



20090429000157380 1/4 \$80.00
Shelby Cnty Judge of Probate, AL
04/29/2009 11:18:43 AM FILED/CERT

ARTICLES OF ORGANIZATION of
BP Payroll, LLC

ARTICLES OF ORGANIZATION OF BP Payroll, LLC

Pursuant to the Provisions of Section 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is BP Payroll, LLC (the "Company").

ARTICLE II

Duration

The Company shall have a perpetual duration from the date of organization.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To provide payroll and administrative services, payroll tax administration, benefits management, human resource consulting and administrative services;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, industrial engineering, and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or

indirect obligations of governmental entities or of any instrumentality thereof;

- (g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (h) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be BP Payroll, LLC, 10 Inverness Center Parkway, Suite 425 Birmingham, AL 35242, and its registered agent at such address shall be Ms. Stephanie Hamer.

ARTICLE V

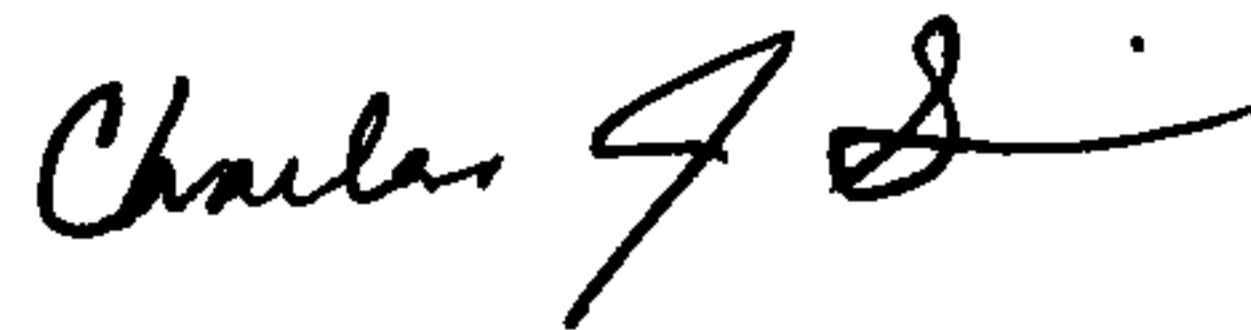
Initial Members and Organizer

The names and addresses of the initial members are:

Ms. Stephanie Hamer
10 Inverness Center Parkway, Suite 425
Birmingham, AL 35242
(25% Member)




Mr. Charles J. Guercio
10 Inverness Center Parkway, Suite 425
Birmingham, AL 35242
(25% Member)



Mr. William M. Owen
10 Inverness Center Parkway, Suite 425
Birmingham, AL 35242
(25% Member)



Mr. Jake C. Guercio
10 Inverness Center Parkway, Suite 425
Birmingham, AL 35242
(12.5% Member)



Mr. Mike McKinnis
10 Inverness Center Parkway, Suite 425
Birmingham, AL 35242
(12.5% Member)



The name and address of the organizer is:

Mr. Carl S. O'Neal, Jr.
Law Offices of Carl S. O'Neal, Jr., P.C.
2602 King's Ridge Drive
Birmingham, Alabama 35243
(205) 907-4034



20090429000157380 4/4 \$80.00
Shelby Cnty Judge of Probate, AL
04/29/2009 11:18:43 AM FILED/CERT

ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII

Cessation of Membership

The cessation of membership of one or more members will not result in the dissolution of the Company.

ARTICLE VIII

Initial Manager

The name and address of the manager who is to serve as manager until such time as her successor is elected and begins serving is:

Ms. Stephanie Hamer
10 Inverness Center Parkway, Suite 425
Birmingham, AL 35242

IN WITNESS WHEREOF, these Articles have been subscribed as of the 29th day of April 2009 by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

A handwritten signature in black ink, appearing to read "Carl S. O'Neal, Jr." with a stylized flourish at the end.

Carl S. O'Neal, Jr., Organizer