

Articles of Organization  
Hairston Brown Consulting, LLC  
112 Timber Ridge Drive  
Alabaster, Alabama 35007

STATE OF ALABAMA     )  
SHELBY COUNTY         )

**ARTICLES OF ORGANIZATION**  
**OF**

**HAIRSTON BROWN CONSULTING, LLC**

The undersigned, pursuant to the Alabama Limited Liability Company Act, hereby adopt the following Articles of Organization for a limited liability company:

**ARTICLE I**

NAME

The name of the limited liability company is ~~HAIRSTON~~ <sup>Hairston</sup>  
~~BROWN~~ <sup>Brown</sup> CONSULTING, LLC, (hereafter referred as the  
"Company").

**ARTICLE II**

DURATION

The Company is organized to exist in perpetuity.

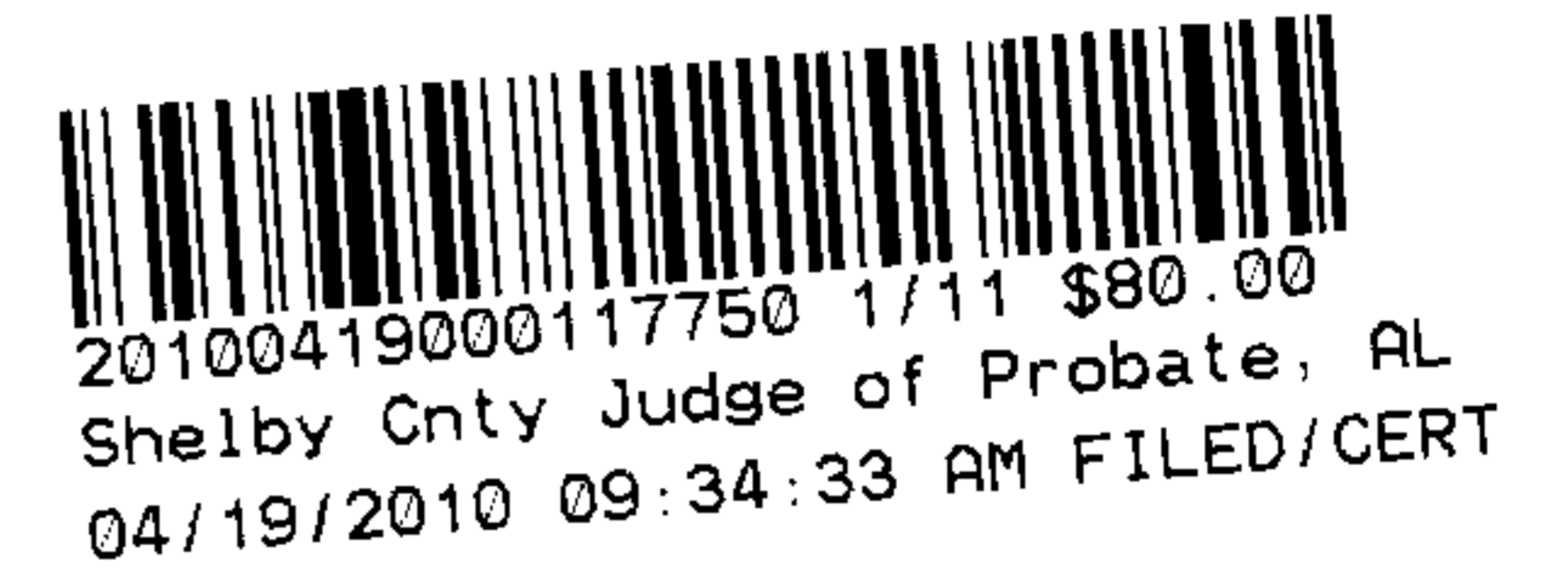
**ARTICLE III**

PURPOSE

The Company is organized for the following purposes:

To engage in the business and/or operation of consulting services, event planning, sales training and development, and to do all acts incident to such purposes.

To do such other acts and to take such other actions not in contravention of law as the members may from time to time deem appropriate.





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To borrow money and issue notes and other evidences of indebtedness, and to secure the payment of performance of its obligations by mortgage, deeds of trust, pledge, or otherwise.

To enter into and make, perform, and carry out contracts of every kind and description made for lawful purposes, without limit as to amount, with any person, firm, association, limited liability company, or corporation, either public or private.

To have one or more offices and to carry on all or any of the objects and purposes herein enumerated, and to conduct the business of the Company in any of the states of the United States of America, the District of Columbia, the territories of the United States, and foreign countries.

To subscribe for, buy, sell and own stock, notes or bonds of any other limited liability company or corporation.

To carry on any other lawful business permitted by Alabama Law and to perform all acts in furtherance thereof.

#### **ARTICLE IV**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The location of the initial registered office of the Company and the initial registered agent at such address in the State of Alabama is:

**Mittie E. Brown**  
**112 Timber Ridge Drive**  
**Alabaster, Alabama 35007**

The mailing address of the initial registered office

of the Company and the initial registered agent at such address in the State of Alabama is:


**Mittie E. Brown**  
**112 Timber Ridge Drive**  
**Alabaster, Alabama 35007**

The Company shall have the right, however, to establish offices and to transact its business in any and different parts of the State of Alabama and in any and all states, territories, districts, colonies and dependencies of the United States of America, and in any and all foreign countries, as it may desire.

