

STATE OF ALABAMA §
COUNTY OF SHELBY §


20091113000423630 1/4 \$80.00
Shelby Cnty Judge of Probate, AL
11/13/2009 08:57:30 AM FILED/CERT

ARTICLES OF ORGANIZATION OF

Landworth Exchange, LLC

WE, THE UNDERSIGNED, desiring to form a limited liability company pursuant to the provisions of Section 10-12-1 et seq., Code of Alabama, (1975), known as the Alabama Limited Liability Company Act (the “Act), for the purposes hereinafter stated, do hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company shall be Landworth Exchange, LLC (the “Company”).

ARTICLE II

DURATION

The period of duration of the Company shall be perpetual, unless sooner terminated as provided in the Company’s Operating Agreement.

ARTICLE III

PURPOSES & POWERS

The purposes for which the Company is formed are for the development, operation, and ownership of a marketing and advertising venue/marketplace for the promotion and advertising of products, equipment, real estate, and services associated with the agriculture, construction, forestry, outdoor recreation, and transportation services industries through various media outlets and for the further purpose of transacting any or all lawful business for which limited liability companies may be formed under the Act, as in effect from time to time.



The Company shall have all the powers as set forth in Section 10-12-4, Code of Alabama (1975), as in effect from time to time, and such other powers as may be granted to limited liability companies in the State of Alabama or such other jurisdictions as the Company may be doing business from time to time.

ARTICLE IV REGISTERED OFFICE & AGENT

The location and mailing address of the Company's initial registered office is ~~3008 7th Avenue~~ ^{1191 Berwick Road} ~~South, Birmingham, Alabama 35233~~. The name of the Company's initial registered agent at such address is W. Whitney Oswalt. ^{Birmingham, Alabama 35242}

ARTICLE V MEMBERSHIP

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

<u>Name</u>	<u>Address</u>
W. Whitney Oswalt	1191 Berwick Road Birmingham, Alabama 35242

Additional members may be admitted upon unanimous approval of the members in accordance with such other terms, conditions, and procedures as may be imposed from time to time in the Company's Operating Agreement.

ARTICLE VI CONTINUATION OF BUSINESS

Upon the occurrence of there being no members, the Company shall be dissolved. Notwithstanding the foregoing, the holders of the financial rights in the Company shall have the right to

continue the legal existence and business of the Company and to appoint one or more new members upon an affirmative vote by the holders of all the financial rights in the Company.

ARTICLE VII MANAGEMENT


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The management of the Company shall be vested in its members.

ARTICLE VIII 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 each of the other members of this Company as such member's true and lawful attorney-in-fact with full power and authority in such member's 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 the Articles of Organization and the Company's Operating Agreement, including, but not limited to:

- (a) All certificates and other instruments (including counterparts of these Articles of Organization), and any amendment thereof that the member 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 member, necessary to protect the limited liability of the members.
- (b) All amendments to 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 member deems appropriate to reflect a change or modification in accordance with the terms of these Articles of Organization or the Company's Operating Agreement, including documents concerning the admission of additional members pursuant to the Article V hereof.
- (c) All conveyances and other instruments that the member deems appropriate to reflect the dissolution and termination of the Company.



