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Shelby Cnty Judge of Probate, AL  
05/04/2010 10:55:23 AM FILED/CERT

# STATE OF ALABAMA

## DOMESTIC LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION GUIDELINES

### INSTRUCTIONS:

**STEP 1: THE NAME OF THE LIMITED LIABILITY COMPANY MUST CONTAIN THE WORDS LIMITED LIABILITY COMPANY, LLC OR L.L.C.**

**STEP 2: FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF ORGANIZATION IN THE COUNTY WHERE THE LLC'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$40. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY THE PROBATE FILING FEE.**

**PURSUANT TO THE ALABAMA LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF ORGANIZATION.**

*Article I* The name of the Limited Liability Company:  
MR JR Properties, LLC  

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**(Your company title must end with the words Limited Liability Company, L.L.C. or LLC)**

*Article II* The duration of the Limited Liability Company is see attached articles.

*Article III* The Limited Liability Company has been organized for the following purpose(s):  
see attached articles  

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*Article IV* The **street address** (NO PO BOX) of the registered office: 108 Penhale Park Road Helena, AL 35080 and the name of the registered agent at that office: Michael J. Reed Jr.

*Article V* The **names and addresses** of the initial member(s), and organizer (if any):  
Michael J. Reed Jr. - 108 Penhale Park Road Helena, AL 35080  

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**(Attach additional sheets if necessary.)**

*Article VI* If the Limited Liability Company is to be managed by one or more managers, list the names and addresses of the managers who are to serve until the first annual meeting of the members or until their successors are elected and qualified.  
Michael J. Reed Jr - 108 Penhale Park Road Helena, AL 35080  

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Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operating agreement of the LLC.

IN WITNESS THEREOF, the undersigned members executed these Articles of Organization on this the 30th day of April, 2010.

THIS DOCUMENT PREPARED BY:

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Signature of Member/Organizer

# ARTICLES OF ORGANIZATION OF MR JR PROPERTIES, LLC

I, the undersigned natural person for the purpose of forming an Alabama LLC, am acting in the capacity as an organizer of a limited liability company pursuant to the Alabama Limited Liability Company Act. I hereby adopt the following Articles of Organization for a limited liability company.

## ARTICLE 1. NAME

1.1 The name of the Limited Liability Company is MR JR Properties, LLC.

## ARTICLE 2. DURATION

2.2 The period of its duration is perpetual unless the company dissolves in accordance with its regulations or by a law stating the maximum time so allowed, whichever time is greater.

## ARTICLE 3. PURPOSES

3.1 The purpose for which this limited liability company is organized is to transact any or all lawful business for which limited liability companies may be organized for under the laws of Alabama including but not limited to the following:

- a. To carry on any business or any other legal or lawful activity allowed by law.
- b. To acquire, own, use, convey and otherwise dispose of and deal in real or personal property or any interest therein.
- c. To manufacture, buy, sell and generally deal in goods, wares and merchandise of every class and description, both real and personal and tangible.
- d. To buy, rent, sell, manufacture, produce, assemble, distribute, repair and service any and all products or services in which the company desires to engage.
- e. To do such other things as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed.
- f. To have and exercise all rights and powers that is now or may hereafter be granted to a limited liability company by law.

3.2 The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner, the powers hereafter conferred on this limited liability company by the laws of the State of Alabama.

3.3 The limited liability company may in its Regulations confer powers, not in conflict with law, upon its manager(s) and members in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.



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ARTICLES OF ORGANIZATION OF MR JR PROPERTIES, LLC

**ARTICLE 4. PRINCIPAL PLACE OF BUSINESS**

4.1 The address of the limited liability company's principal place of business in this state is:

108 Penhale Park Road Helena, AL 35080.

**ARTICLE 5. NAME & ADDRESS OF INITIAL REGISTERED AGENT**

5.1 The Name of the Limited Liability Company's initial Registered Agent is:

Michael J. Reed Jr.

5.2 The address of the Limited Liability Company's initial Registered Office is:

108 Penhale Park Road Helena, AL 35080.

**ARTICLE 6. MANAGEMENT**

6.1 Michael Reed shall manage the Limited Liability Company.

6.2 The name(s) and address(es) of the person(s) who are to serve as manager(s) until the first annual meeting of its members or until successors are elected and qualified are:

Michael Reed-108 Penhale Park Road Helena, AL 35080.

