

State of Alabama
Shelby County

ARTICLES OF ORGANIZATION

Pursuant to the Alabama Limited Liability Company Act, the undersigned hereby adopts the following Articles of Organization

ARTICLE ONE

NAME

The name of the limited liability company shall be
Energy Conservation Organization, LLC

ARTICLE TWO

DURATION

The period of duration of the limited liability company shall be perpetual, except as otherwise provided herein.

ARTICLE THREE

PURPOSES

The Limited Liability Company has been organized for the purpose of engaging in the business of applying energy efficient products to building envelopes including, but not limited to, thermal barriers, spray foam insulation, solar products, weatherization, and energy saving devices, and for the further purpose of transacting any or all lawful business for which limited liability companies may be formed under the Alabama Limited Liabilities Act, as from time to time amended.

ARTICLE FOUR

Registered Office & Agent

The street address of the registered office is: 274 Autumn Ridge, Columbiana, Alabama, 35051. The name of the registered agent at that office is: Tammy L. Downard.

ARTICLE FIVE

Membership

A. Initial Membership: The names and addresses of the initial members are:

DAVID T. DOWNARD 274 Autumn Ridge, Columbiana, Alabama 35051

TAMMY L. DOWNARD 274 Autumn Ridge, Columbiana, Alabama 35051

B. Additional Members: Additional members may be admitted upon approval by members holding at least eighty-five percent (85%) of the membership interests in accordance with such other terms, conditions and procedures as may be imposed from time to time in the Operating Agreement of the Limited Liability Company.

ARTICLE SIX

Continuation of Business

Upon the occurrence of an event of dissociation, which results in one or more members being terminated from membership, the remaining members shall have the right to continue the business of the limited liability company upon the affirmative vote by the members holding at least eighty-five percent (85%) of the membership interests; provided, however, that there shall at all times be not less than two members of the limited liability company.

ARTICLE SEVEN

MANAGEMENT

The management of the limited liability company shall be vested in a manager. The name and address of the person(s) who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualified is:

DAVID T. DOWNARD 274 Autumn Ridge, Columbiana, Alabama 35051

TAMMY L DOWNARD 274 Autumn Ridge, Columbiana, Alabama 35051

ARTICLE EIGHT

POWERS

The limited liability company shall have all powers given to limited liability companies by the Alabama Limited Liability Company Act and such other acts or laws as may be applicable to limited liability companies in the State of Alabama and such other jurisdictions in which this limited liability company may be doing business.

ARTICLE NINE
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 other instruments (including counterparts to 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 of the 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 Five 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 any manager, acting alone, for each member, or by listing all of the members and executing any instrument with a single signature of any 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 documents and instruments shall have been executed, filed, and recorded to effect a substitution of membership.

IN WITNESS THEREOF, the undersigned members executed these

Articles of Organization on this the 8th day of September 2009.

MEMBERS:

David T. Downard
DAVID T. DOWNARD

Tammy L. Downard
TAMMY L. DOWNARD

STATE OF ALABAMA

COUNTY OF Shelby

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that DAVID T. DOWNARD, whose name is signed to the foregoing instrument, and whom is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this 8th day of

September 2009.

My commission expires:

8-28-12

Jaime L. Echols
NOTARY PUBLIC

STATE OF ALABAMA

COUNTY OF Shelby

JAIME L. ECHOLS
NOTARY PUBLIC
ALABAMA STATE AT LARGE
MY COMMISSION EXPIRES 8-28-12

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that TAMMY L. DOWNARD, whose name is signed to the foregoing instrument, and whom is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this 8th day of

September 2009.


My commission expires:

8-28-12

Jaime L. Echols
NOTARY PUBLIC

This Document prepared by:
David Downard

JAIME L. ECHOLS
NOTARY PUBLIC
ALABAMA STATE AT LARGE
MY COMMISSION EXPIRES 8-28-12


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Shelby Cnty Judge of Probate, AL
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