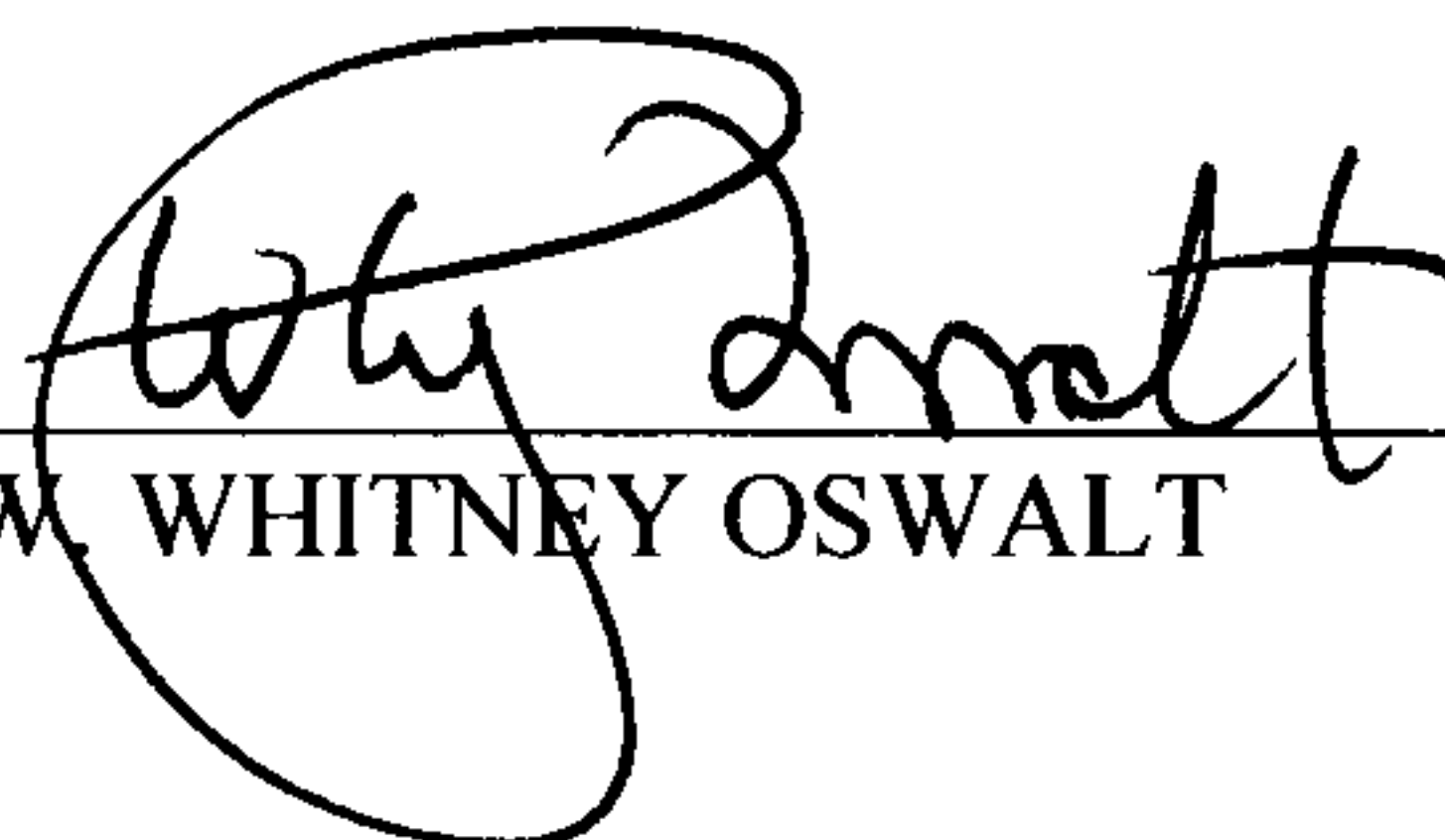
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This power of attorney may be exercised by any member, acting alone, for each member, or by listing all of the members and executing any instrument with a single signature of any member as attorney-in-fact for all of them.

This appointment by all members of the other members 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 and the Company's 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 THEREOF, the undersigned, being the initial members of the Company, have hereunto set their hands and seals on this 12th day of November, 2009.

MEMBERS:


 W. WHITNEY OSWALT

STATE OF ALABAMA §

COUNTY OF JEFFERSON §

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that W. Whitney Oswalt, whose name is signed to the foregoing instrument, and who 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 12 day of November, 2009.


 NOTARY PUBLIC
 My Commission Expires: 6-4-11