

**ARTICLES OF ORGANIZATION
OF
JEB AVIATION L.L.C.**

Pursuant to the Provisions of Act No 93-724 of the 1993 Alabama Legislature, the Under signed hereby adopt the following Limited Liability Company Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is:

JEB AVIATION L.L.C.

hereinafter referred to in these Articles of Organization as the "Company."

**ARTICLE II
DURATION**

The period of its duration is perpetual; provided however, that the Company shall cease to exist upon the winding up of its affairs and its dissolution in accordance with Section 37 of the Alabama Limited Liability Company Act (the "Act").

**ARTICLE III
PURPOSES**

The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Act, including, without limitation, the following:

- a. To acquire, own, sell, exchange, mortgage, lease, operate, develop, improve, renovate, repair and service, or otherwise deal in aircraft, the aviation industry, and/or the instruction of student pilots in the aviation industry.
- b. To accomplish any lawful business whatsoever or which shall at any time appear to be conducive to or expedient for the protection or benefit of the Company or its property.
- c. To exercise all other powers necessary to or reasonably connected with the

Company's business which may be legally exercised by limited liability companies under the Act or under the laws of any jurisdiction in which the Company may conduct its business.

- d. To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

ARTICLE IV REGISTERED AGENT/OFFICE

The location and street address of the initial registered office shall be:

**1519 Arrowhead Trail
Alabaster, AL 35007**

and its registered agent at such address shall be:

John Edward Barnes

ARTICLE V INITIAL MEMBERS

The names and addresses of the initial Members are:

**John Edward Barnes
1519 Arrowhead Trail
Alabaster, AL 35007**

ARTICLE VI OPERATING AGREEMENT

The members of the Company may adopt an Operating Agreement, by unanimous vote of the members. The Company shall be operated and governed in accordance with the terms and conditions set forth in the Operating Agreement. The Operating Agreement may be amended from time to time upon a vote of a majority of the members.



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ARTICLE VIII
ADMISSION OF ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members to the Company in accordance with the terms and conditions set forth in the Operating Agreement of the Company.

ARTICLE IX
CESSATION OF MEMBERSHIP

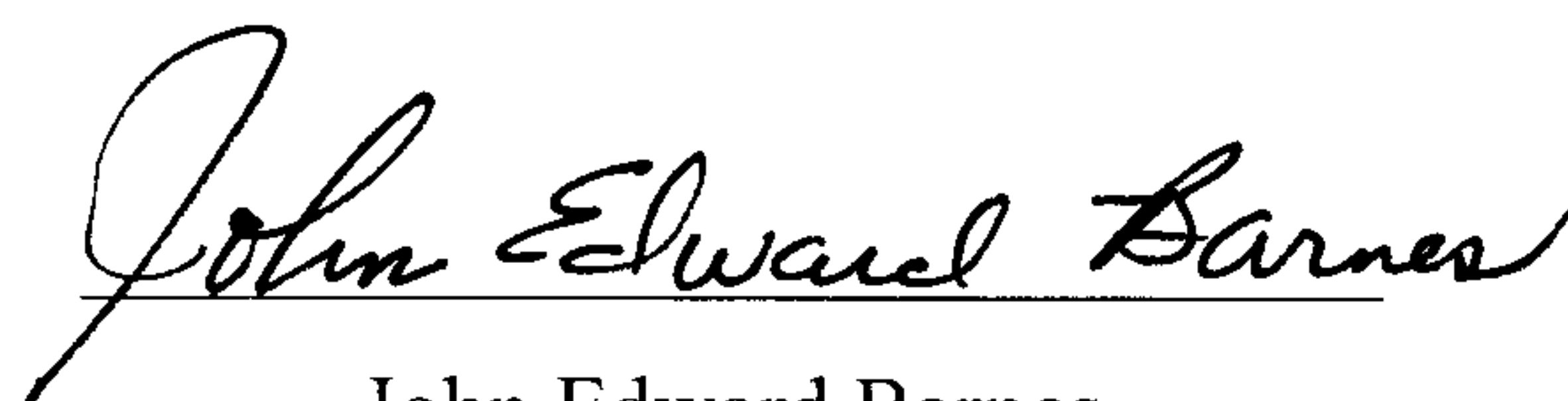
The circumstances under which cessation of membership of one or more members will result in the dissolution of the Company are as described in the Operating Agreement of the Company.


