

ARTICLES OF ORGANIZATION OF:

HENLEY SERVICES LLC

For purposes of forming a limited liability company under the Alabama Limited Liability Company Act, and any act amendatory thereof, supplementary thereto or substituted therefore,(hereinafter referred to as the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization, and, upon a filing for record of these Articles of Organization in the Offices of the Judge of Probate of Jefferson County, Alabama, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence:

ARTICLE I – NAME

1.1 The name of the Company shall be **Henley Services L.L.C.**

ARTICLE II- PERIOD OF DURATION

2.1 The duration of the Company shall be perpetual.

ARTICLE III- PURPOSES, OBJECTS AND POWERS

3.1 The purposes and objects and powers of the Company are:

(a) To engage in any lawful business, act or activity for which a company may be organized under the Act, it being the purpose and intent of this Article III to vest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under this Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to companies by the laws of the State of Alabama.



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(c) Without limiting the scope and generality of the foregoing, the Company shall have the specific purpose of assisting businesses and other organizations in identifying and hiring qualified personnel.

3.2 All words, phrases and provisions appearing in this Article III are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

ARTICLE IV- REGISTERED AGENT AND OFFICE

4.1 The address of the Company's initial registered in Shelby County, Alabama at 3584 Pelham Parkway, Ste 317, Pelham, AL 35124

4.2 The name of the Company's initial registered agent at that address is Brian J. Henley.

ARTICLE V- INITIAL MEMBERS

5.1 The name and mailing address of the Company's Initial Members are:

Name	Address	Title
Brian J. Henley	3584 Pelham Parkway Ste 317, Pelham, AL 35124	President

ARTICLE VI- ADMISSION OF ADDITIONAL MEMBERS

6.1 From and after the date of the formation of the Company, any person or entity acceptable to the Members by their unanimous vote may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the Members by their unanimous vote shall determine, or as a transferee by their unanimous votes shall determine, as a transferee by their unanimous vote, subject to the terms and conditions of these Articles of Organization and the Operating Agreement.



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6.2 So long as there shall be only one Member of limited liability company, an assignee of such sole member of the limited liability company shall be admitted as substitute Member automatically in the event that such sole Member's entire membership interest (including financial and other rights) in the limited liability company is transferred (whether upon the death of the sole member of the limited liability company or otherwise) to such assignee company is transferred (whether upon the death of the sole member of the limited liability company or otherwise) to such assignee.

ARTICLE VII-DISSOLUTION

7.1 Except as specifically required by any non-waivable provisions of Section §10-12-37 of the Code of Alabama, (1975), as amended, the cessation of the membership in the limited liability company of any member shall not result in the dissolution of the limited liability company.

ARTICLE VIII- MANAGEMENT

8.1 The company is to be managed by the Members.

ARTICLE IX- INTERNAL AFFAIRS

9.1 The initial Operating Agreement of the Company shall be adopted by the initial members. The power to alter, amend or repeal the Operating Agreement or adopt a new Operating Agreement shall be vested in the members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company and the Members not inconsistent with the Act or these Articles.

9.2 Any contract or other transaction which is fair and reasonable to the Company between one or more than one of its members or between the company or association of which one or more of its Members are shareholders members, directors, officers or employees, or in which they are financially interested shall be valid for the purposes thereof. This section shall not be construed to invalidate any contract or other transaction that would otherwise be



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valid under the common and statutory law applicable to it. Each and every person who may become a Member of the Company is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the Company for the benefit of himself or any firm in which he or she may be in any way interested.

9.3 The company reserves the right from time to time to amend, alter, or repeal each and every provision contained in these Articles of Organization, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon members at any time are granted subject to the reservation.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this the 19th day of May, 2010, in Birmingham, AL.

RESPECTFULLY SUBMITTED,



Brian J. Henley, Henley Services LLC