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ARTICLES OF ORGANIZATION
OF
FREETHINKERS BOOKS, LLC
A LIMITED LIABILITY COMPANY
ORGANIZED UNDER THE LAWS OF ALABAMA

The undersigned, acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act (the “Act”), hereby adopt the following Articles of Organization for Freethinkers Books, LLC (hereinafter called the “Company”).

ARTICLE ONE
NAME

1. The name of the Company is **Freethinkers Books, LLC**.

ARTICLE TWO
DURATION

2. The Company’s duration shall be perpetual until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, or other applicable laws.

ARTICLE THREE
PURPOSES

3. The Company is organized for the purpose of engaging generally in the business of publishing and selling books including, but not limited to, marketing, selling already published books, selling various forms of literature or promotion material including pamphlets both wholesale and retail together with all activities relating thereto and to do all acts which are incident to or necessary for the accomplishment of any part of, or all of, the foregoing, and further, to promote any lawful business or purpose permitted by the laws of Alabama.



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ARTICLE FOUR REGISTERED OFFICE AND AGENT

4. The mailing address of the initial registered office is **704 Bailey Brook Circle, Birmingham, Alabama 35244** and the name of the initial registered agent of the Company at such address is **Robert D. Collins**.

ARTICLE FIVE MEMBERS

5. The names and addresses of the initial members of the Company are:

**Robert D. Collins
704 Bailey Brook Circle
Birmingham, Alabama 35244**

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


ARTICLE SIX CONTINUATION OF BUSINESS

7. 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 Company by the written consent of all the remaining members.

ARTICLE SEVEN MANAGEMENT

8. The Company shall be managed by one or more managers. The name and mailing addresses of the initial managers, who shall serve as managers until the first annual meeting of members of the Company or until their successors are duly elected, are:

Robert D. Collins
704 Bailey Brook Circle
Birmingham, Alabama 35244


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ARTICLE EIGHT

POWERS

9. The 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 Company may be doing business.

10. 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 managers of this 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 Company, including, but not limited to:
 - (a) All certificates and other instruments (including counterparts of this Agreement), and any amendment thereof that the managers deem appropriate to form, qualify or continue the Company in the jurisdiction in which the Company may conduct business or in which such formation, qualification, or continuation is, in the opinion of the managers, necessary to protect the limited liability of the member.

 - (b) All amendments to these Articles or Organization adopted in accordance with the terms hereof (but not by a vote using the power of attorney) and all instruments that the managers deem 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.

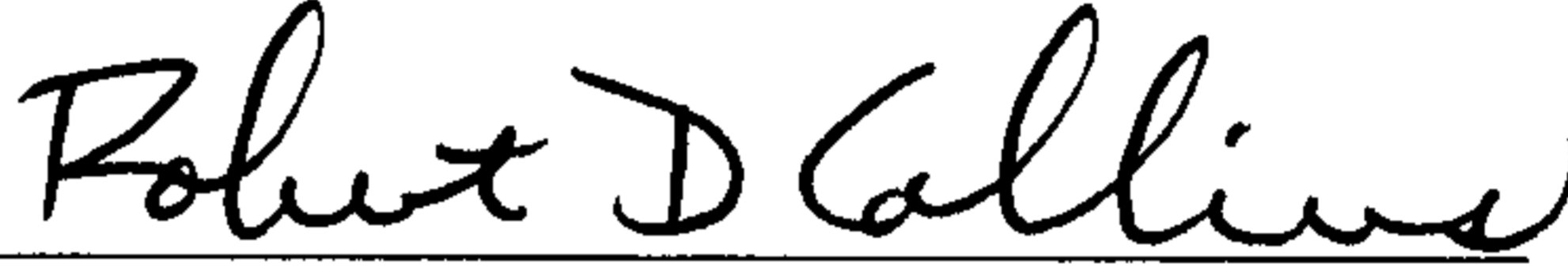
 - (c) All conveyances and other instruments that the managers deem appropriate to reflect the dissolution and termination of the Company.

This power of attorney may be executed by any manager, acting alone, for each member, or by listing all of the members and execution of any

instrument with a single signature of any manager as attorney-in-fact for all of them.

This appointment by all members of the managers 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 managers 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 required documents and instruments shall have been duly executed, filed, and recorded to effect a substitution of membership.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this the 30 day of SEPT, 2009, by the undersigned.


Robert D. Collins

Prepared by:
Law office of Stella Tipton
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Birmingham, Alabama 35244
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