



20100720000231300 1/7 \$81.00
Shelby Cnty Judge of Probate, AL
07/20/2010 02:12:15 PM FILED/CERT

STATE OF ALABAMA

SHELBY COUNTY

**ARTICLES OF ORGANIZATION
OF
RULE BBQ MCNORTON, LLC**

The undersigned hereby adopts the following Articles of Organization:

ARTICLE I

NAME OF LIMITED LIABILITY COMPANY

The name of the limited liability company shall be:

RULE BBQ MCNORTON, LLC

ARTICLE II

PERIOD OF DURATION

The period of duration of the limited liability company shall be unlimited and perpetual

ARTICLE III

The objects and purposes for which the limited liability company is formed are:

(a) To provide food services

(b) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated, and to own plants, factories, mills, warehouses, yards, merchandise stores, commissaries, and all other installation of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(c) To purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any organization may have or grant.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange, and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign county, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyright, trademarks and trade names, know-how, and trade secrets, relating to or useful in connection with any business objects or purposes of the organization.

(e) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(f) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, or other securities of the organization, or other wise to hold, or in any manner dispose of, the whole or any party of the property so acquired, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in or about the conduct and management of any such business.

(h) To borrow and lend money, without security, or upon the giving or receipt of such security as the organization may deem advisable by way of mortgage, description, or by way of guaranty, or otherwise.

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(j) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debenture, notes, scrip, or evidences of indebtedness, , whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus.

(k) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting securities thereon, in making and obtaining loans, whether secured by a mortgage of or security interest in such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(l) To enter into any plan or program for the assistance and welfare of its employees.

(m) To enter into any legal arrangements for sharing of profits, reciprocal concessions, or cooperation, as general or limited partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this organization is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of the organization.

(n) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, possession, colony or country.

(o) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself to, or without becoming liable therefore, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and the interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage,

or other obligation or evidences of indebtedness, or the performance of any contract, lease, construction, performance of other bond, mortgage, or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, natural person or other entity whatsoever, in which the corporation may have a lawful interest, or on account of, or with respect to, any transaction in which the corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever.

(p) To carry on any other lawful business in connection with the foregoing.

(q) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of the organization, to the same extent as a natural person might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to an organization under any laws that may be now or hereafter applicable or available to the organization.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the organization, as well as powers, and provisions for the regulation of the business and the conduct of the affairs of the organization, all in addition to those powers specifically conferred upon the organization by law, and it is hereby expressly provided that the foregoing specific enumeration of objects and purposes shall not be held to limit or restrict in any manner the powers of the organization otherwise granted by law.

ARTICLE IV

**LOCATION OF INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the limited liability company in the State of Alabama shall be 163 Park Lake Trace, Helena, AL 35080 and the corporation's initial registered agent at Such address shall be Michael T. McNorton at 163 Park Lake Trace, Helena, AL 35080.

ARTICLE V

INITIAL MEMBERS

The number of members constituting the initial organization is two (2).

<u>NAME</u>	<u>ADDRESS</u>
Michael T. McNorton	163 Park Lake Trace Helena, AL 35080
Joanne C. McNorton	163 Park Lake Trace Helena, AL 35080

ARTICLE VI

INITIAL MANAGERS

The number of managers constituting the initial organization are two (2),
And the name and address of the persons who are to serve until the first annual meeting of the members or until their successors are elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael T. McNorton	163 Park Lake Trace Helena, AL 35080
Joanne C. McNorton	163 Park Lake Trace Helena, AL 35080



20100720000231300 6/7 \$81.00
Shelby Cnty Judge of Probate, AL
07/20/2010 02:12:15 PM FILED/CERT

ARTICLE VII

ORGANIZER

The name and address of the organizer is as follows:

Michael T. McNorton
163 Park Lake Trace
Helena, AL 35080

IN WITNESS WHEREOF, the undersigned organizer has executed the Articles of
organization on the 20 day of July, 2010.

Michael T. McNorton, Organizer

20100720000231300 7/7 \$81.00
Shelby Cnty Judge of Probate, AL
07/20/2010 02:12:15 PM FILED/CERT

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, Notary Public for the State of Alabama, County of Shelby, hereby certify that Michael T. McNorton 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 such instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal of office the day and year aforesaid.

(SEAL)

Kelly B. Mullin
NOTARY PUBLIC

My Commission Expires:

Kelly B. Mullin
Notary Public State At Large
Commission Expires..
June 28, 2013