ARTICLE X
OTHER PROVISIONS

The ownership in the Limited Liability Company is to be allocated as follows:

John Edward Barnes	100%
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IN WITNESS THEREOF, the undersigned member has executed these Articles of Organization, on this, the 6th day of JUNE, 2008.

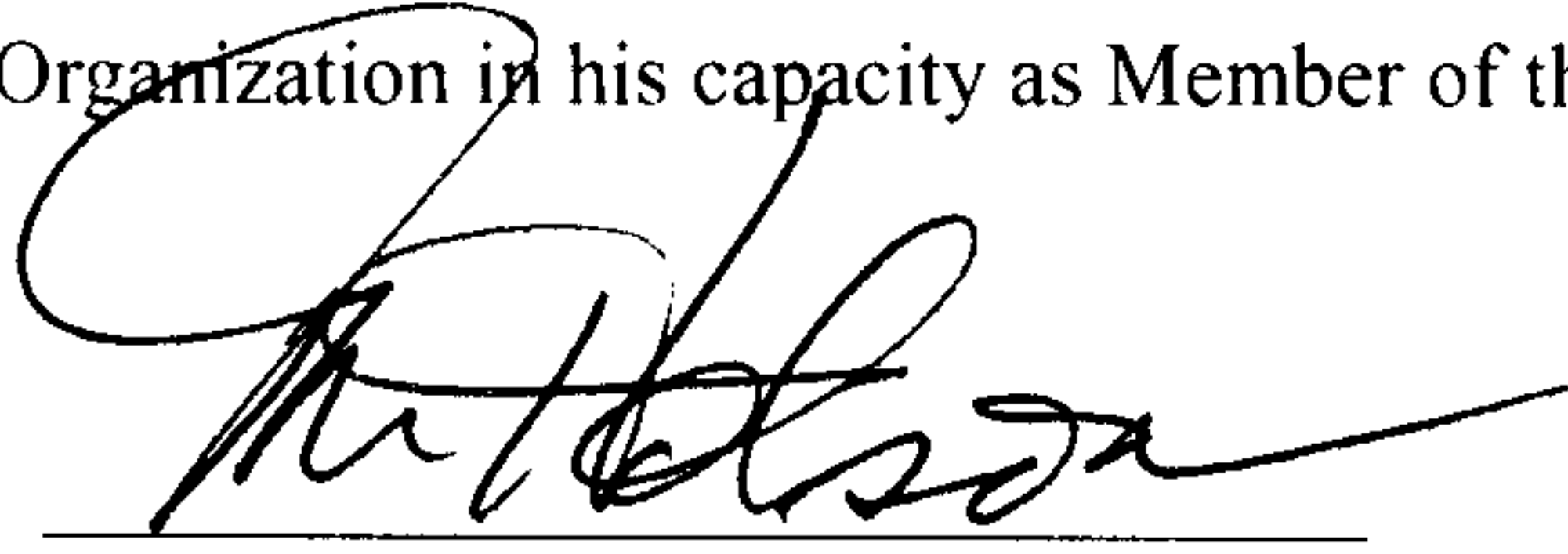

John Edward Barnes


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STATE OF ALABAMA

BIBB COUNTY

Before me, Thomas M. Hobson, a Notary Public in and for said county and state, personally appeared John Edward Barnes, and being known to me, upon oath verifies and affirms that the statements contained herein are true and that he signed these Articles of Organization in his capacity as Member of the JEB AVIATION L.L.C. this the 6th day of June 2008.



Notary Public

MCE: 7-8-08



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This Instrument Prepared By:

Thomas Michael Hobson Sr.
Johnson & Hobson Law Firm LLC
P.O. Box 550
Centreville, AL 35042