of membership of the last Member to continue the legal existence and business of the Company and to appoint one or more Members or (ii) the legal existence and business of the Company is continued and one or more Members are appointed in the manner stated in the Operating Agreement or Articles of Organization.

**ARTICLE IX**  
**MANAGEMENT**

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

**MANAGER**

Robert L. Reynolds

**ADDRESS**

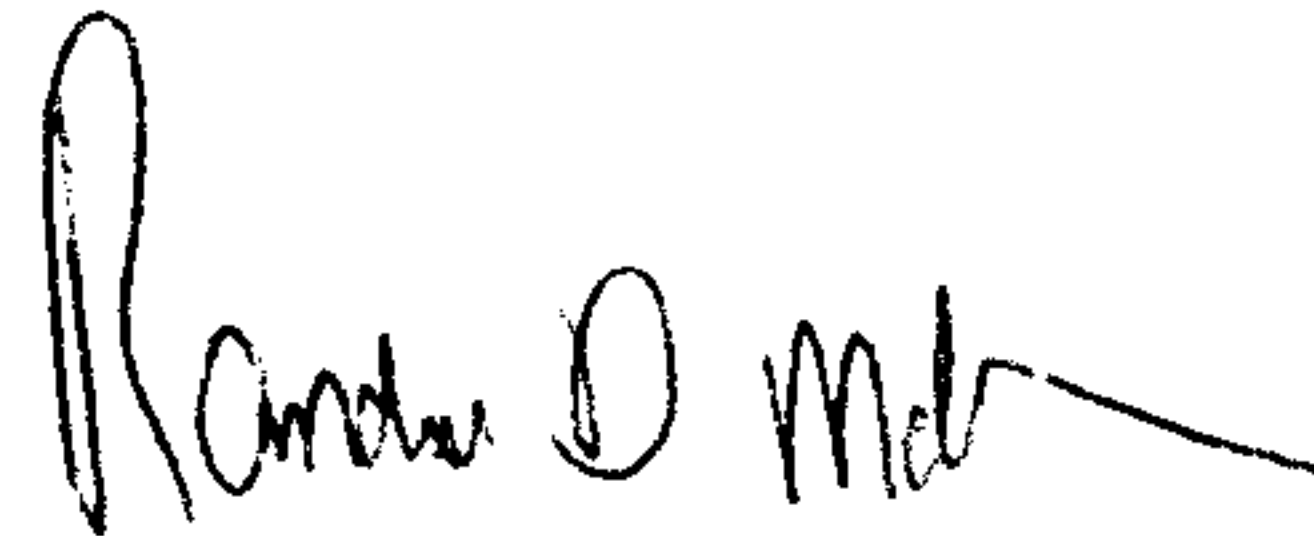
532 Sheffield Way  
Birmingham, Alabama 35242

**ARTICLE X**  
**ORGANIZER**

The Organizer of the Company is:

Randall D. McClanahan  
Johnston Barton Proctor & Rose LLP  
Colonial Brookwood Center  
569 Brookwood Village, Suite 901  
Birmingham, Alabama 35209

**IN WITNESS WHEREOF**, the undersigned Organizer has executed these Articles of Organization, on this, the 28<sup>th</sup> day of March, 2008.



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**RANDALL D. MCCLANAHAN**