

ARTICLES OF ORGANIZATION OF CHOICE LANDSCAPES, LLC

Pursuant to the provisions of the Alabama Limited Liability Company Act, as set forth in Sections 10-12-1, *et seq.* of the Code of Alabama (1975) (as amended from time to time, the "Act"), the undersigned hereby adopts the following Limited Liability Company Articles of Organization:

ARTICLE I

Name

The name of the limited liability company is **Choice Landscapes, LLC** (the "Company").

ARTICLE II

Duration

The Company shall have a duration from the date of organization until it is dissolved and its affairs are wound up in accordance with the Act.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

(a) to engage in the business of providing landscaping, landscape design, lawn and garden maintenance and such other services as the Company's Managers may approve;

(b) to borrow money and issue notes and other evidences of indebtedness with respect to the property described in (a) just above, and to secure the payment and performance of its obligations thereunder by mortgage, deeds of trust, pledge, or otherwise with respect to said property;

(c) to engage in any and all activities and transactions and enter into any and all agreements and undertakings which are appropriate, necessary, customary, convenient, or incidental to the foregoing purposes; and

(d) to engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act and which is approved by the Company's Managers in accordance with the terms and conditions provided in the Company's Operating Agreement.

ARTICLE IV

Registered Office; Registered Agent

The location and mailing address of the initial registered office of the Company shall be 5386 Harvest Ridge Lane, Birmingham, Alabama 35242, and the name of the Company's initial registered agent at that address shall be Thomas Warren.

ARTICLE V

Initial Members and Organizer

The name and mailing address of the initial member of the Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Warren	5386 Harvest Ridge Lane Birmingham, AL 35242

The name and mailing address of the organizer of the Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alan M. Warfield	1819 5 th Avenue North Suite 1100 Birmingham, Alabama 35203

ARTICLE VI

Right of the Members to Admit Additional Members

The members shall have the right to admit additional members into the Company only upon such terms and conditions as may be set forth in the Company's Operating Agreement.

ARTICLE VII

Effect of Cessation of Membership

The only circumstances under which the cessation of membership of one or more members will result in the dissolution of the Company is when such cessation leaves no remaining member and there are no members going forward, unless the holders of all of the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members.

ARTICLE VIII


Manager-Managed

The Company shall be manager-managed within the meaning of the Act. The property, affairs and business of the Company shall be managed by, and its limited liability company

powers exercised by, its Managers, subject to such terms and conditions as provided in the Company's Operating Agreement. The names and mailing addresses of the Managers who shall serve until their successors are elected and begin serving in accordance with the Company's Operating Agreement, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Warren	5386 Harvest Ridge Lane Birmingham, AL 35242

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this, the 15th day of May, 2010.


ALAN M. WARFIELD
ORGANIZER

This instrument prepared by:

Alan M. Warfield
Walston, Wells & Birchall, LLP
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Birmingham, Alabama 35203
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