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STATE OF ALABAMA

COUNTY OF SHELBY



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Shelby Cnty Judge of Probate, AL
03/25/2010 01:04:03 PM FILED/CERT

ARTICLES OF ORGANIZATION
OF
LOCALS PRODUCE MARKET, LLC

The undersigned, desiring to establish a limited liability company pursuant to the laws of the State of Alabama, certify as follows:

1. Name of Limited Liability Company: The name of the limited liability company is "Locals Produce Market, LLC".

2. Period of Duration of Limited Liability Company: The existence of the limited liability 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 its duration shall be perpetual, provided, however, that the limited liability company shall be dissolved: (i) upon the written consent of all of its Members; (ii) as provided in the Operating Agreement of the limited liability company; or (iii) as may be required or provided for by the Alabama Limited Liability Company Act (the "Act").

3. Purposes for Organization of the Limited Liability Company: The purposes for which this limited liability company is organized are:

(i) To engage in any retail, wholesale, industrial, manufacturing, mining, mercantile, trading or agricultural business or service or any other lawful business of any kind or character whatsoever;

(ii) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative and other services of every nature, kind and character, which it may legally render;

(iii) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with property of any type or nature, real, personal or mixed, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of such property, whether the same be real, personal or mixed in nature, or any interest therein;

(iv) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, corporations, associations, partnerships, limited liability companies, individuals or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(v) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(vi) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

4. Initial Registered Office and Registered Agent of Limited Liability Company: The initial registered office of the limited liability company shall be located at 2157 Cameron Circle, Birmingham, Alabama 35242, and the name of the initial registered agent at said address is Julie W. Hamner.

5. Names of Initial Members of Limited Liability Company and Mailing Addresses of Members: The names and mailing addresses of the initial Members of the limited liability company are as follows:

Name of Member:

Mailing Address of Member:

Julie W. Hamner

2157 Cameron Circle
Birmingham, Alabama 35242

Samuel H. Hamner

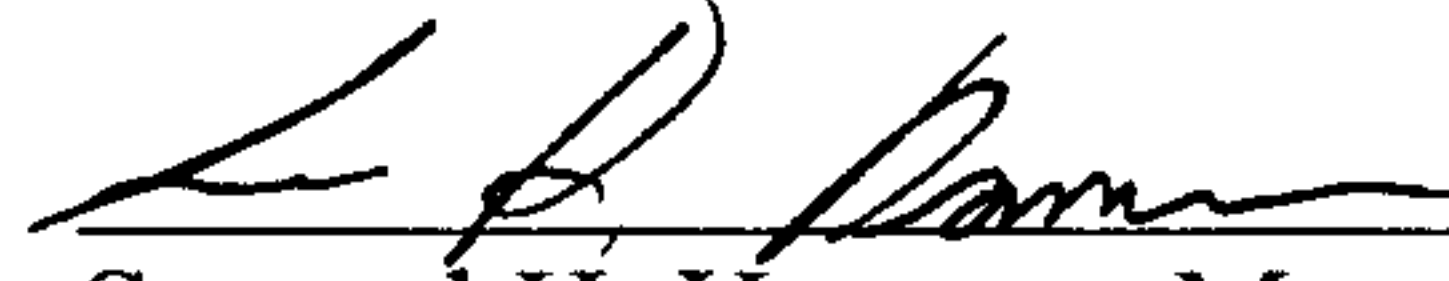
2157 Cameron Circle
Birmingham, Alabama 35242

6. Manager of Limited Liability Company: The limited liability company shall have a Manager. The name of the Manager of the limited liability company is Julie W. Hamner whose mailing address is 2157 Cameron Circle, Birmingham, Alabama 35242. The Manager of the limited liability company shall serve until her successor is elected and begins serving.

7. Liabilities of Members of the Limited Liability Company: No Member of the limited liability company can be held liable under a judgment, decree or order of any court, or in any other manner, for a debt, obligation or liability of the limited liability company, or for the acts or omissions of any other Member or an agent or employee of the limited liability company.

8. Operating Agreement of the Limited Liability Company: The Operating Agreement of the limited liability company shall be executed by each Member of the limited liability company and shall set forth all provisions for the affairs of the limited liability company and the conduct of its business to the extent that such provisions are not inconsistent with the Act or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned, as Members of Locals Produce Market, LLC, have executed these Articles of Organization effective the 25 day of March, 2010.


Samuel H. Hamner, Member


Julie W. Hamner, Member

STATE OF ALABAMA

COUNTY OF Jefferson

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

Given under my hand and seal this 25 day of March, 2010.


NOTARY PUBLIC
My Commission Expires: 3-31-2010

[SEAL]

STATE OF ALABAMA

COUNTY OF Jefferson

I, the undersigned, a Notary Public in and for said State and County, hereby certify that Julie W. Hamner, whose name is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Organization, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 25 day of March, 2010.


NOTARY PUBLIC
My Commission Expires: 3-31-2010

[SEAL]

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Mar 31, 2010
BONDED THRU NOTARY PUBLIC UNDERWRITERS