**ARTICLE 7. ORGANIZER**

7.1 The name and address of the organizer is:

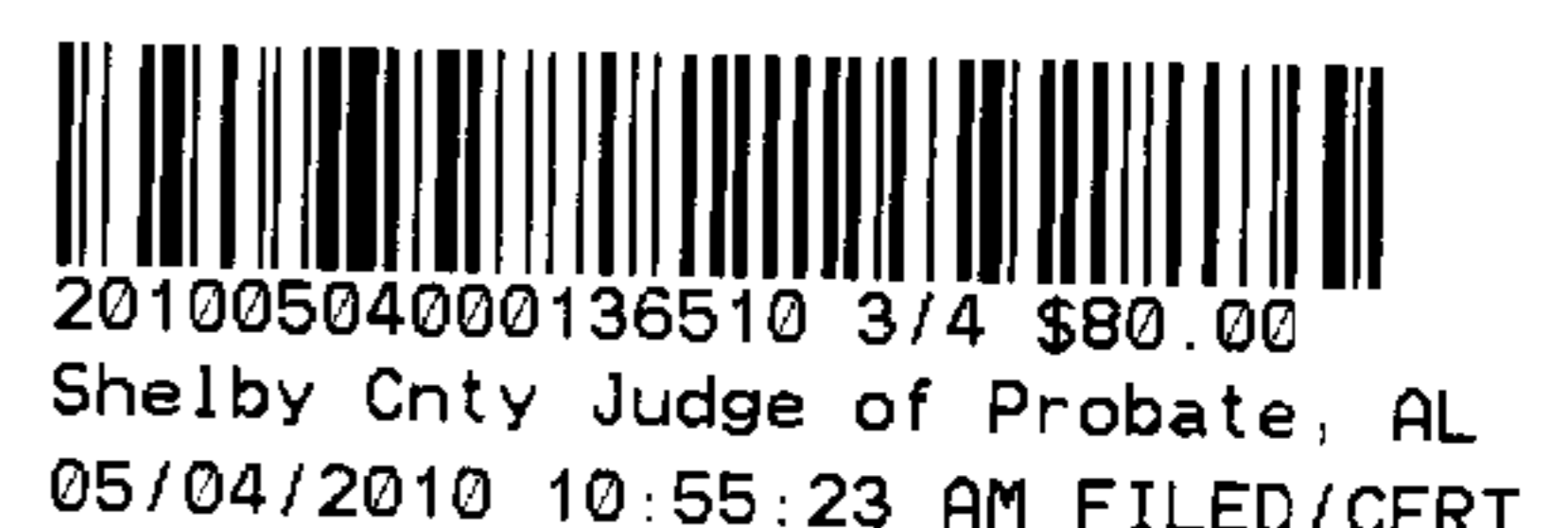
Michael Reed-108 Penhale Park Road Helena, AL 35080

**ARTICLE 8. INDEMNIFICATION**

8.1 The limited liability company shall indemnify every manger(s), his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon a judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party to by reason of having been a manager(s) of this limited liability company.

8.2 This indemnification is being given since the manager(s) will be requested to act by the limited liability company, for and on behalf of the limited liability company's benefit.

8.3 This indemnification shall not be exclusive of other rights to which the manager(s) may be entitled.



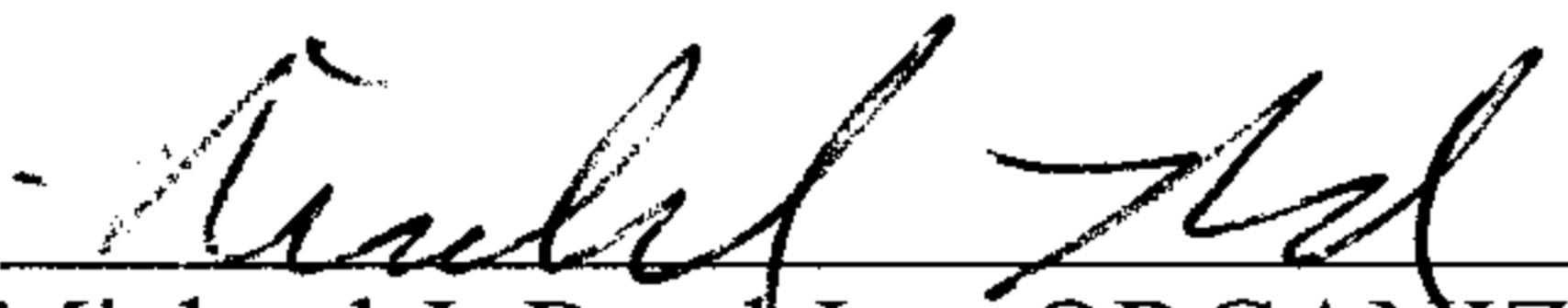
ARTICLES OF ORGANIZATION OF MR JR PROPERTIES, LLC

8.4 The manager(s) shall be entitled to the fullest indemnification allowed by the current law or as may be amended hereafter.

8.5 A Manager(s) shall be liable to limited liability company for the following actions:



- a. A breach of his or her duty of loyalty to the limited liability company, or its members.
- b. An act or omission taken in bad faith and constituting a breach of the Manager's duty to the limited liability company.
- c. To be liable hereunder the manager(s) must have acted in a grossly negligent, malicious or intentional manner as those terms are defined at law.
- d. A transaction in which the manager benefits to the detriment of the limited liability company or its members.
- e. An action which the manager is liable at law for which an indemnification is not allowed.

Signed on 4-30-10

  
Michael J. Reed Jr. - ORGANIZER


State of Alabama  
County of Shelby

This instrument was acknowledged before me on 4/30/2010 by \_\_\_\_\_.

  
Signature of officer  
  
Notary's typed or printed name

My commission expires:  
**MY COMMISSION EXPIRES MARCH 25, 2013**

Notary's Stamp

  
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