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**ARTICLES OF ORGANIZATION**  
**OF**  
**OTM AUTO BROKERS, LLC**

The undersigned organizer intending to organize a limited liability company under the Alabama Limited Liability Company Act, Title 10, Chapter 12, *Code of Alabama* (1975), as the same may be amended from time to time, hereby adopts the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company shall be OTM Auto Brokers, LLC.

**ARTICLE II**

**DURATION**

The period of duration of the Limited Liability Company is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose for which the Limited Liability Company is organized is to broker, sell and distribute used automobiles, boats, motorcycles, and for any other lawful purpose or purposes for which limited liability companies may be organized under the Alabama Limited Liability Company Act and agreed upon by the members of the Limited Liability Company from time to time, whether or not related or incidental to any of the foregoing activities.

**ARTICLE IV**

**REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office is 124 Squire Drive, Helena, Alabama 35080, and the name of the initial registered agent at said address is Mr. Phillip Andrew Shields.



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**ARTICLE V**

**INITIAL MEMBERS AND ORGANIZER**

The names and mailing addresses of the initial members of the Limited Liability Company are:

<u>Name</u>	<u>Mailing Address</u>
Mr. Phillip Andrew Shields	124 Squire Drive, Helena, Alabama 35080
Mr. James L. Rowell	571 Sterling Lakes Way, Helena, Alabama 35022

The names and mailing addresses of the organizers of the Limited Liability Company are:

<u>Name</u>	<u>Mailing Address</u>
Mr. Phillip Andrew Shields	124 Squire Drive, Helena, Alabama 35080
Mr. James L. Rowell	571 Sterling Lakes Way, Helena, Alabama 35022

**ARTICLE VI**

**ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall have the right to admit additional members to the Limited Liability Company in accordance with the terms of the operating agreement, if any, of the Limited Liability Company. If the Limited Liability Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of a majority of the members at such time and upon such terms and conditions as may be mutually agreed upon by a majority of the members and the person desiring to become a member.

**ARTICLE VII**

**DISSOLUTION OF LIMITED LIABILITY COMPANY**

The cessation of membership of both organizers will result in dissolution of the Limited Liability Company, unless each organizer gives prior written consent for the continuation of the Limited Liability Company beyond the term of his membership.

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## ARTICLE VIII

### WITHDRAW OR RETIREMENT

In the event a member withdraws or retires from the Limited Liability Company for any reason, including death, the remaining members may continue to operate the Limited Liability Company using the same name. A withdrawing member shall be obligated to give sixty (60) days prior written notice of his intention to withdraw or retire and shall be obligated to sell his interest in the Limited Liability Company. No member shall transfer interest in the Limited Liability Company to any other party without the written consent of the remaining members. The remaining members shall pay the withdrawing or retiring member, or to the legal representative of the deceased or disabled member, the value of his interest in the Limited Liability Company. If the Limited Liability Company does not have an operating agreement that provides for the value of a member's interest, the value of each member's interest will be considered equal among each member. No value for good will shall be included in determining the value of the member's interest.

## ARTICLE IX

### MANAGEMENT

The management of the Limited Liability Company is vested in its members. Each member shall have equal rights to manage and control the Limited Liability Company and its business. Should there be differences between the members concerning ordinary business matters, a decision shall be made by unanimous vote.

IN WITNESS WHEREOF, the undersigned organizers have executed these Articles of Organization as its organizers on this \_\_\_\_ day of September, 2009.



Mr. Phillip Andrew Shields



Mr. James L. Rowell