

**ARTICLES OF ORGANIZATION
OF
KOI, LLC**

The undersigned organizers adopt the following Articles of Organization for the limited liability company named below pursuant to Section 10-12-1, et seq. of the Limited Liability Company Act of the State of Alabama.

ARTICLE 1

Name

1.01. The name of the limited liability company is **Koi, LLC**.

ARTICLE 2

Registered Office and Agent

2.01. **Registered Office.** The street address of the initial registered office of the limited liability company is: 2505 Marcal Road, Birmingham, AL 35244

2.02. **Registered Agent.** The name of the initial registered agent of the limited liability company at the above office is Elizabeth Holmes.

ARTICLE 3

Period of Existence

3.01. The term of the Company shall be perpetual from the date of the filing of these Articles of Organization in the office of the Judge of Probate of the county in which the initial registered office of the Company is located, provided, however, that the Company shall be dissolved (a) upon the written consent of the holders of the portion of the ownership interest of the Company specified in the operating Agreement, as amended from time to time, (b) as provided in the Operating Agreement, as amended from time to time, or (c) as may be required by the Alabama Limited Liability Company Act.

ARTICLE 4

Business Purposes

4.01. The limited liability company is organized for the purpose of engaging in the business of, including, but not limited to floral design, production of gift baskets, event planning, growing and harvesting of produce, and any and all transactions which are necessary, appropriate or incidental there to and for the purpose of transacting any lawful business which may be conducted by a limited liability company (except that the Company shall not be engaged in the business of banking).

ARTICLE 5

Management

5.01. **Management.** The property, business and affairs of the limited liability company shall be managed by its members.

5.02. **Names and Addresses.** The names and business addresses of the initial members of the limited liability company are:

Elizabeth Holmes	2505 Marcal Road Birmingham, AL 35244
Melinda Kay Umphrey	2505 Marcal Road Birmingham, AL 35244

Business Address

5.03. **Additional Members.** The initial members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

5.04. **Dissolution.** Upon the dissociation of a member of the Company or the occurrence of any other event which terminates the continued membership of a member in the company under the Alabama Limited Liability Company Act, the business of the Company shall not be continued and the Company shall be dissolved unless there is at least one remaining member of the Company, or if the holders of all financial rights, including a member's heirs, devisees, or personal representative agree in writing within 90 days of the occurrence of such terminating event to continue the legal existence of the Company and appoint one or more new members, and, as is otherwise provided in the Operating Agreement, as amended from time to time.

5.05. **Other Provisions.** All other provisions for the regulation of the internal affairs of the Company 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, which is incorporated herein by reference.

IN WITNESS WHEREOF, the Organizers, by the signature below, affirm under penalty of perjury the truth of the matters set in these Articles Of Organization on this 5th day of February, 2010.



ELIZABETH HOLMES, Organizer

THIS INSTRUMENT PREPARED BY: DOUGLAS ROGERS, Attorney at Law
PO Box 381671, Birmingham, AL 35238-1671



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Shelby Cnty Judge of Probate, AL
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