


STATE OF ALABAMA

COUNTY OF SHELBY


20091130000440480 1/4 \$80.00
Shelby Cnty Judge of Probate, AL
11/30/2009 04:00:50 PM FILED/CERT

ARTICLES OF ORGANIZATION OF CW ENGINEERING, LLC

The undersigned, desiring to form a limited liability company pursuant to *Title 10, Chapter 12, of the Code of Alabama (1975)*, as amended, hereby files the following Articles of Organization with the Probate Judge of SHELBY County, Alabama, which is where the initial registered office of the limited liability company will be located and certify as follows:

1. **NAME.** The name of this limited liability company (the "Company") is **CW ENGINEERING, LLC**.

2. **DURATION.** The existence of the Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of SHELBY County, Alabama, and shall continue until the 31st day of December 2057, provided, however, that the Company shall be dissolved prior to such date:

- a. as provided in the Operating Agreement; or
- b. As may be required by the Alabama Limited Liability Company Act (the "Act") or the laws of the State of Alabama.

3. **PURPOSES.** The general character of business of **CW ENGINEERING, LLC**, of the Company shall be to engage in the business of engineering which encompasses electrical design, evaluation, sketching, inspection, construction management and general engineering duties common for electrical engineering and to do and perform all things whatsoever necessary or incidental to the accomplishment of said purposes in furtherance of and not in limitation of the general powers conferred to limited liability companies by applicable laws and regulations

The Company exists only for the purpose specified in this **Paragraph 3** and may not conduct any other business without the unanimous consent of the Members. The authority granted to the Members hereunder to bind the Company shall be limited to actions necessary or convenient to this business.

4. **REGISTERED OFFICE AND AGENT FOR SERVICE OF PROCESS.**

The location and mailing address of the initial registered office shall be as follows:

3505 Shandwick Place
Hoover, AL 35242

The name of the initial registered agent at said address shall be Clark E. Womble.

5. **INITIAL MEMBERS.** The names and mailing address of the initial members in the Company are as follows:

Initial Members

Clark E. Womble
3505 Shandwick Place
Hoover, AL 35242

6. **ADDITIONAL MEMBERS.**

a. **Rights of Assignees.** The Assignee of a Membership Interest has no right to participate in the management of the business and affairs of the Company to become a Member. The Assignee is only entitled to receive the Distributions and return of capital and to be allocated the Net Profits and Net Losses attributable to the Membership Interest. Where the context requires, references to a Member shall also refer to an Assignee in connection with such Distributions or allocations to Assignees.

b. **Admission of Substitute Members.** An assignee of a Membership Interest shall be admitted as a Substitute Member and admitted to all the rights of the Member who initially assigned the Membership Interest only with the unanimous written consent of the Members. The Members may grant or withhold the approval of such admission in their sole and absolute discretion. If so admitted, the Substitute Member has all the rights and powers and is subject to all the restrictions and liabilities of the Member originally owning the Membership Interest. The admission of a Substitute Member shall not release the Member originally assigning the Membership Interest from any liability to Company that may have existed prior to the approval, unless the Company has agreed to such release in writing.

c. **Admission of Additional Members.** From the date of formation of the Company, any Person acceptable to the Members by their unanimous written approval may become subject to the terms and conditions of the Operating Agreement. No Additional Member shall be entitled to any retroactive allocation of income, gain, loss, deduction or credit by the Company. The Members may, at their option, at the time the Additional Member is admitted, close the Company's books (as though the Company's Taxable Year had ended) or make pro rata allocations of income, gain, loss, deduction or credit to the Additional Member for that portion of the Company's Taxable Year in which the Member was admitted in accordance with the provisions of *Section 706(d) of the Internal Revenue Code of 1986* and the Regulations promulgated thereunder. Upon admission of an Additional Member, the Operating Agreement shall be amended in order to reflect such additional Member's Membership Interest in the Company.

7. **CONTINUITY OF BUSINESS:** The Company shall be dissolved, and its affairs wound up, upon the first to occur of the following events:

- a. The expiration of the Term.
- b. The unanimous written consent of all Members.

8. **MANAGEMENT.** The Company shall be managed by its Members, whose names and addresses are set forth in **Paragraph 5** hereinabove.

9. **NO LIABILITY.** The Members of the Company shall have no liability for any debt, obligation or liability of the Company, as provided in the *Alabama Limited Liability Company Act*.


10. **PRINCIPAL PLACE OF BUSINESS.** The principal place of the Company is 3505 Shandwick Place, Hoover, Alabama 35242.

11. **OPERATING AGREEMENT.** The provisions for regulation of the internal affairs of the Company shall be set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this 4th day of February, 2009.


CLARK E. WOMBLE, Member/Organizer

STATE OF ALABAMA
COUNTY OF MOBILE


20091130000440480 4/4 \$80.00
Shelby Cnty Judge of Probate, AL
11/30/2009 04:00:50 PM FILED/CERT

I, the undersigned, a Notary Public in and for said State and County hereby certify that CLARK E. WOMBLE, whose names are signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this date that being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal on this the 5th day of February, 2009.



NOTARY PUBLIC

My Commission Expires: 12-12-09

THIS DOCUMENT PREPARED BY:

Will G. Phillips, Esquire
GREENE & PHILLIPS Attorneys at Law LLC
50 North Florida Street
Mobile, AL 36607
251-478-1115