



20091216000460270 1/3 \$80.00  
Shelby Cnty Judge of Probate, AL  
12/16/2009 11:38:07 AM FILED/CERT

## **ARTICLES OF ORGANIZATION**

**OF**

**280 Ixtapa, L.L.C.**

I, the Undersigned, desiring to form a limited liability company (the "Company") pursuant to the provisions of Act No. 93-724 of the 993 Alabama Legislature, as subsequently amended, known as the Alabama Limited Liability Company Act (the "Act"), as amended, for the purposes hereinafter stated, hereby adopt the following Articles of Organization:

### **ARTICLE I**

**NAME OF COMPANY:** The name of the Company shall be **280 Ixtapa, L.L.C.**

### **ARTICLE II**

**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 in perpetuity: provided, however, that the Company shall be dissolved (a) upon the written consent of all of the members: (b) as provided in the Operating Agreement of the Company: or (c) as may be required by the Act, as the same may be amended from time to time.

### **ARTICLE III**

**PURPOSES:** The purpose for which the Company is formed is as follows:

To establish, develop, own, operate and maintain a business and facility for the provision of services to the public.

The Company may also engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act. The Company shall have the authority to do all things necessary or convenient to accomplish its purposes and operate its business.

### **ARTICLE IV**

**REGISTERED OFFICE AND AGENT:** The location and mailing address of the Company's initial registered office is **4673 Hwy 280 E, Suite 4, Birmingham, AL 35242**. The name of the Company's initial registered agent at such address is **Jesus Arceo**.



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## ARTICLE V

### MEMBERSHIP:

1. Initial Membership. The name and address of the initial members of the Company are:

<u>Name</u>	<u>Address</u>
<b>JESUS ARCEO</b>	<b>P O BOX 36367</b> <b>Birmingham, AL 35236</b>
<b>MARGARITA ARCEO</b>	<b>P O BOX 36367</b> <b>Birmingham, AL 35236</b>

2. Additional Members: additional members may be admitted upon approval by the affirmative vote by the members as provided in the operating agreement of the Company.

## ARTICLE VI

**MANAGEMENT:** The management of the limited liability company shall be vested in a member-manager. The name and address of the people who shall serve as manager are:

<u>Name</u>	<u>Address</u>
<b>JESUS ARCEO</b>	<b>P O BOX 36367</b> <b>Birmingham, AL 35236</b>
<b>MARGARITA ARCEO</b>	<b>P O BOX 36367</b> <b>Birmingham, AL 35236</b>

## ARTICLE VII

**POWERS:** The Company shall have all powers given to limited liability companies by the 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 the Company may be doing business.

## ARTICLE VIII

**LIABILITY OF MEMBERS:** Members of the Company are not liable under any judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Company.



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## ARTICLE IX

All other provisions for the regulation of the internal affairs of **280 Ixtapa, L.L.C.** shall be set out in the Operating Agreement, as amended from time to time and shall be in compliance with the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned hereby declare and certify that the facts stated herein are true and correct, and, for the purpose of forming a limited liability company pursuant to the laws of the State of Alabama, they hereunto have signed these Articles of Organization as of the **15th day of December, 2009**.

Jesus Arcco  
NAME