**ARTICLE V**  
**INITIAL MEMBERS**

The name(s) and address of the initial member(s) of the Company are as follows:

<u>Name</u>	<u>Address</u>
<b>Mittie E. Brown</b>	<b>112 Timber Ridge Drive</b> <b>Alabaster, Alabama 35007</b>
<b>Carlton O. Brown</b>	<b>112 Timber Ridge Drive</b> <b>Alabaster, Alabama 35007</b>

  
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## **ARTICLE VI**


### **ADDITIONAL MEMBERS**

Additional members may be admitted by unanimous vote of all of the members of the company.

## **ARTICLE VII**

### **CAPITAL CONTRIBUTIONS**

Members agree to share in all post-formation capital contributions, profits, losses, and surplus of the Company according to the percentage of ownership.

  
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## **ARTICLE VIII**


### **DIVISION OF PROFITS AND LOSSES**

Each of the members shall own an interest in the Company as set forth in Article VII, entitled "Capital Contribution". All profits and losses of the Company shall be shared by each of the said members according to the percentage of interest each member owns.

## **ARTICLE IX**

### **CONTINUATION**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s) may continue the business of the Company. In the event of death of a member, the surviving members shall have the right of first refusal to purchase the deceased member's share and interest in the Company. The manager of the Company shall determine the percentage of interest, in the deceased member's share of ownership, each surviving member will be able to purchase. If the members decline to exercise said right of first refusal, the Company shall purchase the share and interest of the deceased member. The share and interest of any terminated member shall be assessed to the extent of the monetary contribution by the terminated member and shall not extend and/or include the operation and/or day to day management of the Company.

  
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## **ARTICLE X**

### **MANAGEMENT**

The Company shall be managed by one or more managers.  
The name and address of the initial manager(s) are as follows:

Name

Address

**Mittie E. Brown**

**112 Timber Ridge Drive**

**Alabaster, Alabama 35007**

Any change to the manager(s) shall be by unanimous vote of all of the members.

## **ARTICLE XI**

### **CONTRACT CAPACITY**

The manager may authorize any member or agent of the Company to enter into contract or execute any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

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## **ARTICLE XII**

### **BOOKS**

Books and Records. The Company books shall be maintained at the registered office location, 112 Timber Ridge Drive, Alabaster, Alabama 35007, and each member shall have access thereto. The Company shall furnish annual financial statements to the members within ninety (90) days of the end of each calendar year.

Right of Inspection. Any member of record shall have the right to examine, upon reasonable notice thereof, for all purposes, the books and records of account, minutes and records of the Company and to make copies thereof.

## **ARTICLE XIII**


### **INDEMNITY**

Right to Indemnity. Every person who was or is a party, or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person to who he is the legal representative is or was a manager or member of the Company, or is or was serving at the request of the Company as a manager of another limited liability company, or as a director, officer or representative in a corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest

extent legally permissible under the laws of the State of Alabama from time to time against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such managers, members or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any operating agreement or other agreement, vote of members, provision of law, or otherwise, as well as their rights under this Article.

Expenses Advanced. Expenses of managers and members incurred in defending a civil or criminal action, suit or proceeding by reason of any act or omission of such managers or members acting as a manager or member shall be paid by the Company as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of any undertaking by or on behalf of the manager or member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Company.

The indemnification and advance of expenses provided in the Article shall continue for a person who has ceased to be a member, manager, employee or agent, and inures to the

  
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benefit of the heirs, executors and administrators of such a person.

#### **ARTICLE XIV**


##### **RETURN OF CONTRIBUTIONS**

A member may only demand cash in return for his or its contribution to capital, but the Company may require a member to accept cash, property, promissory notes or any combination thereof in return for the member's contribution of capital.

#### **ARTICLE XV**

##### **VOLUNTARY TERMINATION**

The Company may be dissolved at any time by agreement of all of the members, in which event the members shall proceed with reasonable promptness to liquidate the Company. The assets of the Company shall be sold and/or divided and distributed in the following order:

  
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1. To pay or provide for the payment of all Company liabilities to creditors other than members, and liquidating expenses and obligations;
2. To pay debts owing to members other than for capital and profits if all liquidated assets have not be totally expended;
3. To pay debts owing to members in respect to capital if all liquidated assets have not been totally expended; and
4. To pay debts owing to members in respect to profits if all liquidated assets have not been totally expended.

**IN TESTIMONY AND WITNESS WHEREOF**, the undersigned members have executed these Articles of Organization on this the 19 day of April, 2010.

This instrument prepared by:  
Kevin R. Roberts  
Attorney At Law  
1037 22<sup>nd</sup> Street South  
Suite 101  
Birmingham, AL 35205  
Ph: (205) 250-0691  
Fax: (205) 252-0363

Mittie E. Brown  
**Mittie E. Brown**  
**Member**

**STATE OF ALABAMA** )  
**SHELBY COUNTY** )

I, the undersigned, a Notary Public in and for said County and State hereby certify that the foregoing named member, **MITTIE E. BROWN**, appeared before me on this the 19<sup>th</sup> day of April, 2010, and on oath stated that the matter contained in said Articles of Organization are true and correct.

Dated this the 19<sup>th</sup> day of April, 2010.

Jessica L. Howard  
**NOTARY PUBLIC**

My Commission Expires: 4/19/2010