



ARTICLES OF ORGANIZATION  
OF  
KELLY GREEN MARKETING, L.L.C.

STATE OF ALABAMA )

SHELBY COUNTY )

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, desiring to form a limited liability company under the laws of the State of Alabama, do hereby adopt the following Articles of Organization:

ARTICLE I  
NAME

The name of the limited liability company shall be **KELLY GREEN MARKETING, L.L.C.**  
(the "Company").

ARTICLE II  
PERIOD OF DURATION

The term for which the Company is to exist as a limited liability company shall commence on the date these Articles of Organization are filed, in the office of the Judge of Probate of Shelby County, Alabama, and shall continue until the Company shall be dissolved (a) upon the written consent of all members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

ARTICLE III  
PURPOSE

The Company is formed to provide consulting, education and advertisement services for

environmentally sustainable practices and products. The Company is also authorized to transact any and all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, but not limited to acquiring, owning, operating, managing, mortgaging, encumbering, selling, exchanging, otherwise disposing of and/or dealing with investments for the production of income and profit and the operation, management, leasing and developing of property owned by the Company, and to engage in any and all activities related or incidental to the business of the Company.

ARTICLE IV  
LOCATION OF REGISTERED OFFICE  
AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 1049 Inverness Cove Way, Birmingham, Alabama 35242 and the name of the initial registered agent at such address shall be Natalie Denise Kelly.

ARTICLE V  
MEMBERS AND ORGANIZER

The names and addresses of the initial Members of the Company are set forth on Exhibit "A" attached to these Articles. The Organizer of the Company is Mark M. Gibson. The address of the Organizer of the Company is set forth on the signature page of these Articles.

ARTICLE VI  
ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of 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 each Member of the Company 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 law or these Articles.

ARTICLE VIII  
CONTINUATION UPON WITHDRAWAL OF MEMBER

The existence of the Company shall continue upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Cessation of Membership"), as long as there are at least one remaining Member and that Member carries on the business of the Company (any such remaining Member being hereby authorized to carry on the business of the Company), or within ninety (90) days after the Cessation of Membership of the last Member all of the holders of the financial rights in the Company agree in writing to continue the legal existence and business of the Company, and to the appointment, effective as of the date of such event, of one or more additional Members.

ARTICLE IX  
LIABILITIES OF MEMBER AND MANAGER

Members and managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

ARTICLE X  
MANAGEMENT

The Company shall be initially managed by one (1) manager. Managers need not be Members. The number of Managers may be increased or decreased from time to time by the unanimous consent of the Managers; but no decrease shall have the effect of shortening the term of any incumbent Manager. The manager may be removed and replaced by the Members, as provided in the Operating Agreement. The name and business address of the initial Manager is:

**Manager's Name**

Natalie Denise Kelly

**Address**

1049 Inverness Cove Way  
Birmingham, Alabama 35242

IN WITNESS WHEREOF, the undersigned Organizer has caused these Articles of Organization to be executed this 1 day of June, 2009.



MARK M. GIBSON  
4 Office Park Circle, Ste 215  
Birmingham, Alabama 35223

**THIS INSTRUMENT PREPARED BY:**

Mark M. Gibson, Esq.  
Mark M. Gibson, LLC  
Suite 215  
4 Office Park Circle  
Birmingham, Alabama 35223  
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ACKNOWLEDGMENTS

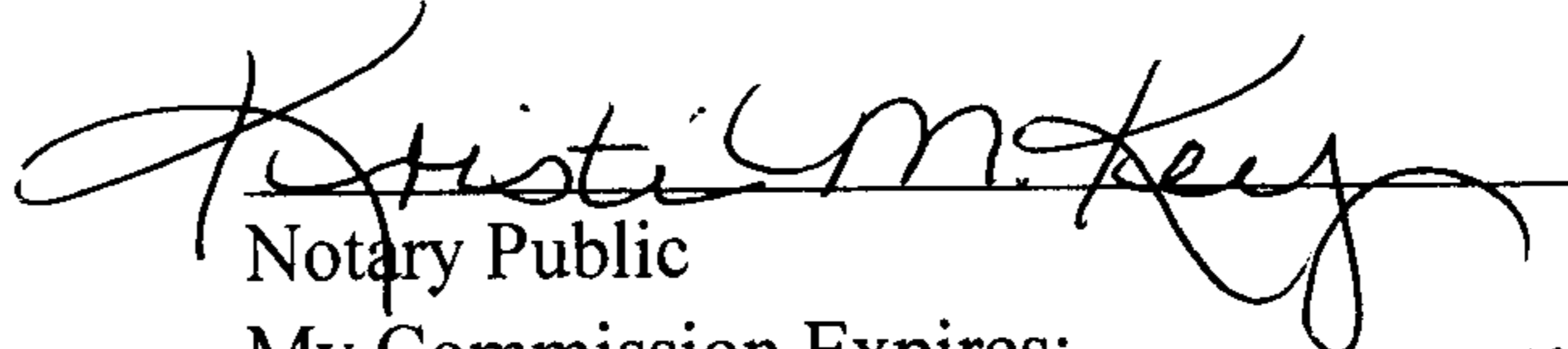
STATE OF ALABAMA

SHELBY COUNTY

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Mark M. Gibson, whose name is signed to the foregoing instrument as Organizer, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, such person, executed the same voluntarily.

GIVEN under my hand and official seal this 1<sup>st</sup> day of June, 2009.

(SEAL)

  
Notary Public

My Commission Expires:

**KRISTIL M. KEY**  
**Notary Public, State of Alabama**  
**Alabama State At Large**  
**My Commission Expires**  
**April 25, 2012**



EXHIBIT "A"

Names and Addresses of Initial Members

**Name**

Natalie Denise Kelly

**Address**

1049 Inverness Cove Way  
Birmingham, Alabama 35242



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Shelby Cnty Judge of Probate, AL  
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